

MLS Bylaws

(Approved 11/16/2016)

Article 1, Name The name of this organization shall be the Multiple Listing Service of the St. Cloud Area Association of REALTORS® , Inc., hereinafter referred to as the Service, all the shares of stock of which are solely and wholly-owned by the St. Cloud Area Association of REALTORS® .

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 8/13)

Article 3, Service Area The area within which the Service shall be more or less the territorial jurisdiction of the St. Cloud Area Association of REALTORS®. The area will be determined and amended, from time to time, based on actual market areas, by the board of directors of the service.

Article 4, Participation

A – Participation/Participant 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 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 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® Member 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, with the exception of MLS Only Participants, 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. As MLS Only Participants belong to another local REALTOR® Board other than SCAAR, their right to vote at MLS annual or

special meetings and their privilege to sit on this MLS board shall be excluded, all other rights, benefits and privileges shall be granted in accordance with these bylaws.

Note: 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 on-going 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 on a nondiscriminatory manner to all Participants and potential Participants (NAR Adopted 11/08')

B - 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® Member 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.

C - Discontinuance of Service Participants of the Service may discontinue the Service by giving the Service written notice and may reapply to the Service after making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid.

D - Subscribers Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed or certified appraisers affiliated with Participants. Subscribers also include "Clerical Users," personal assistants, and those seeking licensure or certification as appraisers.

"Clerical Users": Clerical users (unlicensed) are under the direct supervision of an MLS participant or subscriber that perform only administrative and clerical

tasks that do not require a real estate license or appraiser's certification or license. Each participant and subscriber shall provide the MLS with a list of all clerical users employed by or affiliated as independent contractors with the participant or subscriber and shall immediately notify the MLS of any changes, additions or deletions from the list.

E – Participant and Subscriber Agreements. The Service shall use the participant and subscriber agreements adopted by Regional Multiple Listing Service of Minnesota, Inc., d/b/a NorthstarMLS and NorthstarMLS.com (“RMLS”), to be entered into by RMLS and each Participant and Subscriber. Entering into the participant agreement shall be a condition of each Participant's access to the Service; entering into the subscriber agreement shall be a condition of each Subscriber's access to the Service.

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.

Article 6, Governing Body

A - 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.

B - Officers of the Service The Officers of the Service, who shall also be Directors, shall be a President, a President Elect, and a Secretary-Treasurer, and shall have such duties as described in this Article.

C - Board of Directors There shall be a total of 7 elected Directors, including the President, President Elect, and Secretary-Treasurer of the Service, to be elected from among the Participants and/or Subscribers of the Service. In addition to the elected Directors, the current President of the St. Cloud Area 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.

D - 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 6 & 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 shall be comprised of 3 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 nor less than 30 days prior to the date of the meeting of the Participants of the Service at 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 or electronically transmitted on a date at least 7 days prior 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 Association Executive by 10% of the Participants of the Service eligible to vote, with said petition received not less than 14 days prior to the date of 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 be Participants at the meeting to select nominees as additional nominees for consideration for such office as specified in the petition.

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, either in person at the annual meeting or electronically at the discretion of the Board of Directors.

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 St. Cloud Area Association of REALTORS® (shareholder) for election. Upon election by the Board of Directors of the St. Cloud Area 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 (date office is effective).

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 St. Cloud Area Association of REALTORS® (shareholder), and upon notice of such failure of election, the President of the Service shall select a proposed Participant of Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the St. Cloud Area Association of REALTORS® (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 St. Cloud Area Association of REALTORS® as provided in these Bylaws, then the Board of Directors of the St. Cloud Area Association of REALTORS® shall exercise rights as sole and exclusive shareholder to elect a Participant or Participants of the Service to fill any existing vacancy or vacancies as Officers or Directors of the Service.

E - Term of Office The Officers shall serve for a one-year term. The elected Directors shall serve for 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 three consecutive terms.

F - Duties of Officers and Directors The duties of the Officers and Directors follows.

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 President subject to declared policies and, as required, subject to confirmation of the Board of Directors.
2. The President-Elect shall, in the absence of the President, perform all of the duties of the President.
3. The Secretary-Treasurer and/or Association Executive shall be the custodian of the funds of the Service and shall keep an accurate record of all receipts and disbursements. The Secretary-Treasurer and/or Association Executive shall provide to all Members of the Board of Directors a quarterly statement of all accounts and financial affairs for the Service, and shall have charge of the corporate seal and affix the name to all documents properly requiring such seal.
4. 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 7 days prior to the annual meeting. Such presentation may be done electronically. The Board of Directors shall not incur an obligation in excess of \$2000.00 over the total budget without the authorization by vote of a two-thirds majority of REALTOR® Member Participants of the Service eligible to vote and 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 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 subject to final approval of the Board of Directors of the St. Cloud Area 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.

G - 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.

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.

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.

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.

4. Any vote taken by the Participants to remove an Officer or Director must ultimately be confirmed by 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).

H - Vacancies Vacancies among the Officers and the Board of Directors shall be filled by a simple majority vote of the Board of Directors until the next annual election. The balance of the term if any remaining, shall be filled at the next annual election.

Article 7, Meetings

A - Annual Meeting The annual meeting of Participants of the Service shall be held at the time and place specified by the Board of Directors.

B - 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 eligible to vote. 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® Members eligible to vote who are Participants in the Service not less than 7 days prior to said meeting. Such delivery may be by electronic means.

C - Quorum and Voting at Meetings of the Service For the transaction of business, 10% of the Participants of the Service eligible to vote 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.

D - 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 5 Members of the Board of Directors, 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. Absence from three regular meetings **per year** without an excuse deemed valid by the Board of Directors shall be construed a resignation from the board.

E - 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 Chairperson or, upon the President's failure to do so, the Board of Directors of the Service shall appoint a temporary Chairperson.

F – Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors of the Service or the Participants may conduct business by electronic means.

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 and/or Subscribers in the Service.

Article 9, Fiscal Year The fiscal and elective year of the Service shall be the calendar year.

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 St. Cloud Area Association of REALTORS® (shareholder).

When amendments to the Bylaws of the Service have been approved by the Board of Directors of the St. Cloud Area 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 Bylaws be further considered and resubmitted to the shareholder as approved by the Participants of the Multiple Listing Service.

B - Amendments to Rules and Regulations The Multiple Listing Service, Inc. (SCAMLS) has adopted the rules and regulations of the Regional Multiple Listing Service (RMLS) as the current SCAMLS Rules and Regulations and will incorporate any amendments made therein. The RMLS Rules and Regulations can be found at www.northstarmls.com.

Mandated by NAR In the case of the MLS bylaws having amendments that are mandated for inclusion by NAR, their inclusion will become immediate by a majority vote of the MLS Board of Directors at any regular scheduled meeting of such and will not require the approval of either the Participants nor the SCAAR Board of Directors.

Article 11, Dissolution In the event the 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 St. Cloud Area Association 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, the St. Cloud Area Association of REALTORS®.