

**TRI-LAKES MULTIPLE LISTING  
SERVICE**

**BYLAWS**

## **ARTICLE 1 – NAME**

The name of this organization shall be Tri-Lakes MLS, Inc., hereafter referred to as the Service, all the shares of stock of which are solely and wholly owned by Tri-Lakes Board of REALTORS<sup>®</sup>, Inc.

## **ARTICLE 2 – PURPOSE**

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

## **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 Tri-Lakes Board of REALTORS<sup>®</sup>, Inc.

## **ARTICLE 4 – PARTICIPATION DEFINED**

Any REALTOR<sup>®</sup> of this or any other Board who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in 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 the Tri-Lakes 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 the Tri-Lakes Multiple Listing Service where access to such information is prohibited by law. The REALTOR<sup>®</sup> 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 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.

#### **ARTICLE 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<sup>®</sup> principal of this or any other Association 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.

## **ARTICLE 4.2 – DISCONTINUANCE OF SERVICE**

Participants of the Service may discontinue the Service by giving the Service written notice at least fifteen (15) days prior to the first (1<sup>st</sup>) day of the month discontinuance is to be effective, and may reapply to the Service by making formal application in the manner prescribed for new applicants for participation, provided all past dues and fees are fully paid.

## **ARTICLE 4.3 - SUBSCRIBERS**

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

## **ARTICLE 5 – SERVICE CHARGES**

The charges made for Participation in the Service shall be 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 the Board of Directors, comprised of the elected Officers and Directors nominated and elected as described in Article XI of the Bylaws of the Tri-Lakes Board of REALTORS<sup>®</sup>, Inc. and the Chairperson of the MLS Committee serves as the Vice-President of the Service.

### **ARTICLE 6.1 – OFFICERS OF THE SERVICE**

The officers of the Service shall be a President, President-Elect, Vice President, Secretary/Treasurer, and shall have such duties as described in this Article. The Secretary and Treasurer may be the same person. The Vice President and the Chairperson of the MLS Committee are one of the same. They shall be elected for terms of one year.

The Vice President of the Service shall also serve a two-year term as Director for the Southern Missouri Regional MLS to run concurrent with their year as Vice President of the Service and concluding at the end of the following year.

### **ARTICLE 6.2 – BOARD OF DIRECTORS**

The Board of Directors of the Service shall have control of all of the affairs of the Service and shall authorize all expenditures of funds. Capitol expenditures in excess of five percent (5%) of the annual budget, per fiscal year, may not be made unless authorized by fifty-one percent (51%) of the Participants present and voting at a duly noticed meeting. 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 account at any time without notice. The Board of Directors shall have the power from time to time to adopt such Rules and Regulations that they may deem appropriate. The governing body of the Tri-Lakes MLS shall consist of nine (9) Directors and five (5) Officers. The nine Directors shall be elected to serve for a period of three (3) years. No person who has been elected to the office of Director shall be eligible to succeed himself to that office. The qualifications for being nominated to hold the position of Director shall be that said nominees must have served as a committee member for at least one (1) year.

### **ARTICLE 6.3 – NOMINATIONS AND ELECTION OF OFFICERS AND DIRECTORS**

At least two (2) months before the annual election, an election committee of seven (7) REALTOR members shall be appointed by the President-Elect with the approval of the Board of Directors (BOD). Said committee shall be comprised of the current President-Elect, one (1) member from the BOD, and five (5) members from the general membership. By agreeing to serve on the Election Committee the members agree to eliminate themselves from the nominating pool. Two (2) months before the annual election the President-Elect will notify the membership by email and posting on TLBOR website the positions which are open and qualifications required for each position, and ask for volunteers/nominations to be submitted to the election committee. The positions to be filled include, but are not limited to, are as follows: Secretary/Treasurer, One (1) candidate for each place to be filled on the BOD and the State Director(s) position. No nomination of a member for officer if a member from the same firm is already serving as an officer. No nomination of a member for BOD from the same firm if two members from the firm are already serving as directors. The notice (considered, “The Nomination Period”) asking for volunteers/nominations will expire once 30 days have elapsed. The Election Committee will verify that the volunteers/nominations meet the qualifications for the position they are seeking. The President-Elect serves as Chair of the Nominating Committee. The current President shall be an Ex Officio member of the Nominating Committee.

(1) At no time shall one (1) firm have a majority of members on the Board of Directors. For purposes of eliminating a majority, a special election shall be held, within 21 days of occurrence of such majority, with all the Directors, from the majority firm, being placed on the ballot. The President and the President-Elect shall be exempt from the election.

(2) Platform of candidates. Each candidate will be given an opportunity to send a statement to the voting members via email no earlier than 10 days before the election and no later than 5 days before the election. Only one statement will be allowed by each candidate. The candidates will also be allowed to speak for 3 minutes at the annual election prior to start of voting.

(3) The election of Officers and Directors shall take place at the annual meeting. Election shall be by ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the offices for which they are nominated.

(4) The President, with the approval of the Board of Directors, shall appoint an election committee of three (3) Participants to conduct the election. In case of a tie vote, the issue shall be determined by lot.

Vacancies among the Officers and the Board of Directors shall be filled by the Board of Directors until the next annual election, subject to a confirmation of the general membership at the next possible general membership meeting.

#### **ARTICLE 6.4 – TERMS OF OFFICE**

The term of the President shall begin January 1 following the annual meeting. The terms of office of the President-Elect, Vice-President, and Secretary/Treasurer shall run concurrently with that of the President. The President-Elect shall succeed to the office of the president of the Multiple Listing Service.

#### **ARTICLE 6.5 – DUTIES OF OFFICERS AND DIRECTORS**

The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. It shall be the particular duty of the Secretary to keep the records of the Board and to carry on all necessary correspondence with the National Association of REALTORS® AND Missouri Association of REALTORS®.

All past Presidents of the TLMLS residing in the jurisdiction of the MLS, who are members in good standing, will hereafter be known as Honorary Directors. The duties of these Honorary Directors shall be to act only in an advisory capacity, and the President or the Board of Directors may call upon any one or more of said Honorary Directors for assistance or advice whenever the President or Board of Directors deem necessary. Any Honorary Director may be called upon by the President or Board of Directors to sit in on any of the meetings of the Board of Directors.

#### **ARTICLE 6.6 – REMOVAL OF OFFICERS AND DIRECTORS**

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

(1) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting Participants or a majority of all Directors shall be filed with

the President, or if the President is the subject of the petition, with the next ranking officer, and shall specifically set for the reasons the individual is deemed disqualified from further service.

(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 voting Participants of the MLS shall be held, and the sole business of the meeting shall be to consider the charge against the Officer and Director and to render a decision on such petition.

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

(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).

## **ARTICLE 7 – ANNUAL MEETINGS**

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

### **ARTICLE 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 twenty percent (20%) 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<sup>®</sup> who are Participants in the Service not less than seven (7) days prior to said meeting.

### **ARTICLE 7.2 – QUORUM AND VOTING AT MEETINGS OF THE SERVICE**

Thirty percent (30%) of the Participants of the Service must be present, or represented by a written proxy. A majority vote by such Participants present, or represented voting at a meeting attended by a quorum shall be required for passage of motions. A Participant may appoint a proxy to his/her behalf for any called special meetings where that vote is needed.

### **ARTICLE 7.3 - MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall designate a regular time and place of meetings. Any director or officer who is absent from three (3) regular meetings of the Board of Directors within a calendar year except when absent for Board Directed, MAR Directed or NAR Directed Business shall be deemed to have resigned from the Board of Directors and the vacancy shall be filled as herein provided for original appointments. No absentee votes will be allowed. At the President's discretion, participation in a regular meeting via conference call may be permitted; however, such participation does not constitute an official attendance.

### **ARTICLE 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 President-Elect shall serve as presiding officer. In the absence of the President and President-Elect, the President shall name a temporary Chairman, or upon the President's failure to do so, the Board of Directors of the Service shall appoint a temporary Chairman.

### **ARTICLE 8 – COMMITTEES**

The President, with the approval of the Board of Directors, may create Ad Hoc Committees as the President deems desirable and shall appoint their Members. Each Committee shall consist of a majority of Participants 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 written consent, and who may serve either as a Chairperson or Member of a Committee.

**STANDING COMMITTEES.** MLS Vice President serves as Chairperson. The Chairperson shall appoint committee members with approval of the President.

**MLS Committee** Absence from three (3) committee meetings within a calendar year shall be construed as resignation there from.

**PRESIDENT.** The President shall be an ex-officio member of the Tri-Lakes Multiple Listing Committee and shall be notified of all meetings.

**ASSOCIATION EXECUTIVE.** The Association Executive shall be an ex-officio member of the Tri-Lakes Multiple Listing Service Committee and shall be notified of all meetings.

### **ARTICLE 9 – FISCAL YEAR**

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

## **ARTICLE 10 – 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 VII 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 Tri-lakes Board of REALTORS<sup>®</sup>, Inc. (shareholder).

When amendments to the Bylaws of the Service have been approved by the Board of Directors of the Tri-Lakes Board of REALTORS<sup>®</sup>, Inc. (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 of amendments to Bylaws be further considered and resubmitted to the shareholder as approved by the Participants of the Multiple Listing Service.

### **ARTICLE 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 VII, Section D, concerning Meetings of the Board of Directors.

When approved by the Board of Directors of the Tri-Lakes Board of REALTORS<sup>®</sup>, Inc. (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 the Tri-Lakes Board of REALTORS<sup>®</sup> (shareholder).

## **ARTICLE 11 – INDEMNIFICATION**

Tri-Lakes MLS, Inc. shall indemnify any and all persons who may serve or have served at any time officers, directors, committee members or employees of their respective heirs, administrators, successors, and assigns, against any and all expenses including amounts paid upon judgments, counsel fees 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 the

corporation, except in relation to matters as to which an such officer, director, committee member, or employee, or former officer, director, committee member, or employee shall be judged in any action, suit or proceeding as 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.

## **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 Tri-Lakes Board of REALTORS® (shareholder). Said plan shall provide for the collection of all assets, the payment of all liabilities, and the remaining portions thereof be assigned to the Parent Corporation, namely, Tri-Lakes Board of REALTORS®, Inc.