

**Bylaws of Baldwin County Association of REALTORS®  
Multiple Listing Service, Inc.**

**Article One-Name**

**Section 1.** The name of this organization shall be Baldwin County Association of REALTORS® Multiple Listing Service, Inc., hereafter referred to as the Service, all the shares of stock of which are solely and wholly owned by the Baldwin County Association of REALTORS®, an Alabama non-profit corporation.

**Section 2.** Inclusion and retention of the term REALTOR® in the name of the Service shall be governed by the Constitution and Bylaws of the National Association of REALTORS®, as from time to time amended.

**Article Two-Purposes**

**Section 1.** 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 any 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 a procuring cause of the sale (or lease).

**Article Three-Jurisdiction**

**Section 1.** The area in which the Service shall function shall at times be within the State of Alabama or a state contiguous thereto.

**Article Four-Participation**

**Section 1.** Any REALTOR® 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. (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)

**Section 2.** Participation in the Service is also available to the firm, partnership, or corporation of a nonmember principal who meets the qualifications established in the Association's Bylaws and MLS rules and regulations. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "participation" or "membership" 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 an association multiple listing service where access to such information is prohibited by law. The nonmember 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 only those rights, benefits, and privileges as specified by 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.

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**Section 3.** 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) member of this or any other Board/Association and any nonmember principal requesting access to the Service. 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.** Participants of the Service may discontinue the Service by giving the Service 30 days written notice and may reapply to the Service after 2 months making formal application in the manner prescribed for new applicants for participation, provided all past dues and fees are fully paid.

**Section 5.** Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with Participants.

#### **Article Five- Service Charge**

**Section 1.** 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 Six-Board of Directors**

**Section 1.** The business and affairs of the Service shall be managed by its Board of Directors, which shall have and exercise, in the name and on behalf of the Service, all the rights and privileges legally exercisable by law under the Articles of Incorporation of the Service or these Bylaws.

**Section 2.** The total number of Directors for the Service shall be six (6). In addition there shall be a President, Vice-President and Sec./Treasurer. Elected Directors shall be elected to serve for terms of three (3) years, except that at the initial organization of the Service, one-third (1/3) of the elective Directors shall be elected for terms of one (1), two (2), and three (3) years, respectively, or for such lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many Directors shall be elected each year as required to fill vacancies.

The number of Directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.

**Section 3.** The Directors of the Service shall be elected by a vote of the members of the Board of Directors of the Baldwin County Association of REALTORS®, in accordance with the provisions of these Bylaws and as further set forth the following:

- (a) The President of the Service shall appoint a Nominating Committee each year which Committee shall be, comprised of three (3) members of the Board of Directors of the Baldwin County Association of REALTORS®. 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 Directors of the Service, not less than three (3) weeks prior to the date of the annual meeting of the Board of Directors of the Baldwin County Association of REALTORS® at which the Directors of the Service shall be selected by vote of the members of the Board of Directors of the Baldwin County Association of REALTORS®. The proposed slate of Directors of the Service shall be reported to the President and Secretary of the Service.

- (b) The President of the Service shall cause a list of the proposed slate of Directors selected by the Nominating Committee to be forwarded to the members of the Board of Directors of the Baldwin County Association of REALTORS® not less than two (2) weeks from the date of the annual meeting at which the selection of Directors of the Service shall take place, setting forth the time, place, and other pertinent conditions of the meeting to select the Directors of the Service. Additional candidates for the places to be filled may be placed in nomination at the time of the annual meeting.
- (c) The voting for election of Directors of the Service, if other than on a motion to cast a unanimous vote for the original proposed slate, shall be by secret ballot and all votes shall be cast in person. The ballot shall contain the names of all candidates and the positions for which they are nominated.

**Section 3.** The regular annual meeting of the Board of Directors of the Service shall be held without other notice than this Bylaw on the second Monday following the annual meeting of the Board of Directors of the Baldwin County Association of REALTORS®. The Board of Directors of the Service may provide, by resolution, the date, time and place for holding additional regular meeting without other notice than such resolution.

**Section 4.** Special meetings of the Board of Directors of the Service may be called by the President of the Service or the Vice-President of the Service, or by any three (3) members of the Board of Directors of the Service or any three (3) members of the Board of Directors of the Baldwin County Association of REALTORS®.

The person or persons authorized to call a special meeting of the Board of Directors of the Service shall state the date, time and place of the meeting and the purpose or purposes for which the meeting is called, and may be given in any one of the following fashions:

- (a) By written notice at least forty-eight (48) hours in advance of such meeting, delivered in person or by leaving the notice at the place of business or residence of such Director of the Service, or by depositing such notice in the U.S. Mail, postage prepaid, addressed to the Director at his address as it appears on the record of the Secretary of the Corporation.
- (b) Verbally, in person or by telephone, at least twenty-four (24) hours in advance of such meeting by communication with the Director of the Service in person or by telephone.

- (c) By fax machine sent to the Directors office fax number of record at least twenty-four (24) hours in advance of such meeting.
- (d) A Director may waive notice of any meeting and the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, and the purpose for which it is held, except where a Director of the Service attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular meeting of the Board of Directors of the Service needs to be specified in any required notice or waiver of such meeting.

**Section 6.** A majority of the number of Directors of the Service shall constitute a quorum for the transaction of business at any meeting of the Board of Directors of the Service, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 7.** The act of the majority of the Directors of the Service present at a meeting at which a quorum is present shall be the act of the Board of Directors of the Service, except where a greater number is required by law or by the Article of Incorporation of the Service.

**Section 8.** Any vacancy created in the Board of Directors of the Service by resignation, death, or means other than the regular termination of the elected term, may be filled by the affirmative vote of a majority of the Board of Directors of the Baldwin County Association of REALTORS®. The Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of Directors of the Service shall be filled by election at an annual meeting or at a special meeting of the Board of Directors of the Baldwin County Association of REALTORS® called for that purpose.

**Section 9.** A director of the Service who is present at a meeting of the Board of Directors of the Service at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by Registered Mail to the Secretary of the Service immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who vote in favor of such action.

**Section 10.** All decisions concerning business and affairs of the Service which are made by the Board of Directors of the Service shall be subject to final approval of the Board of Directors of the Baldwin County Association of REALTORS®.

## **Article Seven-Officers**

**Section 1.** The Officers of the Service shall be a President, a Vice-President, a Secretary/Treasurer, each of who shall be elected by the Board of Directors of the Association. The President of the MLS shall be the Vice-President of the Association.

Such other office or offices as may be deemed necessary may be created by the Board of Directors of the Service, who shall elect the person or persons to the office or offices thus created.

No two (2) offices may be held by the same person.

**Section 2.** The Officers of the Service shall be elected by the Board of Directors of the Service at the annual meeting of such Board, except an Officer or Officers elected to fill a vacancy or vacancies, who shall be elected in the manner provided for in Section 4 hereof. If the election of Officers shall not be held at such annual meeting, such election shall be held as soon thereafter as conveniently possible. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign, or shall have been removed in the manner hereinafter provided, except Officers elected to fill a vacancy, who shall be elected in the manner provided for in Section 4 hereof.

**Section 3.** Any Officer or agent elected or appointed by the Board of Directors of the Service may be removed by the Board of Directors of the Service whenever, in its judgement, the best interest of the Service would be served thereby, but removal shall be without prejudice to the contract rights, if any, of the person so removed. Any removal of an Officer of the Service shall be approved by the Board of Directors of the Baldwin County Association of REALTORS®.

**Section 4.** A vacancy in any office created by death, resignation, removal, disqualification, or otherwise, may, at any regular or special meeting, be filled by the Board of Directors of the Service for the unexpired portion of the term.

**Section 5.** The President of the Service shall be the principal executive officer of the Service and, in general, shall supervise and control all the business and affairs of the Service and determine its policies, consulting with the Vice-President when and to the extent the President deems necessary or advisable.

He shall, when present, preside at all meetings of the Board of Directors of the Service.

He may sign, along with the Secretary or any proper Officer of the Service thereunto authorized by the Board of Directors of the Service, and approved by the Board of Directors of the Baldwin County Association of REALTORS®, certifies for shares of stock in the Service, any deeds, mortgages, contracts, or other instruments relating to the property or affairs of the Service.

The President shall also have such other powers as are incident to the office of President and may be assigned to him by the Board of Directors of the Service.

**Section 6.** The Vice-President of Service shall be the principal assistant executive officer of the Service and, in general, and in conjunction with the President, shall supervise and control all the business affairs of the Service and determine its policies, consulting with the President when and to the extent necessary or advisable. The Vice-President of the Service shall, when present, and in the absence of the President, preside at all meetings of the Board of Directors of the Service, and may sign, with the Secretary/Treasurer, or any other proper Officer of the Service thereunto authorized by the Board of Directors of the Baldwin County Association of REALTORS®, certifies for shares of stock in the Service, and any deeds, mortgages, contracts, or other instruments conveying or relating to the property or affairs of the Service.

The Vice-President shall also have such other powers as are incident to the office of Vice-President, and as may be assigned to him by the Board of Directors of the Service.

**Section 7.** The Secretary/Treasurer shall:

- (a) Keep the minutes of the Board of Directors meeting in one or more books provided for that purpose;
- (b) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (c) Be custodian of the corporate records and of the seal of the Service and see that the seal of the Service is affixed to all documents, the execution of which on behalf of the Service under its seal is duly authorized;
- (d) Have general charge of the stock transfer books of the Service;
- (e) Be the chief financial officer of the Service and have general supervision over its finances
- (f) Have charge and custody of and be responsible for all funds and securities of Service; receive and give receipts for monies due and payable to the Service from any source whatsoever and deposit all such monies in the name of the Service in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- (g) In general, perform all duties incident to the office of the Secretary/Treasurer and such other duties as from time to time may be assigned to him by the President, Vice-President or the Board of Directors of the Service.

**Section 8.** The Board of Directors of the Service, with the approval of the Board of Directors of the Baldwin County Association of REALTORS®, may from time to time ,

in the absence of any one or more of the Officers, designate any person or persons, for and on behalf of the Service, to sign any deeds, mortgages, contracts or other instruments conveying or relating to the property or affairs of the Service, and may designate any person to fill any office temporarily, or for any particular purpose, and any instruments so signed in accordance with a resolution adopted by the Board of Directors of the Service, and approved by the Board of Directors of the Baldwin County Association of REALTORS®, shall be the valid act of this Service as fully and completely as if executed by any regular Officer.

### **Article Eight-Committees**

**Section 1.** The President, with the approval of the Board of Directors of the Service, and the further approval of the Board of Directors of the Baldwin County Association of REALTORS®, shall appoint such standing or “ad hock” committees as the president deems desirable and shall appoint their members. The MLS Committee shall consist of twelve (12) members, six (6) from the Southern Region and six (6) from the Central Region. They shall serve for three (3) year terms, except at organization, one-third of the Committee Members appointed shall serve for terms of one, two, and three years, respectfully, or for lesser terms as may be necessary to complete the first fiscal year. Thereafter, the President shall appoint as many members as are required to fill vacancies. The President shall appoint the Chairman of the Committee. Absence from three (3) Committee Meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. The President shall fill any vacancy on the Committee.

### **Article Nine-Contracts, Loans, Checks and Deposits**

**Section 1.** The Board of Directors of the Service, subject to the approval of the Board of Directors of the Baldwin County Association of REALTORS®, may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Service, and such authority may be general in nature, or confined to specific instances.

**Section 2.** No loan shall be contracted on behalf of the Service and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors of the Service and approved by the Board of Directors of the Baldwin County Association of REALTORS®. Such authority may be general in nature or confined to specific instances.

**Section 3.** All bills, notes, drafts, and commercial paper of all kinds to be executed on behalf of the Service as maker, acceptor, endorser, or otherwise, and all negotiable instruments, except checks, shall be made in the name of the Service and shall be signed by such person or persons as the Board of Directors of the Service, and approved by the Board of Directors of the Baldwin County Association of REALTORS®, may from time to time designate.

Checks to be executed on behalf of the Service shall be made in the name of the Service and shall be signed by such person or persons as the Board of Directors of the Service, subject to the approval of the Board of Directors of the Baldwin County Association of REALTORS®, may from time to time designate.

**Section 4.** All funds of the Service, not otherwise employed, shall be deposited from time to time to the credit of the Service in such banks, trust companies, savings and loans, or other depositories as the Board of Directors of the Service, subject to the approval of the Board of Directors of the Baldwin County Association of REALTORS®, may select.

### **Article Ten-Seal**

The Board of Directors of the Service shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Service and the State of Incorporation of the Service, and the words “Corporate Seal”.

### **Article Eleven-Waiver Of Notice**

Whenever any notice is required to be given to any Director of the Service under the provisions of these Bylaws, or under provisions of the Article of Incorporation, or under the provisions of the Alabama Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of notice.

### **Article Twelve-Indemnification of Directors and Officers**

**Section 1.** The Service shall indemnify and hold harmless each of its Directors and Officers against any and all expenses actually and necessarily incurred by such Director or Officer of this Service, including, without limiting the generality of the foregoing, the amount of any judgment or award in such action, suit or proceeding.

**Section 2.** In the event of settlement of such action, suit or proceeding, indemnification shall include reimbursement of amounts paid in settlement and expenses actually and necessarily incurred by such Director or Officer in connection therewith, but indemnification in the instance of settlement shall be provided only if the Service is advised by its counsel that, in his opinion, such settlement is for the best interest of the Service and the Director or Officer to be indemnified has not been guilty of gross negligence or wanton misconduct in respect of any matter covered by such settlement. Such right of indemnification shall not be deemed exclusive of any other right or rights to which such Director or Officer may be entitled under any Bylaws, agreement, vote of the Board of Directors of the Service, or otherwise.

### **Article Thirteen-Fiscal Year**

The fiscal year of the Service shall be the calendar year.

## **Article Fourteen-Parliamentary Procedure**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors, and Committees, in all instances wherein its provisions do not conflict with these Bylaws.

## **Article Fifteen-Amendments**

**Section 1.** Amendments to these Bylaws shall be by majority vote of the Board of Directors of the Service, and shall be determined at any regular meeting or a special meeting of the Board of Directors of the Service called for such purpose. Amendments to the Bylaws of Service approved by the Board of Directors of the Service shall further be subject to approval of the Board of Directors of the Baldwin County Association of REALTORS®.

**Section 2.** When amendments to the Bylaws of the Service have been finally approved by the Board of Directors of the Baldwin County Association of REALTORS®, Inc., an amendment or amendments shall be effective immediately, or as stated in the amending resolution.

**Section 3.** Amendments to the Rules and Regulations of the Service shall be made upon consideration and approval of the Board of Directors of the Service in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, and are subject to the final approval by the Board of Directors of the Baldwin County Association of REALTORS®, Inc.

**Section 4.** When finally approved by the Board of Directors of the Baldwin County Association of REALTORS®, Inc. as described, the amendment to the Rules and Regulations of the Service shall be effective immediately, or as stated in the amending resolution.

## **Article Sixteen-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 Board of Directors of the Baldwin County Association of REALTORS®, Inc. Said plan shall provide for the collection of all assets, the payment of all liabilities, and the remaining portions thereof to be assigned to the parent corporation, namely, Baldwin County Association of REALTORS®, Inc.

### **Certification of Adoption of Bylaws of Baldwin County Board of REALTORS® Multiple Listing Service, Inc.**

The undersigned incorporator, which owns the full One Hundred percent (100%) of the capital stock of the said corporation subscribed for, hereby certifies, through its duly



