



## Bylaws

### River counties association of REALTORS®

Adopted: May 22, 2014 by RCMLS Participants

(Approved August 9, 2018 by NAR)

#### **Article 1: Name**

The name of this organization shall be the River Counties Multiple Listing Service, Inc., of the River Counties Association of REALTORS®, Inc., hereinafter referred to as the Service, all the shares of stock of which are solely and wholly-owned by the River Counties Association of REALTORS®. **M**

#### **Article 2: Purposes**

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 non-agency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the sale (or lease). (Amended 11/04) **M**

#### **Article 3: Service Area**

The area within which the Service shall function shall at all times be coextensive with or within the territorial jurisdiction of the River Counties MLS. **M**

#### **Article 4: Participation Defined**

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. The REALTOR® principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the participant shall have all rights, benefits, and privileges of the service, and shall accept all obligations to the service for the participant's firm, partnership, or corporation, and for compliance with the bylaws and rules and regulations of the service by all person affiliated with the participant who utilizes the service. (Amended 11/08)

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 11/08) **M**

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. Additionally, the foregoing does not prohibit association multiple listing services, at their discretion, from categorizing non-principal brokers, sales, licensees, license and certified appraisers and others affiliated with the MLS members or participants as users or subscribers and, holding such individuals personally subject to the rules and regulations and any other governing provisions of the MLS and to discipline for violations thereof. MLSs may, as a matter of local determination, limit participatory rights to individual principal brokers, or to their firms, and to licensed or certified appraisers, who maintain an office or Internet presence from which they are available to represent real estate sellers, buyers, lessors or lessees or from which they provide appraisal services. (Amended 5/02)

Where the terms subscriber or user are used in connection with a multiple listing service owned or operated by an association of REALTORS®, they refer to non-principal brokers, sales licensees, and licensed and certified real estate appraisers affiliated with an MLS participant and may, as a matter of local option, also include a participant's affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers provided that any such individual is under the direct supervision of an MLS participant or the participant's licensed designee. If such access is available to unlicensed or uncertified individuals, their access is subject to the rules and regulations, the payment of applicable fees and charges (if any), and the limitation and restrictions of state law. None of the foregoing shall diminish the participant's ultimate responsibility for ensuring compliance with the rules and regulations of the MLS by all individuals affiliated with the participant. (Adopted 4/92)

Under the Board of Choice policy, MLS participatory rights shall be available to any REALTOR® (principal) or any firm comprised of REALTORS® (principals) irrespective of where they hold primary membership subject only to their agreement to abide by any MLS rules or regulations; agreement to arbitrate disputes with other participants; and payment of any MLS dues, fees, and charges. Participatory rights granted under Board of Choice do not confer voting privileges or eligibility for office as an MLS committee member, officer, or director, except as granted at the discretion of the local board and/or MLS. (Amended 5/97)

The universal access to services component of Board of Choice is to be interpreted as requiring that MLS participatory rights be available to REALTOR® principals, or to firms comprised of REALTOR® principals, irrespective of where primary or secondary membership is held. This does not preclude an MLS from assessing REALTORS® not holding primary or secondary membership locally fees, dues, or charges that exceed those or, alternatively, that are less than those charged participants holding such memberships locally or additional fees to offset actual expenses incurred in providing MLS services such as courier charges, long distance phone charges, etc., or for charging any participant specific fees for optional additional services. (Amended 11/96)

None of the foregoing shall be construed as requiring an association to grant MLS participatory rights, under Board of Choice, where such rights have been previously terminated by action of that association's board of directors. (Adopted 6/29/10)

Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who has access to and use MLS-generated information shall complete an MLS training program of no more than three (3) classroom hours devoted to the MLS rules and regulations and computer training related to MLS information entry and retrieval within thirty (30) days after access has been provided. Electronic key pads will not be issued until training program has been completed.

#### **4.1- Application for Participation:**

Application for participation shall be made in such manner and form as may be prescribed by the Board of Directors of the Service and made available to any REALTOR® principal of this or any other Board requesting it. The application form shall contain signed statement agreeing to abide by these bylaws and any other applicable rules and regulations of the Service as from time to time amended or adopted. (Amended 2/94) **M**

#### **4.2- Discontinuance of Service:**

Participants of the Service may discontinue the Service by giving the Service 30 days' written notice and may reapply to the Service after 6 months by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid. **M**

#### **4.3- Subscribers:**

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee. (Adopted 4/92) **M**

#### **Article 5: Service Charges**

The charges made for Participation in the Service shall be as determined, and as amended from time to time by the Board of Directors of the Service, and specified in the rules and regulations of the Service. **R**

#### **Article 6: Government of the Service**

The government of the Service shall be vested in a Board of Directors comprised of the elected Officers and Directors nominated and elected as described in this Article. **M**

**6.1 Officers of the Service:** The Officers of the Service, who shall also be Directors, shall be a President, a Vice President, and a Secretary and a Treasurer and Immediate Past President, and shall have such duties as described in this Article. (Amended 10/12)

**6.2 Board of Directors:** There shall be a total of 10 elected Directors, including the President, Vice President, Secretary and a Treasurer of the Service, to be elected among the Participants of the Service, except that not more than 2 Directors may be elected from among REALTORS® other than Participants or from REALTOR®-Associate's who are affiliated with Participants and serve with consent of the Participants as representatives of the Participants with whom they are affiliated. **Directors must have served on a committee with consistent attendance having no more than 3 absences.** In addition to the elected Directors, the current President of the River Counties Association of REALTORS® or a person appointed by the President, and the Immediate Past President of the Service shall serve as Directors, ex-officio, with full voting privileges. **M** There should not be any more than 1 Director from any one firm at the same time. In the event a Director leaves one firm and affiliates with another firm who has 1 Director on the Board, the transferring Director will be obligated to resign his/her position if the other affiliated Director declines to resign his/her position as Director.

**6.3 Nomination and Election of Officers and Directors:** The Officers and Directors of the Service shall be nominated by a vote of the Participants in the Service in accordance with the provisions of Article 7, Meetings, of these bylaws and as set forth below.

**1. Nominating Committee:** The President of the Service shall appoint a Nominating Committee each year which Committee shall be comprised of five (5) Participants of the Service. The appointment of the Nominating Committee shall be made by such a date as to enable the Committee to meet and select a proposed slate of Officers and Directors of the Service not more than 60 days nor less than 45 days prior to the date of the meeting of the Participants of the Service which nominees shall be selected by vote of the Participants. The proposed slate of Officers and Directors shall be reported to the President and Secretary of the Service.

**2. Notice of Proposed Nominees:** The President shall cause a list of the proposed nominees selected by the Nominating Committee to be forwarded to the Participants of the Service, setting forth the time, place, and other pertinent conditions of the meeting to select the final list of nominees by vote of the Participants of the Service. The notice to the Participants of the Service concerning the meeting to select nominees for Officers and Directors shall be mailed on a date at least 21 days to the proposed meeting.

**3. Rights of Participants to Select Additional Nominees:** The names of additional proposed nominees may be added to the list selected by the Nominating Committee by a petition submitted to the Secretary of the Service by 20% of the Participants of the Service, with said petition received not less than 14 days prior to the date of the meeting of the Participants to select nominees for Officers and Directors. The names contained in such petition, if duly received and certified, shall be presented in writing to the Participants at the meeting to select nominees as additional nominees for consideration for such office as specified in the petition. In addition, nominations may be made from the floor at the duly noticed meeting of the Participants to select nominees for Officers and Directors and, if seconded, shall be added to the list of proposed nominees.

**4. Voting by Written Secret Ballot:** Voting for selection of nominees, if other than on a motion to cast a unanimous vote for the original proposed slate shall be by secret ballot, and said ballot, shall contain blank spaces for writing in additional names proposed by petition or from the floor at the meeting to select nominees.

**5. Vote to Select Nominees:** Voting shall be in accordance with provisions of Article 7 of these bylaws.

**6. Nominees Submitted to Shareholder for Election:** When nominees for Officers and Directors of the Service for the forthcoming fiscal year have been selected by vote of the Participants of the Service, such nominees shall be submitted to the Board of Directors of the River Counties Association of REALTORS® (shareholder) for election. Upon election by the Board of Directors of the River Counties Association of REALTORS® (shareholder), the individuals so elected shall be considered Officers-Elect and Directors-Elect and shall assume their respective offices on January 1.

The term of office for Officers and Directors of the Service shall be on a calendar year basis. In the event one (1) or more nominee(s) is/are not elected by the Board of Directors of the River Counties Association of REALTORS®(shareholder), and upon notice of such failure of election, the President of Service shall select a proposed Participant or Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the River Counties Association of REALTORS®(shareholder) to be considered for election to fill the vacancy or vacancies existing.

#### **6.4 Term of Office:**

The Officers shall serve for a one-year term. The elected directors shall serve for a staggered three-year terms with one-third of the terms expiring each year. Officers and Directors shall take office upon the effective date of their offices and shall continue until their successors are elected, qualified and installed. No Officer or Director shall be nominated and elected to the same office for more than two consecutive terms. **M**

#### **6.5 Duties of Officers and Directors:**

The duties of the Officers and Directors follow.



1. The President shall be the chief executive officer of the Service and shall preside at 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.
2. The Vice President shall, in the absence of the President, perform all of the duties of the President.
3. The Secretary shall, in cooperation with the Chief Executive Officer, shall keep accurate record of all receipts and disbursements, and shall have charge of the corporate seal and affix the name to all documents properly requiring such seal.
4. The Treasurer shall, in cooperation with the Chief Executive Officer, be the custodian of the funds of the Service and, in cooperation with the Chief Executive Officer, provide to all members of the Board of Directors a monthly statement of all accounts and financial affairs for the Service.
5. The Board of Directors of the Service shall be the governing body of the Service and shall have control of all the affairs of the Service and shall authorize all expenditures of funds. The Board of Directors shall, prior to the end of each fiscal year, prepare a budget reflecting projected costs and expenses of the Service for the next fiscal year, indicating projected income from all sources. The budget shall be submitted to the Participants of the Service for approval on a date not less than 60 days prior to the first day of the next fiscal year. The Board of Directors shall not incur an obligation in excess of \$500 over the total budget without the authorization by vote of a two-thirds majority of REALTOR® Participants of the Service present and voting unless such excess is the result of an increase in the volume of listings processed by the Service over that projected in preparing the annual budget. The Board of Directors shall employ such executive, legal, and office personnel it deems necessary to care for and maintain the properties of the Service and otherwise conduct the administrative business of the Service. The Board of Directors shall have the right to make an audit of all books and accounts at anytime without notice. The Board of Directors shall have the power from time-to-time to adopt such rules and regulations that they deem appropriate subject to final approval of the Board of Directors of the River Counties Association of REALTORS®(Shareholder), except as otherwise provided in these bylaws and rules and regulations, the action of the Board of Directors shall be final. **M**

#### **6.6 Removal of Officers and Directors:**

In the event that an Officer or Director of the Multiple Listing Service 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. (Adopted 11/96)

1. A petition requiring the removal of an Officer or Director and signed by not less than one-third of the Participants or a majority of all Directors of the MLS shall be filed with the President of the MLS, 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. (Adopted 11/96)
2. 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 Participants of the MLS 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. (Adopted 11/96)

3. The special meeting shall be noticed to all Participants at least ten (10) days prior to the meeting, and shall be conducted by the President of the MLS 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 or the hearing by the Participants. Provided a quorum is present, a three-fourths vote of Participants present and voting shall be required for removal from office. (Adopted 11/96)
4. Any vote taken by the Participants to remove an Officer or Director must ultimately be confirmed by a majority vote of the Directors of the shareholder(s). Notwithstanding the foregoing, the shareholder(s) may remove an Officer or Director by a majority vote of the Directors of the shareholder(s). (Adopted 11/96) **R**

### **6.7 Resignation of Officers and Directors:**

Any Officer or Director of the Service may resign at any time by delivering written notification to the Board of Directors or the President; Such resignation shall take effect at the time specified therein, if any, or if no time is specified therein, then upon delivery of such notice; and, unless otherwise provided, the acceptance of such resignation shall not be necessary to make it effective. All Officers and Directors will be allowed a total of three (3) absences during any calendar year. Any absence exceeding those allowed will be construed as a resignation and subject to review and final approval by the Board of Directors. The Board of Directors, at their discretion, may dismiss an excused absence for emergency or extenuation circumstances. The President, upon approval of the Board of Directors, may fill the vacancy by appointment until the next general election. A Director may be deemed absent and have no voting privileges if not present thirty (30) minutes after the scheduled meeting time. (Amended 04/10)

## **Article 7: Annual Meeting**

The annual meeting of Participants of the Service shall be held during the month of October at the time and place specified by the Board of Directors. **M**

### **7.1 Special Meetings of the Service:**

Special meetings of Participants of the Service may be called from time to time by the President, the Board of Directors, or by 10% of the Participants of the Service. 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 REALTORS® who are Participants in the Service either by mail, fax, or e-mail not less than 10 days prior to said meeting nor more than two months before the meeting date. **M**

### **7.2 Quorum and Voting at Meetings of the Service:**

For the transaction of business, 25% of the Participants with membership of the Service shall be considered a quorum. A majority vote by such Participants present and voting at a meeting attended by a quorum shall be required for passage of motions. **M**

Voting to take place in person at a meeting, or when deemed necessary and with proper prior notification, electronically through a third party voting process to ensure that no manipulation of data occurs. (Amended 6/08)

### **7.2.1 Proxies:**

A member firm may appoint a proxy to vote or otherwise act for such a member firm by signing an appointment form, either personally or by a duly authorized attorney-in-fact. Such proxy shall be effective when received by the Secretary of the corporation or other officer or agent authorized to tabulate votes. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the appointment form. An appointment of a proxy is revocable by the member firm unless an irrevocable proxy has been given as permitted by law.

### **7.2.2 Action Without a Meeting:**

Any action required may be taken without a meeting. If all Directors consent to taking such action without a meeting, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each director in one (1) or more counterparts, indicating each signing director's vote or abstention on the action, and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

### **7.3 Meeting of the Board of Directors:**

The Board of Directors may meet at any time it deems advisable on the call of the President or any five (5) Members of the Board of Directors. Five (5) Directors shall constitute a quorum. A majority vote by the Directors present and voting at a meeting attended by a quorum shall be required for passage of motions. **M**

### **7.4 Presiding Officer:**

At all meetings of the Participants of the Service, or of the Board of Directors, the President or, in the absence of the President, the Vice President shall serve as presiding officer. In the absence of the President and Vice President, the President shall name a temporary Chairperson or, upon the President's failure to do so, the Board of Directors of the Service shall appoint a temporary Chairperson. **M**

## **Article 8: Committees**

The President, with the approval of the Board of Directors, shall create such standing or ad hoc Committees as the President deems desirable and shall appoint their members. Each Committee shall consist of not less than 3 Participants in the Service, but may also include REALTORS® or REALTOR-Associates®, employed by or affiliated as independent contractors with a REALTOR® Participant serving as representatives of said REALTOR Participants and with their consent, and who may serve either as a Chairperson or Member of a Committee. **M**



## Article 9: Fiscal Year

The fiscal year of the Service shall commence on January 1 and shall end on December 31. **M**

## Article 10: Amendments

**A-Amendments to Bylaws:** Amendments to these bylaws shall be by the Participants of the Service, and shall be determined at an Annual Meeting or Special Meeting of the Service in accordance with the provisions of Article 7 concerning Meetings of the Service. Amendments to the bylaws of the Service approved by the Participants shall further be subject to approval of the Board of Directors of the River Counties Association of REALTORS® (shareholder).

When amendments to the bylaws of the Service have been approved by the Board of Directors of the River Counties Association of REALTORS® (shareholder), said amendments shall be effective immediately or as stated in the amending resolution.

If the proposed amendments to the Bylaws of the Multiple Listing Service fail approval of the Board of Directors of the shareholder, the Board of Directors of the Multiple Listing Service shall be informed, and advised that the proposed amendment or amendments to the bylaws be further considered and resubmitted to the shareholder as approved by the Participants of the Multiple Listing Service. **M**

**10.1 Amendments to Rules and Regulations:** Amendments to the rules and regulations of the Service shall be by consideration and approval of the Board of Directors of the Multiple Listing Service in accordance with the provisions of Article 7, Section 7.5, concerning Meetings of the Board of Directors, subject to final approval by the Board of Directors of the River Counties Association of REALTORS® (shareholder).

When approved by the Board of Directors of the River Counties Association of REALTORS® (shareholder) as described, the amendments to the rules and regulations of the Multiple Listing Service shall be effective immediately or as stated in the amending resolution.

If the proposed amendments of the Multiple Listing Service rules and regulations fail approval by the Board of Directors of the shareholder, the Board of Directors of the Multiple Listing Service shall be informed, and advised that the proposed amendment or amendments must be further considered and resubmitted as approved by the Board of Directors of the Multiple Listing Service to the Board of Directors of River Counties Association REALTORS® (shareholder). **M**

## Article 11: Dissolution

In the event this Service shall at any time terminate its activities, the Board of Directors of the Service shall consider and adopt a plan of liquidation and dissolution with the approval of the Participants thereof and of the Board of Directors of the River Counties Association of REALTORS® (shareholder). Said plan shall provide for the collection of all assets, the payment of all liabilities, and that the remaining portions thereof be assigned to the parent corporation, namely, River Counties Association of REALTORS®. **M**