



BYLAWS OF THE HUNTSVILLE AREA ASSOCIATION OF REALTORS®

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Table of Contents

Mission Statement.....	4
Article I. Name.....	4
Article II. Objectives.....	4
Article III. Jurisdiction	4
Article IV. Membership	5
4.1 REALTOR® Members.....	5
4.2 Institute Affiliate Members	6
4.3 Affiliate Members.....	6
4.4 Privileges of REALTOR® Members	6
4.5 Obligation of REALTOR® Members.....	6
Article V. Professional Standards and Arbitration	7
5.1 Enforcement of the Code	7
5.2 Obligation of REALTOR® Members.....	7
5.3 Discipline of REALTOR® Members	7
5.4 New Member Code of Ethics Orientation	7
5.5 Continuing REALTOR® Code of Ethics Training	8
5.6 Continuing Fair Housing Training	8
Article VI. REALTOR® Trademark.....	9
6.1 Use of the term REALTOR® and REALTORS®	9
6.2 REALTOR® Members.....	9
6.3 Principal REALTOR® Members.....	9
6.4 Institute Affiliate Members.	10
Article VII. State and National Membership.....	10

7.1 Membership.....	10
7.2 Exclusivity.....	10
7.3 Adoption of Code of Ethics and Arbitration Manual and NAR and State Policies.....	10
Article VIII. Dues	10
8.1 Application Fee.....	10
8.2 Designated REALTOR® Members’ Dues.....	10
8.3 REALTOR® Members’ Dues.....	11
8.4 Institute Affiliate Members’ Dues	11
8.5 Affiliate Members’ Dues.....	11
Article IX – Governance and Authority.....	12
9.1 Officers	12
9.2 Executive Committee	13
9.3 Board of Directors.....	14
9.4 Nominations and Election of Officers and Directors.....	15
9.6 Removal of an Officer or Director.....	16
Article XI. Expenditures	17
Article XII. Meetings	18
12.1 Annual Meetings	18
12.2 Special Meetings of HAAR.....	18
12.3 Quorum and Voting at Meetings of HAAR	18
12.4 Meeting of the Board of Directors	19
12.5 Presiding Officer.....	19
Article XIII. Standing Committees.....	19
Article XIV. Wholly Owned Subsidiaries	20
Article XV. Chapters	20
Article XVI. General Provisions	20
16.1 Fiscal and Elective Year	20
16.2 Rules of Order	20
16.3 Financial Matters.....	20
16.4 Designation of Office.....	20
Article XVII. Amendments	20
17.1 Membership Vote	20

17.2 National Association of REALTORS® Amendments	21
Article XVIII. Indemnification and Insurance	21
18.1 Indemnification	21
18.2 Insurance.....	21
Article XIX. Dissolution	21

Mission Statement

To inform, influence, and empower a thriving real estate market by focusing on education, advocacy, and connections.

Article I. Name

1.1 The name of this organization shall be the Huntsville Area Association of REALTORS[®], Inc., hereinafter referred to as the “Association or HAAR.”

1.2 REALTOR[®] Trademark. 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.

Article II. Objectives

The objectives of the Association are:

2.1 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.

2.2 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[®].

2.3 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.

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

2.5 To unite those engaged in the real estate profession in this community with the ALABAMA 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.

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

2.7 To assure that the fees payable for the sale, lease, or management of property are not set by the Huntsville Area Association of Realtors, but in all cases are negotiable between the broker and its clients.

Article III. Jurisdiction

3.1 The territorial jurisdiction of the Association as a Member of the NATIONAL ASSOCIATION OF REALTORS[®] is Madison and Jackson Counties, Alabama.

3.2 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 Association agrees to protect and safeguard the property rights of the National Association in the terms.

Article IV. Membership

4.1 REALTOR® Members

REALTOR® Members, whether primary or secondary shall be:

- A. 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 Alabama 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.

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 association 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. Note: REALTOR® members may obtain membership in a secondary association in another state.

- B. 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.

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 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 firm must be a designated REALTOR® member of the association for licensees affiliated with the firm to select the association as their primary" association.

E. 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 (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 firm's principal(s) and must meet all other qualifications for REALTOR® membership.

4.2 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.

4.3 Affiliate Members

Affiliate Membership shall be available to individuals or firms who are engaged in a profession or business related to the real estate industry, but who are not engaged in the real estate profession as licensed real estate practitioners or appraisers. Affiliate Members shall support the objectives of the Association and shall be approved by the Board of Directors.

Affiliate Members shall have rights and privileges as determined by the Board of Directors, but they shall not have the right to use the term "REALTOR®" or the right to vote or hold elective office in the Association.

4.4 Privileges of REALTOR® Members

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.

4.5 Obligation of REALTOR® Members

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 the governing documents and policies of the Association, the State Association, and the 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.

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.

Article V. Professional Standards and Arbitration

5.1 Enforcement of the Code

The responsibility of the Association and of Association 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.

5.2 Obligation of REALTOR® Members

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 the governing documents and the policies of the Association, the Alabama Association of REALTORS®, and the NATIONAL ASSOCIATION OF REALTORS®, as well as 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.

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.

5.3 Discipline of REALTOR® Members

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

5.4 New Member Code of Ethics Orientation

Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less.

Failure to satisfy this requirement within 60 days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

5.5 Continuing REALTOR® Code of Ethics Training

Effective January 1, 2022, 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 (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 (3)-year cycle shall not be required to complete additional ethics training until a new three year (3)-year cycle commences. A member who maintains the Commitment to Excellence Endorsement from the National Association of REALTORS® shall be equivalent to the course hours for the Code of Ethics course and will be deemed in compliance.

Failure to satisfy the required periodic ethics training shall be considered a violation of membership duty. Failure to meet the requirement in any three year (3)-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 (3)-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.

5.6 Continuing Fair Housing Training

Effective January 1, 2025, through December 31, 2027, 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 Fair Housing training of not less than two (2) hours 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®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed Fair Housing training as a requirement of membership in another association shall not be required to complete additional Fair Housing training until a new three (3) year cycle commences. Failure to satisfy the required periodic Fair Housing training shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) 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 (3) 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. New Member Fair Housing Orientation Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete Fair Housing training of not less than two (2) hours 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®, the NATIONAL ASSOCIATION OF REALTORS®, or the Institutes, Societies, and Councils, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. Fair Housing training approved by a state licensing authority for an existing Fair Housing requirement to gain or maintain licensure shall also fulfill this requirement, provided it also meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, if REALTOR® membership has been continuous, or that any break in membership is for one (1) year or less. Failure to satisfy this requirement within sixty (60) days of the date of application (or, alternatively, the date that provisional membership was granted), will result in denial of the membership application or termination of provisional membership.

Article VI. REALTOR® Trademark

6.1 Use of the term REALTOR® and REALTORS®

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 amended from time to time.

Use of the terms REALTOR® and REALTORS® by members shall, always, be subject to the provisions of the *Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®* and to the Rules and Regulations prescribed by its Board of Directors. The association shall have the authority to control, jointly and in full cooperation with the NATIONAL ASSOCIATION OF REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual.

6.2 REALTOR® Members

REALTOR® members of the association 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.

6.3 Principal REALTOR® Members

A REALTOR® principal member may use the terms REALTOR® and REALTORS®, only if all the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are REALTOR® members or Institute Affiliate members.

A. Commercial Members

In the case of a REALTOR® principal member 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 holds REALTOR® membership. If a firm, partnership, or corporation operates in additional places of business in which no principal holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business as defined in Article IV

6.4 Institute Affiliate Members.

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 VII. State and National Membership

7.1 Membership

The association shall be a member of the NATIONAL ASSOCIATION OF REALTORS® and the Alabama Association of REALTORS®. By reason of the association's membership, each REALTOR® member of the Member Board shall be entitled to membership in the NATIONAL ASSOCIATION OF REALTORS® and the Alabama Association of REALTORS® without further payment of dues. The association 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 month in advance of the date designated for the termination of such membership.

7.2 Exclusivity

The association recognizes the exclusive property rights of the NATIONAL ASSOCIATION OF REALTORS® in the terms REALTOR® and REALTORS®. The association 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.

7.3 Adoption of Code of Ethics and Arbitration Manual and NAR and State Policies

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

Article VIII. Dues

8.1 Application Fee

The Board of Directors may adopt an application fee for REALTOR® membership in reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® membership, which shall be required to accompany each application for REALTOR® membership and which shall become the property of the association upon final approval of the application.

8.2 Designated REALTOR® Members' Dues

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) are not REALTOR® members of any association in the state or a state contiguous thereto or Institute Affiliate members of the association. In calculating the dues payable to the association by a designated REALTOR® member, non-member licensees as defined in (1) and (2) of this paragraph shall not be included in the computation of dues if the designated REALTOR® has paid dues based on said non-member licensees in another association in the state or a state contiguous thereto, provided the designated REALTOR® notifies the association in writing of the identity of the association to which dues have been remitted. In the case of a designated REALTOR® member in a firm, partnership, or

corporation whose business activity is substantially all commercial, any assessments for non- member licensees shall be limited to licensees affiliated with the designated REALTOR® (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 association.

A REALTOR® member of a Member Board shall be held to be any member who has a place or places of business within the state or a state contiguous thereto and who, as a principal 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 provided that such licensee is not otherwise included in the computation of dues payable by the principal 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 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, renting, managing, counseling, or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this section and shall not be included in calculating the annual dues of the designated REALTOR®. Designated REALTORS® shall notify the association within three (3) days of any change in the status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked if the individual engages 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 association who, during the same calendar year, applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee holds REALTOR or REALTOR-ASSOCIATE® membership during the preceding calendar year.

8.3 REALTOR® Members' Dues

The annual dues of REALTOR® members other than the designated REALTOR® shall be as established annually by the Board of Directors.

8.4 Institute Affiliate Members' Dues

The annual dues of each Institute Affiliate member shall be as established in Article II of the Bylaws of the NATIONAL ASSOCIATION OF REALTORS®.

8.5 Affiliate Members' Dues

The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors.

Article IX – Governance and Authority

HAAR is governed by a Board of Directors elected to represent the membership. HAAR is owned by its members, and the Board acts on their behalf to guide the direction and policies of the Association.

HAAR Officers and the Executive Committee operate under the authority of the Board. Any recommendations or actions proposed by the Officers or Executive Committee must be reviewed and approved by the Board of Directors before implementation.

The Board's primary responsibility is to always act in the best interest of the membership. Association staff, including the Association Executive, serve at the Board's discretion and may offer their professional expertise as needed.

The Board of Directors shall have the sole authority to adopt, amend, or repeal all organizational policies, unless otherwise specified in these Bylaws. No policy shall be effective without the Board's approval.

9.1 Officers

The Officers of HAAR shall consist of the HAAR President, the HAAR President-Elect, Treasurer, ValleyMLS President, and the Immediate Past President. The Officers are voting members of the HAAR Board of Directors. No Officer shall be permitted to hold more than one office at any one time.

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. Detailed duties of each Officer position shall be in the Policy Manual. In the absence of the President, the President-Elect shall preside.

A. HAAR President

- a. The person elected as President-Elect shall automatically ascend to the office of President for a one (1) year term thereafter commencing on January 1 after the election. Must be a Primary REALTOR® member of HAAR in "good standing" with both HAAR and ValleyMLS for the entirety of their term.
- b. The President shall be the chief elected Officer of the Association and shall preside over its meetings and those of the Board of Directors and shall perform all the duties of the President subject to declared policies and, as required, subject to confirmation of the Board of Directors.

B. HAAR President-Elect

- a. At the time of induction, the President-Elect must have served for one (1) full year out of the last three (3) years as an Officer OR four (4) full years out of the last six (6) years as a Director on the HAAR and/or ValleyMLS Board of Directors.
- b. The person elected as President-Elect shall serve as President-Elect for a term of one year commencing on January 1 after the election and shall automatically ascend to the office of President for a one-year term thereafter. They must be a Primary REALTOR® member of HAAR in "good standing" with both HAAR and ValleyMLS for the entirety of their term.
- c. The President-Elect shall perform such duties as are assigned by the President and shall preside in the absence of the President.

C. Treasurer

- a. At the time of induction, the Treasurer must have served for two (2) full years as a Director of the HAAR and/or ValleyMLS Board of Directors out of the last five (5) years and served for one (1) full year out of the last two (2) years as a member of the Finance Committee.
- b. The person elected as Treasurer shall serve in such office for a term of one (1) year commencing on January 1 after the election. They must be a Primary REALTOR® member with HAAR in “good standing” with both HAAR and ValleyMLS for the entirety of their term.
- c. The Treasurer shall be the custodian of the funds of the Association and is responsible for reviewing the financial statements of HAAR and ValleyMLS to ensure the financial health of the organizations. The Treasurer shall provide the Board of Directors with a Treasurer’s report at every regular Board of Directors meeting as well as quarterly financial reports. The Treasurer is also responsible for providing the annual budget for membership approval at the annual membership meeting.
- d. Effective January 1, 2027, henceforth, the term of Treasurer shall be one year. Until that time, the existing Treasurer shall continue to serve the remaining portion of the term appointed. The treasurer must be a Primary REALTOR member with HAAR in "good standing" with both HAAR and ValleyMLS for the entirety of their term.

D. ValleyMLS President

At the time of induction, the ValleyMLS President must have served four (4) full years out of the last six (6) years as a Director on the HAAR and/or ValleyMLS Board of Directors. They must have served on a ValleyMLS committee or workgroup for one (1) full year out of the last five (5) years. The ValleyMLS President shall serve as an ex officio member of the HAAR Executive Team and Board of Directors. They shall provide valuable insights and information about ValleyMLS.

E. Immediate Past President

The Immediate Past President shall serve on the HAAR Executive Committee and serve in an advisory and supportive capacity, ensuring leadership continuity and offering institutional knowledge.

9.2 Executive Committee

In 2026, the Executive Committee shall be comprised of the elected and appointed Officers: HAAR President, HAAR President-Elect, HAAR Vice-President, Treasurer, ValleyMLS Chair, and ValleyMLS Co-Chair.

The Association Executive is an ex officio, non-voting member of the Executive Committee and Board of Directors.

Effective 2027 and thereafter, the Executive Committee shall be comprised of the elected Officers: HAAR President, HAAR President-Elect, HAAR Immediate Past President, Treasurer, ValleyMLS President, and the Association Executive. The Officers are voting members of the Executive Committee. The Association Executive is an ex officio, non-voting member of the Executive Committee and Board of Directors.

The Executive Committee shall have such authority as the HAAR Board of Directors may, from time to time, grant it, consistent with these Bylaws and the Policies. The President shall serve as the Chair of the Executive Committee.

9.3 Board of Directors.

The Association shall be governed by its Board of Directors. Officers and Directors shall take office upon the effective date of their offices and shall continue until their successors are qualified and elected.

The duties of a Director shall be such as the title, by general usage, would indicate. Detailed duties of the Director position shall be in the Policy Manual. All elected and appointed Officers and Directors must have completed a course in Leadership Training and Development prior to induction.

The Board of Directors shall consist of the following:

- A. Officers - Voting
- B. Elected at-large HAAR Directors – Voting
 1. At the time of induction, each at-large Director candidate must have served on a HAAR or ValleyMLS committee or workgroup one (1) out of the past five (5) years.
 2. They must be a Primary REALTOR® member of HAAR in “good standing” with both HAAR and ValleyMLS for the entirety of their term.
 3. Twelve (12) At-Large Directors will be elected from the HAAR Membership. For the 2026 election cycle; two (2) Directors will be elected for a two (2) year term to begin in 2027.
 4. Starting in the 2027 election cycle and each year thereafter, six (6) Director positions will be up for election each year. Each Director’s term will be for a period of two (2) years. This structure ensures staggered terms, promotion continuity and experience on the Board.
 5. Directors may serve no more than three (3) consecutive terms and are not eligible to serve again (elected or appointed) for at least two (2) calendar years after that Director has left office.
- C. Affiliate Director – Voting
One (1) At-Large Director shall be appointed by the incoming President, for their term, with approval by the Board of Directors, from the Affiliate members of HAAR for a one (1) year term.

Association Chapter Director(s) - Voting

Annually, each Chapter that has merged their Association with HAAR will appoint an ex-officio Director to serve a one (1) year term, commencing on January 1 after appointment.

D. Huntsville/Madison Co. Builders Association Director – Non-Voting

There shall be one (1) reciprocal Director between the Huntsville Area Association of REALTORS® and the Huntsville/Madison County Builder’s Association with each organization selecting such Director.

E. Association Executive of HAAR – Non-Voting

The Association Executive shall serve on the HAAR Board of Directors as an ex-officio, non-voting member.

9.4 Nominations and Election of Officers and Directors

Nominating Committee

A. The Nominating Committee shall be composed of the following seven (7) members:

- Three (3) Past Presidents of HAAR
- Two (2) Brokers: one representing a large firm and one representing a medium firm
- Two (2) At-Large Members elected by the general Membership prior to June 15

Any eligible Past President or Broker interested in serving must submit their name to the HAAR President by **June 15**.

The HAAR Board of Directors shall review and approve the Past Presidents and Brokers selected to serve on the committee. The full committee will be announced no later than **June 30**.

The Committee shall convene and select its own Chair from among its members.

B. Any candidates seeking office are not eligible to serve on the Nominating Committee. Additionally, if a Nominating and Election Committee member has any conflict of interest with any of the potential candidates, they must immediately disclose this and recuse themselves from any interview or discussion with that candidate.

C. Nominations

All eligible candidates will be interviewed by the Nominating Committee to determine one (1) or more qualified candidates. If there are no eligible candidates, the President shall appoint, with approval of the Board of Directors, a person to fill the open position for the term.

D. Nominating Committee Report and Notice

The report of the Nominating Committee shall be electronically submitted to each Member eligible to vote at least fifteen (15) business days preceding the election. Nominations shall close at 5:00 PM five (5) business days prior to the submission of the report.

E. Petition

- a. Additional qualified REALTOR® candidates for HAAR at-large Directors may be placed in nominations by petition signed by at least ten percent (10%) of the REALTOR® members.
- b. No more than thirty percent (30%) of required signatories may be members of the same company.

The petition shall be filed with the designated staff member and Nominating Committee

Chair at least fourteen (14) days before the election, with no less than one (1) week written notification to the membership before the election.

F. Board Neutrality.

The Board of Directors, as acting in their official capacity, shall take no action or position in support of or against any Officer or Director candidate or slate of candidates for election.

G. Elections

There will be separate elections for Officers and Directors, rather than a combined ballot, to allow a greater number of candidates the opportunity to serve, as individuals not elected to an Officer position may still be considered for a Director seat. The procedure and timeline for the elections of Officers and Directors shall be followed as outlined in the Policy Manual.

9.5 Vacancies

A. At-Large Director Vacancy

The vacancy shall first be offered to the candidate who received the next highest number of votes in the most recent election for the same category of director, provided they remain eligible and willing to serve.

- a. If no such candidate is available, the President shall appoint, with approval of the Board of Directors, a person to fill the open position for the unexpired portion of the term. Appointments to fill a vacancy shall be for the unexpired portion of the term.

B. Officer Vacancy

- a. In the case of a vacancy of the HAAR President, the HAAR President-Elect becomes the acting President and will fulfill the unexpired term and then ascend to the role of President for the term for which they were elected. Should the President-Elect become acting President, the office of President-Elect will remain vacant for the duration of the acting Presidency.
- b. In the case of a vacancy in the President-Elect or Treasurer position, the President shall appoint, with approval of the Board of Directors, a person to fill the open position for the unexpired portion of the term.
- c. In the case of a vacancy in the ValleyMLS President position, the position shall be filled by a majority vote of the ValleyMLS Board of Directors.

9.6 Removal of an Officer or Director.

Any Officer or Director found to be in violation of their duty to HAAR will be called before the Executive Committee. They will be given a warning or the procedure for removal of an Officer or Director shall be initiated if deemed necessary.

Violations include but are not limited to:

- Breach of confidentiality
- Acting against the best interests of HAAR or ValleyMLS
- Violation of fiduciary duties
- Inappropriate behavior at meetings and/or events
- Harassment or abusive treatment of HAAR and ValleyMLS staff and/or volunteers

The expectation is that the first warning by the Executive Committee will inspire corrective action on the part of the offending Officer or Director.

In the event an Officer or Director receives a second violation or is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, they may be removed from office under the following procedure:

A petition requesting the removal of an Officer/Director, signed by not less than one-fourth ($\frac{1}{4}$) of the voting membership or a majority of all Directors, shall be filed with the President. If the President is the subject of the petition, it shall be filed with the next-ranking Officer. The petition shall specifically set forth the reasons for the disqualification of further service.

Upon receipt of the petition, the Executive Committee shall appoint, with approval by the Board of Directors, a committee of five (5) HAAR Past Presidents willing to serve as a Hearing Panel. Their duty shall be to study the charges as set forth in the petition to determine the validity of such charges. The person who is the subject of the petition shall have the right to be heard by the Hearing Panel. Upon hearing the charges, the Hearing Panel may do one (1) of the following:

- A. Dismiss the charges that the Hearing Panel deems to be unjustifiable.
- B. Recommend disciplinary action for the person who is the subject of the petition.
- C. Recommend removal from office for the person who is the subject of the petition.

Within thirty (30) days' notice to the President or ranking Officer that the panel is ready to present their findings, a special meeting of the Board of Directors shall be held where the sole business of the meeting shall be to consider the panel findings against the Officer/Director who is the subject of the petition and to render decision on such petition.

The special meeting shall be conducted by the President of the Board unless the President's continued service in the office is being considered at the meeting. In such a case, the next ranking Officer will conduct the meeting. Provided a quorum is present, a two-thirds ($\frac{2}{3}$) majority vote of the Directors present shall be required for disciplinary action or removal from office.

The decision of the Board of Directors shall be final.

Article XI. Expenditures

A three-fourths ($\frac{3}{4}$) majority vote of the Board of Directors shall be required to increase or reallocate any budget item.

- A. All budget items and all budget amendments exceeding twenty-five thousand and no/100 dollars (\$25,000) total shall be presented by the Finance Committee for approval by the Board of Directors.
- B. Voting privileges in respect to expenditures are extended to the Membership of HAAR with respect to the following:
 - a. Annual budget approval – following approval from the Finance Committee and Board of Directors

- b. Non-budgeted expenses more than fifty thousand and no/100 dollars (\$50,000)
- c. Non-Budgeted Multi-Year Contracts with a cumulative total at or exceeding seventy-five thousand and no/100 dollars (\$75,000)
- d. Notice of Meeting: All members shall be provided with copies of the agenda and all pertinent materials related to items scheduled for a vote no later than seven (7) days prior to the meeting. These materials are intended to ensure members have sufficient time to review and consider the matters up for decision.

Article XII. Meetings

12.1 Annual Meetings

The annual meeting of the Association shall be held during October of each year. The date, place, and hour shall be designated by the President. The HAAR financials, budget and any proposed bylaw changes are to be presented at this meeting for approval by the members. A majority vote by the members in attendance is required for the passage of motions. All members shall be provided with copies of the agenda and all pertinent materials related to items scheduled for a vote no later than seven (7) days prior to the meeting. These materials are intended to ensure members have sufficient time to review and consider the matters up for decision.

Non-members may attend such meetings as observers. They shall have no right to speak to or address the assemblage regarding matters under consideration unless and except when they are specifically granted such permission by the presiding Officer, nor shall they have voting privileges.

12.2 Special Meetings of HAAR

Special meetings of the members may be called from time to time by the Chair, a majority of the Board of Directors, or by ten percent (10%) of the members. Written notice stating the day, place, and hour of the meeting, the purpose or purposes for which the meeting is called, shall be delivered to all the members not less than seven (7) days prior to said meeting. On the vote of three fourths ($\frac{3}{4}$) of the Board of Directors that time is critical, a special meeting of the membership may be called on twenty-four (24) hour notice, if such notice is made by phone, text or a HAAR computer message.

Non-members may attend such meetings as observers. They shall have no right to speak to or address the assemblage regarding matters under consideration unless and except when they are specifically granted such permission by the presiding Officer, nor shall they have voting privileges.

12.3 Quorum and Voting at Meetings of HAAR

A quorum for the transaction of business at a general or special membership meeting will be the REALTOR® Members present at regular or special meetings.

12.4 Meeting of the Board of Directors

The President, in consultation with the Executive Committee, shall determine the place, dates, and times of all regular and special meetings of the Board of Directors and ensure proper notice is given. A majority of the Officers and Directors shall constitute a quorum. A majority vote by the Officers and Directors present at a meeting attended by a quorum shall be required for the passage of motions.

If time is of the essence, the Board of Directors may meet at any time it deems advisable on the call of the Chair or a majority of the Board of Directors. A majority of the Officers and Directors shall constitute a quorum. A majority vote by the Officers and Directors present at a meeting attended by a quorum shall be required for passage of motions.

The board of directors requires in-person attendance at all regular and special-called meetings. Virtual participation shall not be permitted except in emergency situations as approved by the Chair or unless the member is traveling more than 50 miles from the meeting location. (8/25)

12.5 Presiding Officer

At all meetings, the President shall serve as the Chair. In the absence of the Chair, the President-Elect shall perform all the duties of the Chair. If both the Chair and the President-Elect are absent, the Treasurer shall perform all the duties of the Chair. The Chair only votes in the event of a tie.

Article XIII. Standing Committees

The President shall appoint from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following Standing Committees:

- ARPAC Committee
- Bylaws & Policy Committee
- Diversity Committee
- Education Committee
- Elections Committee
- Finance & Budget Committee
- Governmental Affairs
- Grievance Committee
- Investment Policy Committee
- Leadership Orientation & Development
- Nominating Committee
- Past Presidents Advisory Council
- Professional Standards Committee
- REALTORS® in Action
- REALTOR® EXPO Committee

The responsibilities of any HAAR standing committees are outlined in the Policy Manual. Ad-hoc committees, work groups and advisory groups may be appointed on an as needed basis. They will be formed by the President with approval of the Board of Directors.

Article XIV. Wholly Owned Subsidiaries

HAAR shall have wholly owned subsidiary corporations for the purpose of maintaining a Multiple Listing Service for the use of its Members, ValleyMLS.com, Inc. and 535 Monroe Street LLC, which owns the physical building at 535 Monroe Street.

Article XV. Chapters

A chapter is a sub-group of the Huntsville Area Association of REALTORS® that designates a geographic area that was previously under the National Association of REALTORS® jurisdiction of another local association but has merged with HAAR. Chapters exist only upon the approval of the Huntsville Area Association of REALTORS® Board of Directors and must adhere to the rules established by the Board of Directors.

Article XVI. General Provisions

16.1 Fiscal and Elective Year

Both the fiscal and elective years of the Association shall be the calendar year.

16.2 Rules of Order

Robert's Rules of Order Newly Revised (latest edition) shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws or the governing policies of the Association.

16.3 Financial Matters

The Board of Directors shall administer the finances of the Association. All finances and property of the Association shall be in the charge of the Board of Directors who shall designate a depository for the Association funds and may make such investments as are deemed advisable.

16.4 Designation of Office

The official headquarters of HAAR and ValleyMLS is located at 535 Monroe Street, Huntsville, AL 35801

16.5 Conflicts with Policies

In the event of any conflict between these bylaws and any policies, procedures, or guidelines adopted by the organization, these bylaws shall govern.

Article XVII. Amendments

17.1 Membership Vote

These Bylaws may be amended by a majority vote of the REALTOR® Members present and entitled to vote at any meeting. Once approved by the membership, any bylaw amendments go into effect immediately or as designated in the amendment.

This process also applies to any Policy items whereby membership approval is specifically denoted and required.

All members shall be provided with copies of the agenda and all pertinent materials related to items scheduled for a vote no later than seven (7) days prior to the meeting. These materials are intended to ensure members have sufficient time to review and consider the matters up for decision.

17.2 National Association of REALTORS® Amendments

Contrary provisions hereof notwithstanding, amendments to these Bylaws affecting the admission or qualification of REALTOR® Members and Institute Affiliate Members, use of the terms REALTOR® and REALTORS®, any alteration in the territorial jurisdiction of the Association or other mandatory Bylaws amendments shall become effective upon their approval as authorized by the Board of Directors of the NATIONAL ASSOCIATION OF REALTORS®.

Article XVIII. Indemnification and Insurance

18.1 Indemnification

The Association shall indemnify any member, director, officer or employee, or former member, director, officer or employee, of the Association against expenses actually and reasonably incurred in connection with the defense of an action, suit or proceeding, civil or criminal, in which the member, director, officer or employee is made a party by reason of being or having been a member, director, officer or employee of the Association, except in relation to matters as to which the member, director, officer or employee is determined in the action, suit or proceeding to be liable for negligence or misconduct in the performance of their duty.

18.2 Insurance

The Association may purchase and maintain insurance on behalf of any eligible person who is or was a member, director, officer or employee of the Association against any liability asserted against and incurred by the member, director, officer or employee in any capacity arising out of the member's, director's, officer's or employee's status as such whether or not the Association would have the power to indemnify the member, director, officer or employee against liability, except in relation to matters as to which the member, director, officer or employee is determined in the action, suit or proceeding to be liable for negligence or misconduct in the performance of their duty.

Article XIX. Dissolution

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