

**BY-LAWS OF THE GREATER MANCHESTER/NASHUA
BOARD OF REALTORS[®], INC.**

Adopted April 25, 1997
(Revised May 2009)

ARTICLE I – NAME

SECTION 1. NAME: The name of this organization shall be the Greater Manchester/Nashua Board of REALTORS[®] Inc., hereinafter referred to as the “Board”.

SECTION 2. REALTORS[®]: Inclusion and retention of the Registered Collective Membership Mark REALTORS[®] in the name of the Board shall be governed by the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®] as from time to time amended.

ARTICLE II - OBJECTIVES

The objectives of the Board are:

SECTION 1. To unite those engaged in the recognized branches of the real estate profession for the purpose of exerting a beneficial influence upon the profession and related interests.

SECTION 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®].

SECTION 3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

SECTION 4. To further the interests of home and other real property ownership.

SECTION 5. To unite those engaged in the real estate profession in this community with the New Hampshire Association of REALTORS[®] and the NATIONAL ASSOCIATION OF REALTORS[®], thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

SECTION 6. To designate, for the benefit of the public, individuals authorized to use the term REALTOR[®] and REALTORS[®] as licensed, prescribed and controlled by the NATIONAL ASSOCIATION OF REALTORS[®].

ARTICLE III - JURISDICTION

SECTION 1. The territorial jurisdiction of the Board as a Member of the NATIONAL ASSOCIATION OF REALTORS[®] is: Amherst, Auburn, Bedford, Brookline, Candia, Goffstown, Hollis, Hooksett, Hudson, Litchfield, Manchester, Merrimack, Milford, Mont Vernon, Nashua and New Boston.

SECTION 2. Territorial jurisdiction is defined to mean the right and duty to control the use of the terms REALTOR[®] and REALTORS[®], subject to the conditions set forth in these Bylaws and those of the NATIONAL ASSOCIATION OF REALTORS[®] in return for which the Board agrees to protect and safeguard the property rights of the National Association in the terms.

ARTICLE IV - MEMBERSHIP

SECTION 1. There shall be seven classes of Members as follows:

REALTOR[®] Members. REALTOR[®] Members, whether primary or secondary, shall be:

- (1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers, are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing or subdividing real estate, and who maintain or are associated with an established real estate office in the State of New Hampshire 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 a Board of REALTORS® within the state or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV.

In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1(b) of Article IV. (Amended 10/05)

NOTE: REALTOR® members may obtain membership in a “secondary” Board in another state.

- (2) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, corporate officers, or branch office managers and are associated with a REALTOR® Member and meet the qualifications set out in Article V.

(3) **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 Board 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 Board, State Association and National Association.

(4) **Primary and Secondary REALTOR® Members.** An individual is a primary member if the Board pays State and National dues based on such Member. An individual is a secondary Member if State and National dues are remitted through another Board. One of the principals in a real estate firm must be a Designated REALTOR® member of the Board in order for licensees affiliated with the firm to select the Board as their “primary” Board.

(5) **Designated REALTOR® Members.** Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Board dues as established in Article X of the Bylaws. The “Designated REALTOR®” must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® membership established in Article V, Section 2 of the Bylaws.

(b) **INSTITUTE AFFILIATE MEMBERS:** Institute Affiliate Members shall be individuals who hold a professional designation by an Institute, Society or Council affiliated with the NATIONAL

ASSOCIATION OF REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership. (Amended 11/02)

(c) **AFFILIATE MEMBERS:** Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a), or (b), of this Section, have interests requiring information concerning real estate, and are in sympathy with the objectives of the Board.

Affiliate Membership shall also be granted to individuals licensed or certified to engage in real estate practice who, if otherwise eligible do not elect to hold REALTOR® membership in the Board, provided the applicant is engaged exclusively in a specialty of the real estate business other than brokerage of real property. (Revised 4/03)

(d) **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 who are not engaged in the real estate profession on their own account or in association with an established real estate business.

(e) **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 Board, or for the public.

(f) **STUDENT MEMBERS:** Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning and who have completed at least two years of college and at least one college-level course in real estate, but are not engaged in real estate profession on their own account or not associated with an established real estate office.

(g) **MEMBER-at-LARGE:** The President of the New Hampshire Association of REALTORS® shall be a member-at-large in good standing, for the purpose of representing the Board, in the absence of the Board President or a designated representative of the Board, as a voting delegate at the NAR Delegate Body Meetings. All local Board dues, if the President is not a member of this Board, shall be waived.

ARTICLE V - QUALIFICATION AND ELECTION

SECTION 1. APPLICATION

(a) An application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that applicant agrees as a condition to membership to thoroughly familiarize himself with the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, the Constitutions, Bylaws, and Rules and Regulations of the Board, the State and National Associations, and if elected a member, will abide by the Constitutions and Bylaws and Rules and Regulations of the Board, State and National Association, and if a REALTOR® Member, will abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended, and (2) that applicant consents that the Board, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any Member or other persons, and that applicant agrees that any information and comment furnished to the Board by any person in response to the invitation shall be conclusively deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have

access to a copy of the Bylaws, Constitution, Rules and Regulations, and Code of Ethics referred to above.

After an applicant has filed an application for Active membership, said applicant must attend and complete all required Board orientation courses within 90 days from the Board's receipt of their application, failure of which shall be construed as a voluntary withdrawal of application.

SECTION 2. QUALIFICATION

(a) An applicant for REALTOR® Membership who is a sole proprietor, partner, corporate officer or branch office manager of a real estate firm shall supply evidence satisfactory to the Board through its Membership Committee or otherwise that he is actively engaged in the real estate profession, and maintains a current, valid real estate broker's or salesperson's license or is licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, has a place of business within the state or a state contiguous thereto (unless a secondary member), has no record of recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, agrees to complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®, and shall pass such reasonable and nondiscriminatory written examination thereon as may be required by the Committee, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics. (Rev. 10/05)

The Board orientation courses shall not be required of those who become reinstated within one year of their non-membership in the Board. (Rev. 7/2004)

Any member in good standing of another Board in New Hampshire, and who has paid their State and National dues for the year, may elect to become a member of this Board without an application fee. Said member would not be required to attend the NHAR orientation course provided they had attended the course previously. However, said individual would be strongly encouraged to attend the GMNBR orientation course. (Rev. 10-08)

*NO RECENT OR PENDING BANKRUPTCY is intended to mean that the applicant or any real estate firm in which the applicant is sole proprietor, general partner, corporate officer or branch office manager is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Board establishes that its interest and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Board fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date the bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

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

NOTE 1: One or more of the requirements for REALTOR® Membership set forth above in Article V, Section 2(a) may be deleted at the Board's discretion. However, Boards may NOT adopt membership qualifications more rigorous than specified in the Membership Qualification Criteria for REALTOR® membership approved by the Board of Directors of the National Association.

NOTE 2: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards 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. (Adopted 1/01)

(b) Individuals who are actively engaged in the real estate profession other than as sole proprietor, partners, corporate officers, or branch office managers in order to qualify for REALTOR® Membership, shall at the time of application, be associated either as an employee or as an independent contractor with a Designated REALTOR® member of the Board or a Designated REALTOR® Member of another board (if a secondary member) and must maintain a current, valid real estate broker's or salesperson's license or be licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Board, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and shall pass such reasonable and non discriminatory written examination thereon as may be required by the membership Committee and shall agree in writing that if elected to membership he will abide by such Constitution, Bylaws, Rules and Regulations, and the Code of Ethics.

(c) The Board/Association will also consider the following in determining an applicant's qualifications for REALTOR® membership:

1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years
 2. Pending ethics complaints (or hearings)
 3. Unsatisfied discipline pending
 4. Pending arbitration requests (or hearings)
 5. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS
 6. Any misuse of the term Realtor® or Realtors® in the name of the applicant's firm.
- (Rev 10-08)

"Provisional" membership may be granted in instances where ethics complaints or arbitration requests (or hearings) are pending in other associations or where the applicant for membership has unsatisfied discipline pending in another association (except for violations of the Code of Ethics; See Article V, Section 2(a) NOTE 2) provided all other qualifications for membership have been satisfied. Associations may reconsider the membership status of such individuals when all pending ethics and arbitration matters (and related discipline) have been resolved or if such matters are not resolved within six months from the date that provisional membership is approved. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of REALTOR® membership. If a member resigns from another association with an ethics complaint or arbitration request pending, the association may condition membership on the applicant's certification that he/she will submit to the pending ethics or arbitration proceeding (in accordance with the established procedures of the association to which the applicant has made application) and will abide by the decision of the hearing panel. (Amended 1/01)

SECTION 3. ELECTION: The procedure for election to membership shall be as follows:

(a) Applicants for REALTOR® 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® 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 mandatory Board orientation courses) within 90 days from the

association's receipt of their application, membership may, at the discretion of the Board of Directors, be terminated. (Rev 7/2004)

(b) Dues shall be computed from the date of application and shall be non-refundable 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. (Rev. 5/99)

(c) The Board of Directors may not terminate any provisional membership without providing the provisional member with advance notice, an opportunity to appear before the Board of Directors, to call witnesses on his behalf, to be represented by counsel, and to make such statements as he deems relevant. The Board of Directors may also have counsel present. The Board of Directors shall require written minutes be made of any hearing before it or may electronically or mechanically record the proceedings. (Rev. 5/99)

(d) If the Board of Directors determines that provisional membership should be terminated, it shall record its reasons with the Executive Officer or another individual approved by the Board of Directors. If the Board of Directors believes that termination of provisional membership may become the basis of litigation and a claim of damage by a provisional member, it may specify that termination shall become effective upon entry in a suit by the Board for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the termination violates no rights of the individual. (Rev. 10/05)

SECTION 4. NEW MEMBER CODE OF ETHICS ORIENTATION.

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

Failure to satisfy this requirement within 90 days of the date of application, will result in denial of the membership application or termination of provisional membership.

NOTE: Board Orientation courses must meet the learning objectives and minimum criteria established from time to time by the NATIONAL ASSOCIATION OF REALTORS®. (Rev. 7/2004)

SECTION 5. CONTINUING MEMBER CODE OF ETHICS TRAINING.

Effective January 1, 2001, through December 31, 2004, and for successive four year periods thereafter, each REALTOR® member of the association shall be required to complete quadrennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any four year cycle shall not be required to complete additional ethics training until a new four year cycle commences.

Failure to satisfy this requirement shall be considered a violation of a membership duty for which REALTOR® membership shall be suspended until such time as the training is completed. (Adopted 1/01)

Members suspended for failing to meet the requirement for the first four (4) year cycle (2001 – 2004) will have until December 31, 2005 to meet the requirement. Failure to meet the requirement by that time will result in automatic termination of membership.

Failure to meet the requirement for the second (2005 – 2008) cycle and subsequent four (4) year cycles will result in suspension of membership for the first two months (January and February) of the year following the end of any four (4) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of member who is still suspended as of that date will be automatically terminated. (Revised 7/05)

SECTION 6. STATUS CHANGES:

(a) A REALTOR® who changes the conditions under which he holds membership shall be required to provide written notification to the Board within 30 days. A REALTOR® (non-principal) who becomes a principal in the firm with which he has been licensed, or alternatively, becomes a principal in a new firm which will be comprised of REALTOR® principals, may be required to satisfy any previously unsatisfied membership requirements applicable to REALTOR® (principal) Members but shall, during the period of transition from one status of membership to another, be subject to all of the privileges and obligations of a REALTOR® (principal). If the REALTOR® (non-principal) does not satisfy the requirements established in these Bylaws for the category of membership to which they have transferred within 30 days of the date they advised the Board 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 their license from one firm comprised of REALTOR® principals to another firm 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 board is advised of the disaffiliation with the current firm, membership will terminate automatically unless otherwise so directed by the Board of Directors. (See Article VI, Section 12) (Rev. 7/2004)

(The Board of Directors, at its discretion, may waive any qualification which the applicant has already fulfilled in accordance with the Board's Bylaws.)

(b) Any application fee related to a change in membership status shall be reduced by an amount equal to any application fee previously paid by the applicant. (This does not apply to a REALTOR® member opening a new real estate office.) (Rev. 7/2004)

(c) Dues shall be prorated from the first day of the month in which the member is notified of election by the Board of Directors and shall be based on the new membership status for the remainder of the year. (Rev. 10/05)

ARTICLE VI - PRIVILEGES AND OBLIGATIONS

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

SECTION 2. Any Member of the Board may be reprimanded, fined, placed on probation, suspended, or expelled by the Board of Directors for a violation of these Bylaws and Board Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Board. Although members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Board, such members are encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct, which in the opinion of the Board of Directors, applied on a nondiscriminatory basis, reflects

adversely on the terms REALTOR[®] or REALTORS[®], and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Board, the State Association, and the NATIONAL ASSOCIATION OF REALTORS[®].

SECTION 3. Any REALTOR[®] Member of the Board may be disciplined by the Board of Directors for violation of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Board, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS[®] as set forth in the Code of Ethics and Arbitration Manual of the National Association.

SECTION 4. Resignations of members shall become effective when received in writing by the Board office, however, if any Member submitting the resignation is indebted to the Board for dues, fees, fines, or other assessments of the Board or any of its services, departments, divisions, or subsidiaries, the Board may condition the right of the resigning member to reapply for membership upon payment in full of all such monies owed. (Rev. 7/2004)

SECTION 5. If a Member resigns from the Board or otherwise causes membership to terminate with an ethics complaint pending, that Board of Directors may condition the right of the resigning Member to reapply for membership upon the applicant's certification that he/she will submit to the pending ethics proceeding and will abide by the decision of the hearing panel. (Rev. 10/2000)

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR[®]. (Rev. 10/2000)

SECTION 6. REALTOR[®] Members. REALTOR[®] Members, whether primary or secondary, in good standing whose financial obligations to the Board are paid in full shall be entitled to vote and to hold elective office in the Board; may use the terms REALTOR[®] and REALTORS[®], which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests, and welfare of the Board and the real estate profession.

(a) If a REALTOR[®] Member is a sole proprietor in a firm, a partner in a partnership, or an officer in a corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR[®] or REALTORS[®] in connection with its business during the period of suspension, or until readmission to REALTOR[®] Membership or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. 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 until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR[®] Member (non-principal) elects to sever his connection with the REALTOR[®] and affiliate with another REALTOR[®] Member in good standing in the Board, whichever may apply.

If a REALTOR[®] Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR[®] or REALTORS[®] by the firm, partnership, or corporation shall not be affected. (Rev. 7/2004)

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

SECTION 7. INSTITUTE AFFILIATE MEMBERS. Institute Affiliate Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors consistent with the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

NOTE: Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR®-ASSOCIATE, or the REALTOR® logo; to serve as President of the local association; or to be a Participant in the local association's Multiple Listing Service. (Amended 11/02)

SECTION 8. AFFILIATE MEMBERS. Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

SECTION 9. PUBLIC SERVICE MEMBERS. Public Service Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

SECTION 10. HONORARY MEMBERS. Honorary Membership shall confer only the right to attend meetings and participate in discussions.

SECTION 11. STUDENT MEMBERS. Student Members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.

SECTION 12. CERTIFICATION BY REALTOR®. "Designated" REALTOR® Members of the Board shall certify to the Board during the month of November on a form provided by the Board, a complete listing of all individuals licensed or certified in the REALTOR®'s office(s) and shall designate a primary 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 Board based on said non-member licensees, the Designated REALTOR® shall identify the Board to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Board of any additional individual(s) licensed or certified with the firm(s) within 10 days of the date of affiliation or severance of the individual. (Rev. 7/2004)

SECTION 13. HARASSMENT. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of a Board employee or Board Officer or Director after an investigation in accordance with the established procedures of the association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Board. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint names the President or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint. (Rev. 5/2009)

NOTE: Suggested procedures for processing complaints of harassment are available online at <http://www.REALTOR.org>, or from the Member Policy Department. (Rev. 5/2009)

ARTICLE VII - PROFESSIONAL STANDARDS AND ARBITRATION

SECTION 1. The responsibility of the Board and of Board Members relating to the enforcement of the Code of Ethics, the disciplining of Members, and the arbitration of disputes, and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of

the NATIONAL ASSOCIATION OF REALTORS[®], as amended from time to time, which is by this reference incorporated into these Bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

SECTION 2. It shall be the duty and responsibility of every REALTOR[®] Member of this Board to abide by the Constitution and Bylaws and the Rules and Regulations of the Board, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®], and to abide by the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®], including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Board as from time to time amended.

ARTICLE VIII - USE OF THE TERMS REALTOR[®] AND REALTORS[®]

SECTION 1. Use of the terms REALTOR[®] and REALTORS[®] by Members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®] and to the Rules and Regulations prescribed by its Board of Directors. The Board shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS[®], use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (Amended 06/2006)

SECTION 2. REALTOR[®] Members of the Board 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.

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

(a) In the case of a REALTOR[®] member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR[®] or REALTORS[®] shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR[®] membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR[®] membership, the term REALTOR[®] or REALTORS[®] may not be used in any reference to those additional places of business. (Amended 1/01)

SECTION 4. Institute Affiliate Members shall not use the terms REALTOR[®] or REALTORS[®], nor the imprint of the emblem seal of the NATIONAL ASSOCIATION OF REALTORS[®].

ARTICLE IX - STATE AND NATIONAL MEMBERSHIPS

SECTION 1. The Board shall be a Member of the NATIONAL ASSOCIATION OF REALTORS[®] and the New Hampshire Association of REALTORS[®]. By reason of the Board's membership, each REALTOR[®] Member of the member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS[®] and the New Hampshire Association of REALTORS[®] without further payment of dues. The Board shall continue as a Member of the State and National Associations,

unless by a majority vote of all its REALTOR[®] Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

SECTION 2. The Board recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS[®] in the terms REALTOR[®] and REALTORS[®]. The Board shall discontinue use of the terms in any form in its name, upon ceasing to be a Member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

SECTION 3. The Board adopts the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS[®] and agrees to enforce the Code among its REALTOR[®] Members. The Board and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the New Hampshire Association of REALTORS[®].

ARTICLE X - DUES AND ASSESSMENTS

SECTION 1. APPLICATION FEE. The Board of Directors may adopt an application fee for REALTOR[®] Membership in reasonable amount, not exceeding three times the amount of annual dues for REALTOR[®] Membership, which shall be required to accompany each application for REALTOR[®] membership and which shall become the property of the Board upon final approval of the application.
(Amended 11/02).

NOTE: If applicant for REALTOR[®] Membership withdraws his application for membership before taking the orientation exam, 50% of the application fee shall be refunded.

SECTION 2. DUES. The annual dues of Members shall be as follows:

(a) REALTOR[®] Members. The annual dues of each Designated REALTOR[®] Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors, times the number of real estate 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) who are not REALTOR[®] Members of any Board in the state or a state contiguous thereto or Institute Affiliate Members of the Board. In calculating the dues payable to the Board 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 DR 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 Board in writing of the identity of the Board to which dues have been remitted. In the case of a Designated REALTOR[®] Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licensees affiliated with the Designated REALTOR[®] as defined in (1) and (2) of this paragraph in the office where the Designated REALTOR[®] holds membership, and any other offices of the firm located within the jurisdiction of this board. (Amended 1/05)

(1) For the purpose of this Section, a REALTOR[®] Member of a Member Board shall be held to be any Member who has a place or places of business within the state or state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate 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) above) provided that such licensee is not otherwise included in

the computation of dues payable by the principal, partner, or corporate officer or branch office manager of the entity. (Rev. 7/2004)

A REALTOR[®] with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR[®] for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, 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[®]. (Adopted 7/2004)

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR[®] membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR[®] membership during the preceding calendar year. (Adopted 7/2004)

- (b) REALTOR[®] Members. The annual dues of REALTOR[®] Members other than the Designated REALTOR[®] shall be in such amount as established annually by the Board of Directors.
- (c) Institute Affiliate members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS[®]. (Amended 11/02)

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 (\$75.00). The National Association shall credit \$25.00 to the account of the local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$25.00 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$25.00 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. (Amended 11/02)

- (d) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors. (Rev. 7/2004)
- (e) Public Service members. The annual dues of each Public Service Member shall be in such amount as established annually by the Board of Directors. (Rev. 7/2004)
- (f) Honorary Members. Dues payable, if any, shall be in such amount as established annually by the Board of Directors. (Rev. 7/2004)
- (g) Student members. Dues payable, if any, shall be in such amount as established annually by the Board of Directors. (Rev. 7/2004)

SECTION 3. DUES PAYABLE. Dues for all members shall be payable annually in advance of the first day of December. Dues for new members shall be computed from the date of application and granting of provisional membership. (Rev. 10/05)

- (a) In the event a sales licensee or licensed or certified appraiser who holds REALTOR[®] membership is dropped for nonpayment of Board dues, and the individual remains with the designated REALTOR[®]'s firm the dues obligation of the "designated" REALTOR[®] (as set forth in Article X,

Section 2(a) will be increased to reflect the addition of a non-member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

SECTION 4. NONPAYMENT OF FINANCIAL OBLIGATIONS. If the dues, fees, fines or other assessments including amounts owed to the Board are not paid within one (1) month after the due date, the nonpaying member is subject to suspension at the discretion of the Board of Directors. Two (2) months after the due date, membership of the nonpaying Member may be terminated at the discretion of the Board of Directors. Three (3) months after the due date, membership of the nonpaying Member shall automatically terminate unless within that time the amount due is paid. A fine shall be levied on any Member who is one month or more delinquent on this REALTOR® dues payment. The fine shall be in such an amount as established by the Board of Directors, but not to exceed \$100 in any given year. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines, or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Board or any of its services, departments, divisions or subsidiaries may apply for reinstatement in a manner prescribed for new applicants for membership, after making payment in full of all accounts due as of the date of termination.

SECTION 5. DEPOSIT. All monies received by the Board for any purpose shall be deposited to the credit of the Board in a financial institution or institutions selected by resolution of the Board of Directors.

SECTION 6. EXPENDITURES. The Board of Directors shall administer the day to day finances of the board. In the event that an expenditure in excess of \$10,000 is proposed the Board of Directors must be given a thirty (30) day prior notice before action is taken. (Rev. 7/2004)

SECTION 7. NOTICE OF DUES, FEES, FINES, ASSESSMENTS AND OTHER FINANCIAL OBLIGATIONS OF MEMBERS. All dues, fees, fines, assessments, or other financial obligations to the Board shall be noticed to the delinquent Board Member in writing setting forth the amount owed and due date.

SECTION 8. The dues for REALTOR® Members who are REALTOR® Emeriti (as recognized by the National Association), past Presidents of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

NOTE: A Member Board's dues obligation to the National Association is reduced by an amount equal to the amount which the Board is assessed for a REALTOR® Member, times the number of REALTOR® Emeriti (as recognized by the National Association), Past Presidents of the National Association, and recipients of the Distinguished Service Award of the National Association who are REALTOR® Members of the Board. The dues obligation of such individuals to the local Board should be reduced to reflect the reduction in the Board's dues obligation to the National Association. The Board may, at its option, choose to have no dues requirement for such individuals except as may be required to meet the Board's obligation to the State Association with respect to such individuals. Member Boards should determine whether the dues payable by the Board to the State Association are reduced with respect to such individuals. It should be noted that this does not affect a "designated" REALTOR®'s dues obligation to the Board with respect to those licensees employed by or affiliated with the "designated" REALTOR® who are not Members of the local Board.

ARTICLE XI - OFFICERS & DIRECTORS

SECTION 1. Officers. The elected officers of the Board shall be: President, Vice President, a Secretary and a Treasurer. (Rev. 7/2004)

SECTION 2. DUTIES OF OFFICERS. The duties of the Officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to keep the records of the Board and to carry on all necessary correspondence with the NATIONAL ASSOCIATION OF REALTORS® and the New Hampshire Association of REALTORS® in the absence of the Executive Officer who performs these duties.

SECTION 3. BOARD OF DIRECTORS. The governing body of the Board shall be a Board of Directors consisting of the elected officers plus the immediate past president and fourteen (14) REALTOR® Members of the Board, plus a non-voting Affiliate member (appointed annually by the President). The Directors shall consist of the standing committee chairs (appointed by the committees and recommended to the President for approval. If the committee does not bring forth a candidate, the President will appoint a chairperson by August 1st), and the directors-at-large. The Directors-at-large shall be elected to serve for terms of two years, unless required to fill a one year vacancy. (Rev. 10/08)

In addition to the foregoing, recipients of the NAR Distinguished Service Award shall serve as lifetime ex-officio members of the Board of Directors with full voting rights and privileges.

SECTION 4. ELECTION OF OFFICERS AND DIRECTORS.

(a) A Nominating Committee shall be appointed by the President with the approval of the Board of Directors no later than March 31st. The Nominating Committee will be comprised of eight (8) members (the immediate past president who shall serve as chair, two (2) past GMNBR presidents, and five (5) REALTOR® members, none of whom has served as GMNBR president and no more than two of whom are members from the same firm) appointed by the President and Vice President (President-Elect) with the approval of the Board of Directors. In addition to the eight voting members of the committee, the incumbent Vice President (President-Elect) shall also serve as a non-voting member. No one on the Nominating Committee will be allowed to nominate themselves to serve on the Board of Directors. The Nominating Committee after having solicited nominations from the general membership shall propose a slate of officers and directors. The Nominating Committee shall select one or more nominees for Vice President, Treasurer and Secretary. The incumbent Vice President (President-Elect) shall assume the office of Presidency in the ensuing year. In addition the nominating committee will propose a slate for the at-large directors for two (2) years. The candidates receiving the most votes from the membership shall serve on the Board of Directors for a two year term. The remaining members of the Board of Directors will be the standing committee chairs or their liaison, appointed by the incumbent Vice President (President-Elect) by August 1st. The report of the Nominating committee shall be sent by mail, facsimile or electronic mail to each Member eligible to vote at least three (3) weeks preceding the election. Additional candidates for the offices to be filled may be placed in nomination by petition signed by at least fifty (50) REALTOR® Members eligible to vote. The petition shall be filed with the Executive Officer or another individual approved by the Board of Directors at least two (2) weeks before the election. The Executive Officer or other individual approved by the Board of Directors shall send notice of final slate to all Members eligible to vote at least one (1) week before the election. (Rev. 10/08)

(b) The election of Officers and Directors shall commence at the October membership meeting and remain open for one week (7 calendar days). Voting will be conducted by electronic means. Since it is desirable for the Board of Directors to have a new slate of Officers elected prior to the annual meeting of the NATIONAL ASSOCIATION OF REALTORS®, such election may take place prior to that event except that the term of office for such elected Officers shall not commence until January 1st of the following year. The new slate of Officers shall not have any authority to act on behalf of the Board until January 1st. Election shall be by ballot. The ballot shall contain the names of all candidates and the offices for which they are nominated. (Rev. 10/05)

(c) In the event of a tie vote for an officer or director, the Nominating Committee shall reconvene within thirty (30) days and vote to break the tie. Should the vote of the Nominating Committee result in a tie, the incumbent Vice President (President-Elect) shall vote to break the tie. (Rev. 10-08)

SECTION 5. VACANCIES. Vacancies among the Officers and the Board of Directors shall be filled by simple majority vote of the Board of Directors until the next annual election.

SECTION 6. REMOVAL OF OFFICERS AND DIRECTORS. In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

(a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

(b) Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the voting membership of the Board shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.

(c) The special meeting shall be noticed to all voting Members at least ten (10) days prior to the meeting, and shall be conducted by the President of the Board unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking Officer will conduct the meeting of the hearing by the Members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.

SECTION 7. STATE BOARD OF DIRECTORS. GMNBR Director representatives to the New Hampshire Association of REALTORS® shall be the immediate past President, the current President and Vice President, plus others elected from the GMNBR Board of Directors. (Rev. 7/2004)

SECTION 8. EXECUTIVE OFFICER. There shall be an Executive Officer, appointed by the Board of Directors, who shall be the chief administrative officer of the Board. The Executive Officer shall have the authority to supervise and evaluate other staff, if any, and shall perform such other duties as prescribed by the Board of Directors. No staff person shall be hired or terminated without the approval of the President and two (2) other officers of the Board of Directors. (Rev 10/05)

SECTION 9. CONFLICT OF INTEREST POLICY

(a) "Director or Officer" means a director or officer of the corporation.

(b) "Financial interest" means an interest in a transaction exceeding \$500 in value for any officer or director on an annual aggregate basis. An "indirect" financial interest arises where the transaction involves a person or entity of which a director or officer or a member of the immediate family of a director or officer is a proprietor, partner, employee, or officer.

(c) "Pecuniary benefit transaction" means a transaction with the corporation in which a director or officer of the corporation has a financial interest, direct or indirect. However, the following shall not be considered as pecuniary benefit transactions:

(1) Reasonable compensation for services of the executive director and expenses incurred in connection with official duties of a director or officer;

(2) A benefit provided to a director or officer or member of the immediate family thereof if:

(A) The benefits are provided or paid as part of programs, benefits, or payments to members of the general public; and

(B) The corporation has adopted written eligibility criteria for such benefit in accordance with its bylaws or applicable laws; and

(C) The director or family member meets all of the eligibility criteria for receiving such benefit.

(3) A continuing transaction entered into by the corporation, merely because a person with a financial interest therein subsequently becomes a director or officer of the corporation.

II. Directors and officers of the corporation shall serve on the board of directors of the corporation only for the charitable purposes of the organization. If such directors or officers are serving for any other expressed or intended reasons, they shall not serve on the board of directors.

III. A pecuniary benefit transaction shall be prohibited unless it is in the best interest of the corporation and unless all of the following conditions are met:

(a) The transaction is for goods or services purchased or benefits provided in the ordinary course of the business of the corporation, for the actual or reasonable value of the goods or services or for a discounted value, and the transaction is fair to the corporation;

(b) The transaction receives affirmative votes from at least a 2/3 majority of all the disinterested members of board of directors, which majority shall also equal or exceed any quorum requirement specified in the bylaws of the corporation;

(1) After full and fair disclosure of the material facts of the transaction to the governing board and after notice and full discussion of the transaction by the board;

(2) Without participation, voting, or presence of any director or officer with a financial interest in the transaction or who has had a pecuniary benefit transaction with the corporation in the same fiscal year, except as the board may require to answer questions regarding the transaction; and

(3) A record of the action on the matter is made and recorded in the minutes of the board;

(c) The corporation maintains a list disclosing each and every pecuniary benefit transaction, including the names of those to whom the benefit accrued and the amount of the benefit, and keeps such list available for inspection by members of the governing board and contributors to the corporations. The list shall also be reported to the director of charitable trusts each year as part of the corporation's annual report required under RSA 7:28;

(d) If the transaction, or the aggregate of transactions with the same director or officer within one fiscal year, is in the amount of \$5,000 or more, the corporation publishes notice thereof in a newspaper of general circulation in the community in which the corporation's principal New Hampshire office is located, (or if there is no such office, then in a newspaper of general circulation throughout the state), and gives written notice to the director of charitable trusts, before consummating the transaction. At a minimum, such notice shall state that it is given in compliance with this section and shall include the name of the corporation, the name of any director or officer receiving pecuniary benefit from the transaction, the nature of the transaction, and the specific dollar amount of the transaction.

IV. Every director or officer or member of the immediate family of such director or officer, who engages in a pecuniary benefit transaction with the corporation shall provide copies of all other financial documents at the request of the director of charitable trusts in accordance with RSA 7:24. All documents so provided may be disclosed to the public for inspection and copying, subject to applicable confidentiality laws.

V. The corporation shall not lend money or property to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be jointly and severally liable to the corporation for the amount of such loan until it is repaid.

VI. The corporation shall not sell, lease for a term of greater than 5 years, purchase, or convey any real estate or interest in real estate to or from an officer or director without the prior approval of the probate court after a finding that the sale or lease is fair to the corporation. However, this paragraph shall not apply to a bona fide gift of an interest in real estate to the corporation by a director or officer of the corporation.

VII. A pecuniary benefit transaction undertaken in violation of this section is voidable. The director of charitable trusts may investigate complaints regarding pecuniary benefit transactions and if, after an investigation pursuant to RSA 7:24, the director determine that a pecuniary benefit transaction is in

violation of this section, the director may institute appropriate proceedings under RSA 7:28-f to enforce these provisions.

VIII. Any member of the board of directors shall have standing to petition, pursuant to RSA 491:22, for a declaratory judgment that one or more pecuniary benefit transactions of the corporation are void.

IX. The provisions of this section shall not apply to transactions between the corporation and its incorporators, members, or other contributors who are not also directors or officers of the corporation, provided that such transactions are fair to the corporation. (Rev 1/99)

ARTICLE XII - MEETINGS

SECTION 1. ANNUAL MEETINGS. The annual meeting of the Board shall be held prior to December 31st of each year with the date, place, and time to be designated by the Board of Directors.

SECTION 2. MEETINGS OF DIRECTORS. The Board of Directors shall designate a regular time and place of meetings. Absence from three (3) consecutive regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation.

SECTION 3. OTHER MEETINGS. Meetings of the Members may be held at such other times as the President or a majority of the Board of Directors may determine, or upon the written request of at least 15% of the REALTOR[®] Members eligible to vote. Meetings of the Board of Directors may be held at the request of the President or a majority of the Board of Directors.

SECTION 4. NOTICE OF MEETINGS. Written notice shall be given to every Member entitled to participate in the meeting at least one week preceding all meetings. If a special meeting is called, it shall be accompanied by a statement of the purpose of the meeting.

SECTION 5. QUORUM. A quorum for the transaction of business by the membership shall consist of 5% of the REALTOR[®] Members eligible to vote. For the transaction of business by the Board of Directors or committees the quorum is a majority of the members of the committee or Board of Directors. (Rev. 10/05)

SECTION 6. ELECTRONIC TRANSACTION OF BUSINESS. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. (Rev. 10/05)

SECTION 7. ACTION WITHOUT MEETING. Unless specifically prohibited by the articles of incorporation, any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors. All the approvals evidencing the consent shall be delivered to the Executive Officer, or another individual approved by the Board of Directors, to be filed in the corporate records. The action taken shall be effective when all the directors have approved the consent unless the consent specifies a different effective date. (Rev. 10/05)

ARTICLE XIII - COMMITTEES

SECTION 1. STANDING COMMITTEES. 1. The President shall appoint from among the REALTOR[®] and Affiliate Members, subject to confirmation by the Board of Directors, the following standing committees: (Rev. 10/08)

Budget/Finance	Community Service
Education/Program	Legal (including the Professional
Membership/Orientation	Standards, Grievance &
Website/Technology	Mediation subcommittees)
RPAC/Public Policy	

SECTION 2. SPECIAL COMMITTEES. The President shall appoint, subject to confirmation by the Board of Directors, such special committees as deemed necessary.

SECTION 3. ORGANIZATION. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

SECTION 4. PRESIDENT. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings.

SECTION 5. ACTION WITHOUT MEETING. Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee. (Rev. 10/05)

SECTION 6. ATTENDANCE BY TELEPHONE. Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting. (Rev. 10/05)

ARTICLE XIV - FISCAL AND ELECTIVE YEAR

SECTION 1. The fiscal and elective year of the Board shall be the calendar year.

ARTICLE XV - RULES OF ORDER

SECTION 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - AMENDMENTS

SECTION 1. These Bylaws may be amended by a simple majority vote of the Members participating and qualified to vote, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the vote. The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by NAR policy. (Rev. 7/2004)

SECTION 2. Notice of voting for any amendments shall be given by any method provided in the latest edition of Robert's Rules of Order, mail, facsimile, or electronic means over the internet to every REALTOR[®] Member, eligible to vote, at least one (1) week prior to the vote. (Rev. 7/2004)

SECTION 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR[®] and Institute Affiliate Members, the use of the terms REALTOR[®] and REALTORS[®], or any alteration in the territorial jurisdiction of the Board shall become effective upon the approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS[®].

ARTICLE XVII - DISSOLUTION

SECTION 1. Upon the dissolution of this Board, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the New Hampshire Association of REALTORS[®], Inc. or within its discretion to any non-profit tax exempt organization.

ARTICLE XVIII - MULTIPLE LISTING

Article XVIII – Multiple Listing

(For a Multiple Listing Service Operated as a Separate Corporation)

Section 1. Authority. The Greater Manchester/Nashua Board of Realtors® maintains for the use of its members a multiple listing service of which they are a shareholder. Northern New Hampshire Real Estate Network (NNEREN) is a lawful corporation of the state of New Hampshire.

Section 2. Purpose. A multiple listing service 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 nonagency 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 a procuring cause of the sale (or lease).

Section 3. Governing Documents. The board of directors shall cause any multiple listing service established by it pursuant to this article to conform its Corporate Charter, Constitution, Bylaws, rules, regulations, and policies, practices, and procedures at all times to the *Constitution, Bylaws, rules, regulations, and policies* of the NATIONAL ASSOCIATION OF REALTORS®.

Section 4. Participation: Any REALTOR® of this or any other association 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 multiple listing 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 firm, regardless of membership status, entitled to multiple listing service "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 an association multiple listing service 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 an association multiple listing service where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm 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 MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the 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 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 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 an 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. (Adopted 11/08)

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 an 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. An 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 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. (Adopted 5/2009)

Section 5. Subscribers. Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

Bylaw Revisions: July 2004
October 2005
October 2008
May 2009