



## **BYLAWS**

# FLORIDA GULF COAST MULTIPLE LISTING SERVICE, INCORPORATED

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Updated 11/19

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1 **Article 1 Authority/Name**

2 The name of this organization shall be the Florida Gulf Coast Multiple Listing Service, Inc.  
3 of the Royal Palm Coast REALTOR® Association, Inc., hereinafter referred to as the "Service",  
4 all the shares of stock of which are solely and wholly-owned by the Royal Palm Coast REALTOR®  
5 Association, Inc. The Royal Palm Coast REALTOR® Association, Inc. shall maintain for the use of  
6 its members a multiple listing Service which shall be a lawful corporation of the state of Florida, all  
7 the stock of which shall be owned by this Royal Palm Coast REALTOR® Association, Inc.. Herein  
8 after Association.  
9

10 **Article 2 Purpose**

11 A multiple listing Service is a means by which authorized participants make blanket unilateral  
12 offers of compensation to other participants (acting as subagents, buyer agents, or in other  
13 agency or nonagency capacities defined by law); by which cooperation among participants is  
14 enhanced; by which information is accumulated and disseminated to enable authorized  
15 participants to prepare appraisals, analyses, and other valuations of real property for bona fide  
16 clients and customers; by which participants engaging in real estate appraisal contribute to  
17 common databases; and is a facility for the orderly correlation and dissemination of listing  
18 information so participants may better serve their clients and the public. Entitlement to  
19 compensation is determined by the cooperating broker's performance as procuring cause of sale  
20 (or lease). *(Amended 11/04)*  
21

22 **Article 3 Governing Documents**

23 The Royal Palm Coast REALTOR® Association, Inc. Board of Directors shall cause any multiple  
24 listing Service established by it pursuant to this article to conform its corporate charter, constitution,  
25 Administrative policies, Bylaws of the Association, Service\_rules, regulations, policies,  
26 practices, and procedures at all times to the constitution, bylaws, rules, regulations, and policies  
27 of the NATIONAL ASSOCIATION OF REALTORS®.  
28

29 **(a)** The governing body of the Service shall be appointed by the President of the Association and  
30 ratified by the Board of Directors of the Association.  
31

32 The Board of Directors of the Service shall consist of the officers and up to nine (9) additional  
33 Directors of the Service. The total number of Board of Directors shall not exceed t h i r t e e n  
34 ( 13) members. The officers of the Service, shall be a President, a Vice President, a Secretary,  
35 a Treasurer and a Past President. Each Officer and Director shall have such duties as described in the  
36 Administrative Policy.  
37

38 The governing documents are the Policies and Bylaws of the Association and Florida Gulf Coast  
39 Multiple Listing Service Bylaws and Rules and Regulations. All actions and motions of the  
40 appointed governing body must be ratified by the Board of Directors of the Association.  
41

42 **(b)** The appointed Officers and Directors shall serve for a one-year term. In no event shall a  
43 member of the Service Board of Directors be allowed to serve on the Association Board of  
44 Directors during the same term. In the event the Past President is elected to serve on the  
45 Association Board of Directors, the Past President will vacate the position and the Association  
46 Board of Directors may appoint a Director to fill this vacancy but is not required to do so. Officers  
47 and Directors shall take office upon the effective date of their offices and shall continue until their  
48 successors are qualified, appointed, and installed. Effective date of Office, January 1 to  
49 December 31. Amended 07/16  
50

51 **(c)** In no event shall more than two (2) members of the appointed Service Board of Directors  
52 be from the same company. If, as a result of the merger of two companies or a change of  
53 company by the members of the Board of Directors, more than two (2) members of the Board of  
54 Directors come to be affiliated with the same company, then one or more members must resign  
55 from the Board of Directors after serving the balance of the current year, not term of office. (Refer to

56 Article XI Officers and Directors of the Bylaws of the Association.)

57

58 The Board of Directors of the Association has full control over the removal and replacement of  
59 the Officers and Directors of the Service

60

61 **Note:** MLSs are encouraged to establish service areas that encompass natural markets and to  
62 periodically reexamine such boundaries. An MLS is not precluded from establishing and  
63 maintaining an MLS service area that exceeds the parent association(s) jurisdiction. (Amended  
64 11/17)

65

#### 66 **Article 4 Participation Defined**

67 Any REALTOR<sup>®</sup> of this or any other association who is a principal, partner, corporate officer, or  
68 branch office manager acting on behalf of a principal, without further qualification, except as  
69 otherwise stipulated in these bylaws, shall be eligible to participate in multiple listing upon agreeing  
70 in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto.  
71 However, under no circumstances is any individual or firm, regardless of membership status,  
72 entitled to multiple listing Service membership or participation unless they hold a current, valid  
73 real estate broker's license and offer or accept compensation to and from other participants, or  
74 are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of  
75 real property.\*\* Use of information developed by or published by an association multiple listing  
76 Service is strictly limited to the activities authorized under a participant's licensure(s) or  
77 certification. Unauthorized uses are prohibited. Further, none of the foregoing is intended to  
78 convey participation or membership or any right of access to information developed by or  
79 published by an association multiple listing Service where access to such information is prohibited  
80 by law. (Amended 11/08)

81

82 \*Optional qualifications which may be adopted at the local association's discretion: Any applicant  
83 for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an  
84 MLS participant who has access to and use of MLS-generated information shall complete an  
85 orientation program of no more than eight (8) classroom hours devoted to the MLS rules and  
86 regulations and computer training related to MLS information entry and retrieval within thirty  
87 (30) days after access has been provided. (Amended 11/96)

88

89 Associations are not required to establish prerequisites for MLS participation beyond holding  
90 REALTOR<sup>®</sup> (principal) membership in an association. However, if the association wishes to  
91 establish these requirements for MLS participation or for access to MLS-generated  
92 information, the requirement of attendance at an orientation program is the most rigorous  
93 requirement that may be established. (Amended 2/94)

94

95 \*\*Generally, Associations of REALTORS<sup>®</sup>, when there is more than one principal in a real estate  
96 firm, define the chief principal officer of the firm as the MLS participant. If each principal is  
97 defined as a participant, then each shall have a separate vote on MLS matters. Brokers or  
98 salespersons other than principals are not considered participants in the Service but have  
99 access to and use of the Service through the principal(s) with whom they are affiliated.

100

101 Mere possession of a broker's license is not sufficient to qualify for MLS participation.  
102 Rather, the requirement that an individual or firm offers or accepts cooperation and  
103 compensation means that the participant actively endeavors during the operation of its real estate  
104 business to list real property of the type listed on the MLS and/or to accept offers of cooperation  
105 and compensation made by listing brokers or agents in the MLS. "Actively" means on a  
106 continual and ongoing basis during the operation of the participant's real estate business. The  
107 "actively" requirement is not intended to preclude MLS participation by a participant or potential  
108 participant that operates a real estate business on a part-time, seasonal, or similarly time-limited  
109 basis or that has its business interrupted by periods of relative inactivity occasioned by market

110 conditions. Similarly, the requirement is not intended to deny MLS participation to a participant or  
111 potential participant who has not achieved a minimum number of transactions despite good faith  
112 efforts. Nor is it intended to permit an MLS to deny participation based on the level of Service  
113 provided by the participant or potential participant as long as the level of Service satisfies state  
114 law. *(Adopted 11/08)*

115  
116 The key is that the participant or potential participant actively endeavors to make or accept  
117 offers of cooperation and compensation with respect to properties of the type that are listed on  
118 the MLS in which participation is sought. This requirement does not permit an MLS to deny  
119 participation to a participant or potential participant that operates a "Virtual Office Website"  
120 (VOW) (including a VOW that the participant uses to refer customers to other participants) if the  
121 participant or potential participant actively endeavors to make or accept offers of cooperation and  
122 compensation. An MLS may evaluate whether a participant or potential participant actively  
123 endeavors during the operation of its real estate business to offer or accept cooperation and  
124 compensation only if the MLS has a reasonable basis to believe that the participant or  
125 potential participant is, in fact, not doing so. The membership requirement shall be applied in a  
126 nondiscriminatory manner to all participants and potential participants. *(Adopted 11/08)*

127

### 128 **Nonmember Participatory Rights**

129 A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or  
130 branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the  
131 membership committee that he has no record of recent or pending bankruptcy; has no  
132 record of official sanctions involving unprofessional conduct; agrees to complete a course of  
133 instruction (if any) covering the MLS rules and regulations and computer training related to  
134 MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory  
135 written examination thereon as may be required by the MLS; and shall agree that if elected as a  
136 participant, he will abide by such rules and regulations and pay the MLS fees and dues, including  
137 the nonmember differential (if any), as from time to time established. Under no circumstances is  
138 any individual or firm entitled to MLS participation or membership unless they hold a current,  
139 valid real estate broker's license and offer or accept compensation to and from other participants,  
140 or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal  
141 of real property. Use of information developed by or published by an association multiple listing  
142 Service is strictly limited to the activities authorized under a participant's licensure(s) or  
143 certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to  
144 convey participation or membership or any right of access to information developed by or published  
145 by an association multiple listing Service where access to such information is prohibited by law.  
146 *(Amended 11/08)*

147

148 **Note 2:** The Service may choose to have the membership committee consider the following when  
149 determining a nonmember applicant's qualifications for MLS participation or membership:

- 150 1. All final findings of Code of Ethics violations and violations of other membership duties in any  
151 other association within the past three (3) years
- 152 2. Pending ethics complaints (or hearings)  
153 unsatisfied discipline pending
- 154 3. Pending arbitration requests (or hearings)
- 155 4. Unpaid arbitration awards or unpaid financial obligations to any other association or association  
156 MLS

157

### 158 **Article 4.1 Application for Participation**

159 Application for participation shall be made in such manner and form as may be prescribed by the  
160 Board of Directors of the Service and made available to any REALTOR® principal of this or any  
161 other association requesting it. The application form shall contain a signed statement agreeing to  
162 abide by these bylaws and any other applicable rules and regulations of the Service as from  
163 time to time amended or adopted. *(Amended 2/94)*

164

165 **Article 4.2 Discontinuance of Service**

166 Participants of the Service may discontinue the Service by giving the Service 30 days' written  
167 notice and may reapply to the Service anytime by making formal application in the manner  
168 prescribed for new applicants for participation provided all past dues and fees are fully paid.

169  
170 **Article 4.3 Subscribers**

171 Subscribers (or users) of the MLS include non-principal brokers, sales associates, and  
172 licensed and certified appraisers affiliated with participants: Subscribers also include affiliated  
173 unlicensed administrative and clerical staff, personal assistants, and individuals seeking  
174 licensure or certification as real estate appraisers who are under the direct supervision of  
175 an MLS participant or the participant's licensed designee.) (*Adopted 4/92*)

176  
177 **Section 4.4 Access to Comparable and Statistical Information.** Association Members who are  
178 actively engaged in real estate brokerage, management, appraising, land development, or  
179 building, but who do not participate in the MLS, are nonetheless entitled to receive, by purchase or  
180 lease, all information other than current listing information that is generated wholly or in part by the  
181 MLS including "comparable" information, "sold" information, and statistical reports. This information  
182 is provided for the exclusive use of Association Members and individuals affiliated with  
183 Association Members who are also engaged in the real estate business and may not be  
184 transmitted, retransmitted, or provided in any manner to any unauthorized individual, office, or  
185 firm except as otherwise specified in the MLS rules and regulations. Association members who  
186 receive such information, either as an Association Service or through the Association's MLS, are  
187 subject to the applicable provisions of the MLS rules and regulations whether they participate in the  
188 MLS or not.

189  
190 **Article 5 Service Charges**

191 The charges made for participation in the Service shall be as determined, and as amended from  
192 time to time by the Board of Directors of the Service, and specified in the rules and regulations of  
193 the Service.

194  
195 **Article 6 Governance of the Service**

196 The governance of the Service shall be vested in a Board of Directors comprised of the appointed  
197 officers and directors, appointed as described in these Bylaws.

198  
199 **Article 6.1. Duties of Officers and Directors**

200 The duties of the officers shall be such as their titles, by general usage, would indicate and such as  
201 may be assigned to them by the Board of Directors. It shall be the particular duty of the Chief Staff  
202 Executive to keep the records of the Board and to carry on all necessary correspondence with the  
203 *NATIONAL ASSOCIATION OF REALTORS®* and Florida *REALTORS®*.

204  
205 The duties and responsibilities of all officers and directors shall be

- 206 a. To be either a Participant or Subscriber in good standing  
207 b. Support the policies and programs adopted by the Board of Directors  
208 c. Promote active participation of the Participants and Subscribers.  
209 d. Inform Participants and Subscribers of MLS of Choice, Supra and SWFLA Group policies.  
210 e. Represent the Service at all functions, meetings and programs

211  
212 **(a) President.** The President is the appointed officer of the Service and presides at its meetings  
213 and those of the Board of Directors. The President is the sole spokesperson for the Service and  
214 has primary responsibility for maintaining cooperative relationships with other organizations, and  
215 regulatory and legislative bodies. The President, in concert with the Vice President work to set  
216 coordinated goals and objectives, both short-term and long-term that will be carried forward.

217 Except as otherwise provided in the Bylaws, the President is responsible for calling and conducting  
218 meetings of the Board, the Executive Committee, and participants, as well as establishing the  
219 agendas.

220 The President is supported by a Chief Executive Officer who is responsible for day-to-day  
221 administrative operations, so it is expected that the President will have no involvement in  
222 administrative matters. CEO will focus efforts and attention on programs and activities designed to  
223 enhance the effectiveness and reputation of the profession.

224 The responsibilities of the President are to:

- 225 a. Interact on a regular basis with the CEO in the interests of sound administration to  
226 identify current professional issues and proposed resolutions, and work with the CEO  
227 to see that basic procedures and programs that further the goals and objectives of the  
228 Service are planned, formulated, and executed
- 229 b. Support and direct implementation of policies and programs adopted by the Board of  
230 Directors
- 231 c. Communicate to Board the progress in achieving the goals and objectives of the  
232 Organization
- 233 d. Appoint MLS Committee Chair and all committee members
- 234 e. Serve in ex-officio capacity for the MLS Committee.

235  
236 Qualifications:

- 237 1. Must have held REALTOR® membership in the Association and the Service for a period of  
238 no less than 1 year.
- 239 2. Must have served as an Officer or Director of the Association or the Service for no less  
240 than one year within in the past 3 years.
- 241 3. Must have served on the Association, or the Service Finance Committee for no less than  
242 one year within the last 3 years.

243  
244 **(b) Vice President:** The Vice President will assist the President with the duties as assigned from  
245 time to time. In absence of the President, this position will perform the duties of the President. In the  
246 case of a vacancy in the presidency the Vice President will assume the duties of the President.

247  
248 The responsibilities of the Vice President are to:

- 249 a. Assume the duties of the President in the event of his or her absence or disability
- 250 b. Attend the national and state planning conferences as requested
- 251 c. Assume responsibilities delegated or assigned by the President

252  
253 Qualifications:

- 254 1. Must have held REALTOR® membership in the Association and Service for a period of  
255 no less than 1 year,
- 256 2. Must have served as an Officer or Director of the Association or the Service or been a  
257 member on the FGCM MLS Committee for no less than one year within in the past 3 years.

258  
259 **(c) Treasurer:** Duties are to chair the Finance committee and perform other such duties as may be  
260 required within these Bylaws.

261  
262 Qualifications:

- 263 1. Must have held REALTOR® membership in the Association and Service for a period of no  
264 less than 1 year.
- 265 2. Must have served as an Officer or Director of the Association or Service, or on the  
266 FGCM MLS Committee for no less than one year within the past 3 years.
- 267 3. Must have served on the Association or Service Finance Committee for no less than one  
268 year within the last 3 years.

269  
270 **(d) Secretary:** The Secretary plays a leading role in governance. The Secretary assists the

271 Executive Office staff in maintaining current records of agendas and minutes.

272

273 Qualifications:

274 1. Must have held REALTOR® membership in the Royal Palm Coast REALTOR®  
275 Association, Inc. and the Service for a period of no less than 1 year.

276 2. Must have served as an Officer or Director of the Association or the Service or on the  
277 FGCMLS Committee for no less than one year within the past 3 years.

278

279 **(e) Director:** The Board of Directors shall be the governing body and shall have control of all the  
280 affairs of the Service and shall authorize all expenditures of funds. The Board of Directors shall  
281 approve, upon recommendation of the Finance Committee, a budget for the next fiscal year  
282 reflecting projected costs and expenses of the Association and indicating projected income from all  
283 sources. With a majority vote the Board of Directors shall have the right to make an audit of all  
284 books and accounts at any time without notice.

285

286 **(a) Duties of those serving on the Board of Directors:**

287 Support the mission statement.

288 Support all decisions of the Board of Directors

289 Read and understand the financial statements and otherwise assist the Board in fulfilling  
290 its fiduciary responsibility.

291 Attend board meetings and actively participate in decision-making.

292 Share your area of expertise with the board and staff.

293 Be an advocate for the organization; promote it in ways appropriate to your profession and  
294 contacts

295 Fulfill the duties of care, obedience and loyalty to the organization.

296 Participate in regular assessments to improve board performance.

297 Participate in strategic planning activities.

298 Prioritize and monitor programs and Services.

299 Partner with the CEO to accomplish the mission.

300 Serve on at least one committee or task force each year.

301 Work to develop new leadership and recommend potential board members to the  
302 Leadership Academy

303 Avoid even the appearance of conflict of interest

304 Participate in the organization's conferences and meetings. (Amended 01/14)

305

306 Qualifications:

307 1. Must have held REALTOR® membership in the Association and Service for a period of no  
308 less than 1 year.

309 2. Must have served as an Officer or Director of the Association or the Service, or been a  
310 member on the FGCMLS Committee for no less than one year within in the past 3 years.

311

## 312 **Article 7 Annual Meeting**

313 The annual meeting of the Service shall be held once a year no later than November 30th at the  
314 time and place specified by the Board of Directors of the Service

315

### 316 **Article 7.1 Other Meetings of the Service**

317 Other Meetings of the Service may be called from time to time by the President or three (3)  
318 members of the Board of Directors. Written notice stating the day, place, and hour of the meeting,  
319 the purpose or purposes for which the meeting is called, shall be delivered to the Board of Directors  
320 not less than (5) days prior to said meeting.

321

### 322 **Article 7.2 Meetings of the Board of Directors**

323 The Board of Directors may meet at any time it deems advisable on the call of the President or  
324 any 3 members of the Board of Directors. A majority shall constitute a quorum. A majority vote  
325 by the Directors present and voting at a meeting attended by a quorum shall be required for



326 passage of motions.

327 **Article 7.3 Presiding Officer**

328 At all meetings of the Board of Directors, the President or, in the absence of the President, the Vice  
329 President shall serve as presiding officer. In the absence of the President and Vice President, the  
330 President shall name a temporary chairperson or, upon the President's failure to do so, the Board  
331 of Directors of the Service shall appoint a temporary chairperson.

332 **Article 8 Committees**

333 The President, with the approval of the Board of Directors, shall create such standing or ad hoc  
334 committees as the President deems desirable and shall appoint their members. Each committee  
335 shall consist of not less than 3 participants in the Service, but may also include REALTORS® or  
336 REALTOR-ASSOCIATE®s, employed by or affiliated as independent contractors with a  
337 REALTOR® participant serving as representatives of said REALTOR® participants and with  
338 their consent, and who may serve either as a chairperson or member of a committee.

339

340 **Article 9 Fiscal Year** shall be January 1 to December 31.

341

342 **Article 10 Amendments to Bylaws**

343 Amendments to these bylaws shall be by the Board of Directors of the Service, and shall be  
344 determined at a meeting of the Board of Directors in accordance with the provisions of Article 7  
345 and 7.1 concerning meetings of the Service. Amendments to the bylaws of the Service shall be  
346 subject to approval of the Board of Directors of the Association,

347

348 When amendments to the bylaws of the Service have been approved by the Board of Directors  
349 of the Association. said amendments shall be effective immediately or as stated in the amending  
350 resolution.

351

352 If the proposed amendments to the bylaws of the Service fail, the Board of Directors of the  
353 Service shall be informed, and advised that the proposed amendment or amendments to the  
354 bylaws be further considered and resubmitted to the Association.

355

356 **Article 10.1 Amendments to Rules and Regulations**

357 Amendments to the rules and regulations of the Service shall be by consideration and approval of  
358 the Board of Directors of the Service in accordance with the provisions of Article 7.2,  
359 concerning meetings of the Board of Directors, subject to final approval by the Board of Directors  
360 of the Association

361

362 When approved by the Board of Directors of the Association as described, the amendments to the  
363 rules and regulations of the Service shall be effective immediately or as stated in the amending  
364 resolution.

365

366 If the proposed amendments of the Multiple Listing Service rules and regulations fail, the Board of  
367 Directors of the Service shall be informed, and advised that the proposed amendment or  
368 amendments must be further considered and resubmitted as approved by the Board of Directors  
369 of the Service to the Board of Directors of Association

370

371 **Article 11 Roberts Rules of Order**

372 Parliamentary Authority: The rules contained in the current edition of **Robert's Rules of Order** shall  
373 govern the Board of Directors in all cases to which they are applicable and in which they are not  
374 inconsistent with these bylaws and any special rules of order the Board of Directors may adopt.

375

376 **Article 12 Attendance by Telephone or Electronic Means**

377 Members of the Board or a committee may participate in any meeting through the use of a  
378 conference telephone or similar communications equipment by means of which all persons

379 participating in the meeting can hear each other electronically. Such participation shall be at the  
380 discretion of the President and shall constitute presence at the meeting.

381

382 **Article 13 Electronic Transaction of Business**

383 The Association is allowed to conduct votes via electronic means if the following occurs:

- 384 1. To the fullest extent permitted by law, all meetings including the Board of Directors or  
385 membership may conduct business by electronic means.  
386 2. Under F.S. §617.0821 if every member approves or agrees with the motion.

387 **Article 14 Chief Executive Officer**

388 There shall be a Chief Executive Officer, appointed by the Association Board of Directors, who shall  
389 be the Chief Administrative Officer of the Service. The Chief Executive Officer shall have the  
390 authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other  
391 duties as prescribed by the Board of Directors. CEO provides overall guidance on all  
392 Association/Multiple Listing Service matters for maintaining continuity of ongoing programs and  
393 initiating and executing new programs as required.

394

395 **Article 15 Indemnification**

396 Indemnification of Directors and Officers. Each present or future Director and Officer of the Service,  
397 whether or not then in office, shall be held harmless and indemnified by the Association against all  
398 claims and liabilities, and all expenses actually and reasonably incurred or imposed upon him in  
399 connection with or resulting from any action, suit, or proceeding, or any settlement or compromise  
400 thereof approved by the Board of Directors of the Association to which he may be made a party by  
401 reason of any action or alleged action, either of omission or commission, performed by him while  
402 acting as such officer or director in good faith, except in relation to matters as to which recovery  
403 shall be had against him, by reason of his being finally adjudged in such action, suit or proceeding,  
404 derelict in the performance of his duties as such director or officer; and the foregoing right of  
405 indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law.  
406 Each such Director or officer shall be likewise indemnified against any judgment, decree or fine  
407 which may be imposed upon him in any such proceeding, suit, action or prosecution.

408

409 **Article 16 Dissolution**

410 In the event this Service shall at any time terminate its activities, the Board of Directors of the  
411 Service shall consider and adopt a plan of liquidation and dissolution. Such plan shall be ratified  
412 by the Board of Directors of the Association. Said plan shall provide for the collection of all assets,  
413 the payment of all liabilities, and the remaining portions thereof be assigned to, the Association.

414 **Date:**

415 \_\_\_\_\_

416 Approved by the Florida Gulf Coast Multiple Listing Service, Inc. Board of Directors

417

418 **Name:**

419 \_\_\_\_\_

420 President, Florida Gulf Coast Multiple Listing Service, Inc.

421

422 **Date:**

423 \_\_\_\_\_

424 Approved by the Royal Palm Coast Realtor® Association, Inc. Board of Directors, Inc.

425

426 **Name:**

427 \_\_\_\_\_

428 President, Royal Palm Coast Realtor® Association, Inc.