

BYLAWS OF THE MULTILIST SERVICE OF SPRINGFIELD REALTORS[®], INC.

APPROVED BY NAR AUGUST 2020
LAST UPDATED MAY 2021

ARTICLE 1 – NAME

The name of this organization shall be the MultiList Service of Springfield REALTORS[®], Inc., hereinafter referred to as the Service, all the shares of stock of which are solely and wholly owned by the Greater Springfield Board of REALTORS[®], Inc.

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 nonagency capacities defined by law); by which cooperation among REALTOR[®] members is enhanced; by which information is accumulated and disseminated to enable authorized REALTOR[®] members to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which authorized REALTOR[®] members engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information among the REALTOR[®] members so that they 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). (May 2021)

ARTICLE 3 – SERVICE AREA

The service area of the MLS shall be determined by the MLS Board of Directors.

Note: MLSs are encouraged to establish service areas that encompass natural markets and to periodically reexamine such boundaries. An MLS is not precluded from establishing and maintaining an MLS service area that exceeds the parent association(s) jurisdiction. (May 2021)

ARTICLE 4 – PARTICIPATION DEFINED

Participation Defined: Any REALTOR[®] Member of this, or any other Board, who is a principal, partner, corporate officer, or branch office manager acting on behalf of the principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to payment of required dues and fees and agreement to abide by these Bylaws and the Rules and Regulations of the Service.

Any applicant and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who desires access to MLS-generated information shall complete an orientation program of no more than eight (8) classroom and/or online training hours devoted to the MLS Rules and Regulations and computer training related to the MLS information entry and retrieval within sixty (60) days after access has been provided.

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, a Board 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 a Board 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 shall be termed the Participant in the Service and 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 persons affiliated with the Participant who utilize the Service.

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.

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. (May 2021)

Note 1: The requirements of (1) no record of recent or pending bankruptcy; (2) no record of official sanctions involving unprofessional conduct; and (3) completion of a course of instruction on the MLS rules and regulations and computer training related to MLS information entry and retrieval may be deleted from this section at the option of each association. In states where law requires non-association members be admitted to the MLS of an association of Realtors®, any limitations or restrictions imposed on participation or membership shall be no more stringent than permissible under the National Association’s membership qualification criteria. However, in states where non-association member access to the MLS is not a requirement of state law, associations may, at their discretion, establish additional qualifications for non-association member participation and membership in the MLS.

Note 2: An association may also choose to have the membership committee consider the following in determining a nonmember applicant’s qualifications for MLS participation or membership:

- all final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years.
- pending ethics complaints (or hearings)
- unsatisfied discipline pending
- pending arbitration requests (or hearings)
- unpaid arbitration awards or unpaid financial obligations to this or any other association or association MLS (May 2021)

Section 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 a 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.

Section 4.2 Discontinuance of Service. Participants may discontinue the Service by giving the Service fifteen (15) days written notice prior to the first (1st) day of the month discontinuance is to be effective. Participants may reapply to the Service after thirty (30) days by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid.

Section 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 a MLS Participant or the Participant’s licensed designee. Unlicensed administrative and clerical staff shall not have voting or petition signatory rights. (May 2021)

Section 4.4 If a Participant sells or transfers the Participant’s office to another broker or appraiser, the subsequent owner of said office shall be eligible for participation in the Service upon complying with Article 4. (May 2021)

Section 4.5 A Participant in good standing may, upon written notification, be placed on inactive status for an indefinite period of time without further obligation to pay fees that are required herein, provided (1) such Participant forthwith becomes inactive in and does not engage in any phase of the real estate profession (as defined by law) or (2) becomes licensed with a Participant at time of closing their office and maintains license continuously with a Participant. Such inactive status may be reactivated and reinstated upon application as provided in this Article without payment of an additional initial membership fee. (May 2021)

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.

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. (May 2021)

Section 6.1 **Officers of the Service.** The Officers of the Service, who shall also be Directors, shall be a President, First Vice President (designated as President-elect), Second Vice President, Secretary/Treasurer, and shall have such duties as described in this Article.

Section 6.2 **Board of Directors.** There shall be a total of ten (10) elected Directors, including the President, First Vice President, Second Vice President, and Secretary/Treasurer, to be elected from the Participants/Subscribers of the Service. In addition to the elected Directors, the current President of the Greater Springfield Board of REALTORS®, Inc. and the immediate Past President of the Service shall serve as Directors, ex-officio, with full voting privileges, comprising the MLS Board of Directors a total of twelve (12) directors. (May 2021)

Section 6.3 **Nominations and Election of Officers.** The Officers and Directors of the Service shall be nominated by a vote of the Participants/Subscribers in the Service in accordance with the provisions of Article 7, Meetings, of these Bylaws and as set forth following: (May 2021)

Nominating Committee.

The President of the Service, with the approval of the Board of Directors of the Service, shall appoint a Nominating Committee each year. The Committee shall be comprised of seven (7) Participants/Subscribers of the Service. The Committee shall give notice inviting written suggestions for candidates following the notice. The Nominating Committee shall select one candidate for each office to be filled on the Board of Directors. The report of the Nominating Committee shall be forwarded to each Participant/Subscriber eligible to vote by August 10. Additional candidates may be placed in nomination by petition (available at MLS office) signed by at least ten percent (10%) of the Participants/Subscribers eligible to vote, stating the position the candidate is seeking. The petition must be filed with the Chief Executive Officer/Association Executive by August 30. Notice of any additional nominations shall be forwarded to the Participants/Subscribers at least ten (10) calendar days before the election. If there are no nominations by petition the officer in charge of the annual meeting in September shall cast a unanimous ballot for the slate as selected by the Nominating Committee and declare the slate elected. (May 2021)

Nominated by Petition.

If one or more additional candidates are nominated by petition, the notice of such candidates shall state the date of election, which shall be held at the Board office prior to the annual meeting between the hours of 9:00 a.m. and 3:00 p.m., under the supervision of the Chief Executive Officer/Association Executive. Absentee ballots will be allowed on forms provided by the Chief Executive Officer/Association Executive, which must be returned to the Board office by 5:00 p.m. of the day prior to the election.

Proxy votes are not permitted.

Participants/Subscribers will be entitled to the number of votes for director offices, as there are offices to be filled. The offices will be filled in succession by the candidates receiving the highest number of votes. If there are offices open for unexpired terms, those offices will be filled by the next highest number of votes after the full terms are determined. (May 2021)

Vote to Select Nominees.

Voting shall be in accordance with provisions of Article 7 of these Bylaws, or where permitted by State law, electronically.

(a) Where permitted by State law and in accordance with applicable State requirements, election of officers may be conducted by electronic means. The method and procedures are to be established by the Board of Directors.

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/Subscribers of the Service, such nominees shall be submitted to the Board of Directors of the Greater Springfield Board of REALTORS[®], Inc. (shareholder) for election. Upon election by the Board of Directors of the Greater Springfield Board of REALTORS[®], Inc. (shareholder), the individuals so elected shall be considered Officers-Elect and Directors-Elect and shall assume their respective offices on January 1, of their elected year. (May 2021)

Section 6.4

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

In the event that nominees are not duly and timely provided by the Service to the Board of Directors of the Greater Springfield Board of REALTORS[®], Inc., as provided in these Bylaws, then the Board of Directors of the Greater Springfield Board of REALTORS[®], Inc. shall exercise rights as sole and exclusive shareholder to elect a Participant/Subscriber of the Service to fill any existing vacancy or vacancies as Officers or Directors of the Service. (May 2021)

Terms of Office.

The Officers shall serve for a one-year term. The elected Directors of the Service shall serve for staggered two-year terms with one-half 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 (2) consecutive terms.

Any vacancies of Officers or Directors during their elected term shall be filled until the next annual election by the Board of Directors of the Service and approved by the Board of Directors of the Greater Springfield Board of REALTORS[®], Inc. (May 2021)

Duties of Officers and Directors of the Service

- President** The President of the Service shall preside at its meetings and those of the Board of Directors of the Service, and shall perform all the duties of the President of the Service subject to declared policies and, as required, subject to confirmation of the Board of Directors of the Service. (May 2021)
- 1st Vice-President** The First Vice President shall, in the absence of the President, perform all of the duties of the President.
- 2nd Vice-President** The Second Vice President shall, in the absence of both the President and 1st vice President, perform all of the duties of the President.
- Secretary/Treasurer** The Secretary/Treasurer shall be the custodian of the funds of the Service and shall keep an accurate record of all receipts and disbursements. The Secretary/Treasurer shall provide to all members of the Board of Directors of the Service a quarterly statement of all accounts and financial affairs of the Service. (May 2021)
- Directors** 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 Greater Springfield Board of REALTORS® (shareholder) 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 of the Service shall have the right to make an audit of all books and accounts at any time without notice. The Board of Directors of the Service shall have the power from time to time to adopt such Rules and Regulations that they may deem appropriate subject to final approval of the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder). Except as otherwise provided in these Bylaws and Rules and Regulations, the action of the Board of Directors of the Service shall be final. (May 2021)

Section 6.6

Removal of Officers and Directors. In the event that an Officer or Director of the 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.

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 Service shall be filed with the President of the Service, 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.

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 Service 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.

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 Service 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/Subscribers present and voting shall be required for removal from office.

Any vote taken by the Participants to remove an Officer or Director must ultimately be confirmed by a majority vote of the Greater Springfield Board of REALTORS® (shareholders) Board of Directors. Notwithstanding the foregoing, the Greater Springfield Board of REALTORS® (shareholders) Board of Directors may remove an Officer or Director by a majority vote of Greater Springfield Board of REALTORS® (shareholders) Board of Directors. (May 2021)

ARTICLE 7 – MEETINGS

Annual Meeting. The annual meeting of the Participants/Subscribers of the Service shall be held during the month of September at the date, time, and place specified by the Greater Springfield Board of REALTORS®, Inc. (shareholder) Board of Directors. (May 2021)

Section 7.1 **Special Meetings of the Service.** Special meetings of Participants/Subscribers of the Service may be called from time to time by the President, the Board of Directors, or by twenty percent (20%) of the participants of the Service. Written notice stating the day, place and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered to all REALTORS® who are participants in the Service not less than ten (10) calendar days prior to said meeting. (May 2021)

Section 7.2 **Quorum and Voting at Meetings of the Service.** A quorum for the transaction of business shall consist of those Participants/Subscribers present. A majority vote by the Participants/Subscribers present either in affirmative or negative shall be decisive. (May 2021)

Section 7.3 **Meetings of the Board of Directors.** The Board of Directors of the Services may meet at any time it deems advisable on the call of the President or a majority of the Board of Directors. A majority of the Board members at a regular or called meeting shall constitute a quorum for the transaction of business and a majority vote of those present shall be decisive except as may otherwise be provided herein. (May 2021)

Absence from three (3) regular meetings by a member of the Board of Directors shall be construed as resignation.

Section 7.4

Presiding Officer. At all meetings of the Participants/Subscribers of the Service, or of the Board of Directors, the President or, in the absence of the President, the First Vice President shall serve as presiding officer. In the absence of the President and First Vice President, the next officer in line who is present shall serve as presiding officer. Should no other officers be present, 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. (May 2021)

Action without meeting.

If a committee is prepared to take action on an item or issue, they may do so without a meeting. For that to take place, a notice of the action must be forwarded to all committee members. An electronic vote will then be taken and recorded. Once a majority of the committees' quorum has been received, the action will be recorded and notice sent to all members of the action taken. (May 2021)

Attendance.

Members of a committee may participate in any meeting through the use of a conference telephone or similar electronic means of which all persons participating in the meeting can hear each other. Such participation shall be at the direction of the President, and shall constitute presence at the meeting. (May 2021)

ARTICLE 8 – COMMITTEES

The President of the Service, with the approval of the Board of Directors of the Service, shall create such standing or ad hoc Committees, PAGs, or Task Forces, as the President of the Service deems desirable and shall appoint their members. Each committee shall consist of not less than three (3) Participants/Subscribers in the Service, but may also include REALTORS® 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. (May 2021)

Section 1. PRESIDENTIAL ADVISORY GROUPS(PAGS), and TASK FORCES. A Presidential Advisory Group (PAG) or Task Force shall be a special group appointed by the President, without need of confirmation by the Board of Directors, to address one, or a limited number of, specific topic(s). The PAG/Task Force shall report directly to advise the President, who may forward any recommendations from the PAG/Task Force by way of motion(s) to the Executive Committee.

*For PAGs, the term of the group will run concurrent with the appointing President. (Jan2021)

**A task force is assigned a specific task and continues work until such time the work is completed and reported or until such time that the Board of Directors sunsets the group. (Jan2021)

***A committee work group is a group of members appointed by a committee Chair to do in-depth analysis on a specific issue(s) that is well-defined and within the purview and within the purview of the committee. Membership is confined to members who serve on the committee to which the work group reports. A work group disbands when its task is completed or at the end of the committee year, whichever comes first. (Jan2021)

Section 2. ORGANIZATION. All committees shall be of such size and shall have duties, functions and powers as assigned by the President or the Board of Directors except as otherwise provided in these Bylaws. (May 2021)

Section 3. PRESIDENT. The President shall be an ex-officio member of all committees and shall be notified of their meetings. (May 2021)

Section 4. 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. (May 2021)

Section 5. ATTENDANCE BY ELECTRONIC MEANS. Members of a committee may participate in any meeting through the use of electronic means by which all persons participating in the meeting can hear each other. Such participation shall constitute presence at the meeting. (May 2021)

ARTICLE 9 – FISCAL YEAR

The Fiscal Year of the Service shall commence on January 1st, and shall end on December 31st.

ARTICLE 10 – AMENDMENTS

Amendments to these Bylaws shall be by the Participants/Subscribers 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/Subscribers shall further be subject to approval of the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder). (May 2021)

When amendments to the Bylaws of the Service have been approved by the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder), said amendments shall be effective immediately or as stated in the amending resolution.

If the proposed amendments to the Bylaws of the MultiList Service fail approval of the Board of Directors of the shareholder, the Board of Directors of the Service shall be informed, and advised that

the proposed amendment or amendments to Bylaws be further considered and resubmitted to the shareholder as approved by the Participants/Subscribers of the Service. (May 2021)

Section 10.1 Amendments to the Rules and Regulations of the Service shall be by consideration and approval of the Board of Directors of the MultiList Service in accordance with the provisions of Article 7, concerning meetings of the Board of Directors, subject to final approval by the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder).

When approved by the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder) as described, the amendments to the Rules and Regulations of the Service shall be effective immediately or as stated in the amending resolution.

If the proposed amendment(s) to the Service Rules and Regulations fail approval by the Board of Directors of the shareholder, the Board of Directors of the 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 MultiList Service to the Board of Directors of the Greater Springfield Board of REALTORS®, Inc. (shareholder).

ARTICLE 11 – INDEMNIFICATION

The Greater Springfield Board of REALTORS®, Inc. and MultiList Service of Springfield REALTORS®, Inc., shall indemnify any and all persons who may serve or have served at any time as officers, directors, committee, PAG, or task force members or employees, and amounts paid in settlement (before and after suit is commenced) actually and necessarily incurred by such person in connection with the defense or settlement of any claim, action, suit or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been an officer, director, committee member or employee of this corporation, except in relation to matters as to which any such officer, director, committee member, or employee, or former officer, director, committee member, or employee shall be adjudged in any action, suit or proceeding to be liable for their own negligence or misconduct in the performance of their duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw agreement or otherwise. (May 2021)

ARTICLE 12 – 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 Greater Springfield Board of REALTORS®, Inc. (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 Greater Springfield Board of REALTORS®, Inc.

ARTICLE 13 – REPEALING CLAUSE

REPEALING CLAUSE. All previous Bylaws heretofore adopted by this corporation are hereby repealed.