

# Bylaws of MLS of Northeast Mississippi Board of REALTORS, Inc.

Revised 6/2011, 6/2020, 6/2024

## **Section 1. Authority**

The name of this organization shall be the Multiple Listing Service of the Northeast Mississippi Board of REALTORS®, hereinafter referred to as the service, all the shares of stock of which are solely and wholly-owned by the Northeast Mississippi Board of REALTORS® (NEMSBD). **M**

## **Article 2: Purpose**

A multiple listing service is a means 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. *(Amended 8/24)* **M**

## **Article 3: Service Area**

The area within which the Service functions shall always be coextensive with or within the territorial jurisdiction of NEMSBD and determined by the MLS of NEMSBD.

**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. *(Amended 11/17)* **M**

## **Article 4: Participation**

Any REALTOR® of NEMSBD 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 or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. \*\* Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interest of their clients. Use of information developed by or published by a 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.

Mere possession of a broker’s license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm cooperates 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, share information on listed property and make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client. “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 if the level of service satisfies state law.

The key is that the Participant or potential Participant actively endeavors to cooperate with respect to properties of the type that are listed on the MLS in which cooperation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers to show to prospective purchasers and tenants when it is in the best interest of their clients. 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 cooperate. An MLS may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to cooperate 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.

**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 non-member 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. *(Amended 8/24) M*

#### **Article 4.1: Application for Participation**

Application for participation shall be made in such a 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 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. *(Amended 2/94) M*

#### **Article 4.2: Discontinuance of Service**

Participants of the service may discontinue the service by giving the service 7 days' written notice and may reapply to the service after 6 months by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid. **M**

#### **Article 4.3: Subscribers**

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

*(Adopted 4/92) M*

#### **Article 5: Service Charge**

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. **M**

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

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

## **Article 6.1: Officers of the Service**

The Officers of the Service, who shall also be Directors, shall be a President, Vice President, and a Secretary-Treasurer, and shall have such duties as described in this Article. Officers of the service shall be elected by the Directors of the service. **M**

## **Article 6.2: Directors of the Service**

There shall be a total of six (6) elected MLS Directors, including the President, Vice-President, and Secretary-Treasurer of the Service, to be elected from among the participants of the service, except that no more than two (2) Directors may be elected from the same company. In addition to the elected Directors, the current President of NEMSB or a person appointed by the President, and the Immediate Past President of the Service shall serve as Directors, ex-officio, with full voting privileges. **M**

## **Article 6.3: Nomination and Election of Officers and Directors**

The officers and directors of the service shall be nominated by a vote of the participants in the service in accordance with the provisions of Article 7, meetings, of these bylaws and as set forth below.

1. **Nominating Committee:** The President of the Service shall appoint a Nominating Committee each year. The committee shall be comprised of a minimum of 5 Participants of the Service. The appointment of the nominating committee shall be made by such date enabling the committee to meet and select a proposed slate of directors of the service not more than 60 days nor less than 30 days prior to the meeting date of the Participants of the service at which nominees shall be elected by vote of the Participants.

Nominating Committee members shall include at least two (2) past presidents. The Committee shall reflect at least four (4) different real estate offices, with no more than two (2) members from an office. The Nominating Committee shall select one (1) candidate for each open position to be filled. Members of the Nominating Committee may not nominate themselves.

2. **Notice of Proposed Nominees:** The President shall direct a list of the proposed nominees selected by the nominating committee to the Board of Directors for approval and notice sent to Participants of the service, setting forth the time, place, and other pertinent conditions of the meeting to elect officers and directors by vote of the Participants. Notice to Participants of the service concerning the meeting date to elect officers and directors shall be sent at least three (3) weeks preceding the election.
3. **Right of Participants and Subscribers to Select Additional Nominees:** The names of additional proposed nominees may be added to the slate selected by the nominating committee by a petition submitted to the Secretary of the Service with signatures of 10% of participants of the service, with said petition received no less than 10 days prior to the meeting date of participants to elect officers and directors. The names contained in such petition, if duly received and certified,

shall be presented to participants as additional nominees for consideration for such office as specified in the petition. In addition, nominations may be made from the floor at the duly noticed meeting of participants, and, if seconded, shall be added to the list of proposed nominees.

4. **Vote to Select Nominees:** Voting for selection of nominees, if other than by a motion from the floor to cast a unanimous vote for the original proposed slate of officers and directors, shall be by secret ballot, and said ballot shall contain blank spaces for writing in additional names proposed by petition or from the floor at the meeting to select nominees. Voting shall be in accordance with provisions of Article 6 of these bylaws.

In the event that nominees are not duly and timely provided by the service to the board of directors of NEMSBD REALTORS®, as provided in these bylaws, then the board of directors of NEMSBD 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. **M.**

**Article 6.4 Terms of Office:** Officers shall serve in their elected office for a one-year term. 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 two consecutive terms. The term of office for officers and directors of the service shall be on a calendar year basis. **M**

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

The duties of the officers and directors are as follows:

1. The President shall be the chief executive officer of the service and shall preside at its meetings and attend meetings of the NEMS Board of Directors, and shall perform all the duties of the president subject to declared policies and, as required, subject to confirmation of the board of directors.
2. The Vice-President shall, in the absence of the president, perform all of the duties of the President.
3. The Secretary-Treasurer shall keep minutes at all meetings of the service and keep an accurate record of receipts and disbursements when needed.
4. The Board of Directors of the service shall be the governing body of the Service and shall have control of all 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 30 days prior to the first day of the next fiscal year.

The Board of Directors shall not incur an obligation more than \$1,500 over the total budget without the authorization by vote of a two-thirds majority of REALTOR® Participants of the service present and voting unless such excess is the result of an increase in the volume of listings processed by the service over that projected in preparing the annual budget. The Board of Directors shall employ such executive, legal, and office personnel as 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 NE MS Board of REALTORS® (shareholder). Except as otherwise provided in these bylaws and rules and regulations, the action of the board of directors shall be final. **M**

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

In the event that an Officer or Director of the Multiple Listing Service is deemed to be incapable of fulfilling the duties for which they are elected or cannot attend 4 consecutive meetings, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure.

*(Adopted 11/96)*

1. A petition requiring the removal of an Officer or Director, signed by not less than one-third of the MLS participants or by a majority of all MLS Directors, shall be filed with the President of the MLS, or if the President is the subject of the petition, with the next-ranking officer. The petition must specifically set forth the reasons the individual is deemed to be disqualified from further service.

*(Adopted 11/96)*

2. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the Directors of NEMSBD shall be held, with the sole business of the meeting to consider the charge against the Officer or Director, and to render a decision on such a petition.

*(Adopted 11/96)*

3. The special meeting shall be noticed to all MLS 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 hearing by the Participants. Provided a quorum is present, a three-fourths vote of Participants present and voting shall be required for removal from office.

*(Adopted 11/96)*

4. Vacancies among the Officers and MLS Directors shall be filled by a simple majority vote of the Directors of the MLS until the position can be filled at the next annual election.

## **Article 7: Meetings**

The annual meeting of Participants of the Service shall be held in October, November, or December or at such other month as set by the Board of Directors, at the time and place specified by the Board of Directors. **M**

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

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

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

Quorum and Voting at Meetings of the Service: For transaction of business, ten percent (10%) of the Participants of the Service shall be considered a quorum. A majority vote by such Participants present and voting at a meeting attended by a quorum shall be required for passage of motions. **M**

### **Article 7.3: Meetings of the Board of Directors**

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 members of the Board of Directors. Four (4) 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. The President shall vote in the event necessary to break a tie. **M**

### **Article 7.4: Presiding Officer:**

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

## **Article 8: Committees**

The president with the approval of the Directors of the Service, shall create such standing committees or ad hoc committees as the president deems desirable and shall appoint their members. Each committee shall consist of not less than three (3) participants of 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. **M**

## **Article 9: Fiscal Year**

The fiscal year of the Service shall commence on January 1 and 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 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 NEMSBD REALTORS®.

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

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

### **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 Service in accordance with the provisions of Article 7, Section 1, concerning meetings of the board of directors, subject to final approval by the Board of Directors of the NEMSBD REALTORS® (shareholder).

When approved by the Board of Directors of the NEMSBD REALTORS® (shareholder) as described, the amendments to the rules and regulations of the multiple-listing service shall be effective immediately or as stated in the amending resolution.

If the proposed amendments of the multiple listing service rules and regulations fail approval by the board of directors of the shareholder, the board of directors of the multiple listing service shall be informed, and advised that the proposed amendment or amendments must be further considered and resubmitted as approved by the board of directors of the multiple listing service to the Board of Directors of the NEMSBD REALTORS® (shareholder). **M**

## **Article 11: Dissolution**

In the event this Service shall at any time terminate its activities, the Board of Directors of the service shall consider and adopt a plan of liquidation and dissolution with the approval of the participants thereof and of the Board of Directors of NEMSBD REALTORS®. Said plan shall provide for the collection of all assets, the payment of all liabilities and that the remaining portions thereof be assigned to NEMSBD REALTORS. **M**