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**Article 1 Authority/Name**
The name of this organization shall be the Florida Gulf Coast Multiple Listing Service, Inc. of the Royal Palm Coast REALTOR® Association, Inc., hereinafter referred to as the “Service”, all the shares of stock of which are solely and wholly-owned by the Royal Palm Coast REALTOR® Association, Inc. The Royal Palm Coast REALTOR® Association, Inc. shall maintain for the use of its members a multiple listing Service which shall be a lawful corporation of the state of Florida, all the stock of which shall be owned by this Royal Palm Coast REALTOR® Association, Inc.. Herein after Association.

**Article 2 Purpose**
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 nonagency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker’s performance as procuring cause of sale (or lease). *(Amended 11/04)*

**Article 3 Governing Documents**
The Royal Palm Coast REALTOR® Association, Inc. Board of Directors shall cause any multiple listing Service established by it pursuant to this article to conform its corporate charter, constitution, Administrative policies, Bylaws of the Association, Service rules, regulations, policies, practices, and procedures at all times to the constitution, bylaws, rules, regulations, and policies of the NATIONAL ASSOCIATION OF REALTORS®.

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

The Board of Directors of the Service shall consist of the officers and up to four (4) additional Directors of the Service. The total number of Board of Directors shall not exceed nine (9) members. The officers of the Service, shall be a President, a Vice President, a Secretary, a Treasurer and a Past President. Each Officer and Director shall have such duties as described in the Administrative Policy.

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

(b) The appointed Officers and Directors shall serve for a one-year term. Officers and Directors shall take office upon the effective date of their offices and shall continue until their successors are qualified, appointed, and installed. Effective date of Office, January 1 to December 31. Amended 07/16

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

The Board of Directors of the Association has full control over the removal and replacement of the Officers and Directors of the Service.
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)

**Article 4 Participation Defined**

Any REALTOR® of this or any other association 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 an association multiple listing Service is strictly limited to the activities authorized under a participant’s licensure(s) or certification. 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. (Amended 11/08)

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

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

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

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
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)

Nonmember Participatory Rights
A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS 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 an association multiple listing Service is 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. (Adopted 11/08)

Note 2: The Service may choose to have the membership committee consider the following when determining a nonmember applicant’s qualifications for MLS participation or membership:
1. All final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years
2. Pending ethics complaints (or hearings) unsatisfied discipline pending
3. Pending arbitration requests (or hearings)
4. Unpaid arbitration awards or unpaid financial obligations to any other association or association MLS

Article 4.1 Application for Participation
Application for participation shall be made in such manner and form as may be prescribed by the Board of Directors of the Service and made available to any REALTOR® 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)

Article 4.2 Discontinuance of Service
Participants of the Service may discontinue the Service by giving the Service 30 days’ written notice and may reapply to the Service anytime by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid.
**Article 4.3 Subscribers**

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

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

**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, and specified in the rules and regulations of the Service.

**Article 6 Governance of the Service**

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

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

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

The duties and responsibilities of all officers and directors shall be

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

(a) **President.** The President is the appointed officer of the Service and presides at its meetings and those of the Board of Directors. The President is the sole spokesperson for the Service and has primary responsibility for maintaining cooperative relationships with other organizations, and regulatory and legislative bodies. The President, in concert with the Vice President work to set coordinated goals and objectives, both short-term and long-term that will be carried forward. Except as otherwise provided in the Bylaws, the President is responsible for calling and conducting meetings of the Board, the Executive Committee, and participants, as well as establishing the agendas.

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

The responsibilities of the President are to:

a. Interact on a regular basis with the CEO in the interests of sound administration to 
   identify current professional issues and proposed resolutions, and work with the CEO 
   to see that basic procedures and programs that further the goals and objectives of the 
   Service are planned, formulated, and executed

b. Support and direct implementation of policies and programs adopted by the Board of 
   Directors

c. Communicate to Board the progress in achieving the goals and objectives of the 
   Organization

d. Appoint MLS Committee Chair and all committee members

e. Serve in ex-officio capacity for the MLS Committee.

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

The responsibilities of the Vice President are to:

a. Assume the duties of the President in the event of his or her absence or disability

b. Attend the national and state planning conferences as requested

c. Assume responsibilities delegated or assigned by the President

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

(d) Secretary: The Secretary plays a leading role in governance. The Secretary assists the 
Executive Office staff in maintaining current records of agendas and minutes.

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

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

Support the mission statement.

Support all decisions of the Board of Directors

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

Attend board meetings and actively participate in decision-making.

Share your area of expertise with the board and staff.

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

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

Participate in regular assessments to improve board performance.

Participate in strategic planning activities.

Prioritize and monitor programs and Services.

Partner with the CEO to accomplish the mission.

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

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

Avoid even the appearance of conflict of interest
Participate in the organization’s conferences and meetings. (Amended 01/14)

**Article 7 Annual Meeting**
The annual meeting of the Service shall be held once a year no later than November 30th at the time and place specified by the Board of Directors of the Service.

**Article 7.1 Other Meetings of the Service**
Other Meetings of the Service may be called from time to time by the President or three (3) members of the Board of Directors. 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 the Board of Directors not less than (5) days prior to said meeting.

**Article 7.2 Meetings 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 3 members of the Board of Directors. A majority 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.

**Article 7.3 Presiding Officer**
At all meetings 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.

**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 in the Service, but may also include REALTORS® or REALTOR-ASSOCIATE®s, 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.

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

**Article 10 Amendments to Bylaws**
Amendments to these bylaws shall be by the Board of Directors of the Service, and shall be determined at a meeting of the Board of Directors in accordance with the provisions of Article 7 and 7.1 concerning meetings of the Service. Amendments to the bylaws of the Service shall be subject to approval of the Board of Directors of the Association.

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

If the proposed amendments to the bylaws of the Service fail, 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 Association.

**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 7.2, concerning meetings of the Board of Directors, subject to final approval by the Board of Directors of the Association.

When approved by the Board of Directors of the Association as described, the amendments to the
rules and regulations of the 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, the Board of
Directors of the 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 Service to the Board of Directors of Association

Article 11 Roberts Rules of Order
Parliamentary Authority: The rules contained in the current edition of Robert's Rules of Order shall
govern the Board of Directors in all cases to which they are applicable and in which they are not
inconsistent with these bylaws and any special rules of order the Board of Directors may adopt.

Article 12 Attendance by Telephone or Electronic Means
Members of the Board or a committee may participate in any meeting through the use of a
conference telephone or similar communications equipment by means of which all persons
participating in the meeting can hear each other electronically. Such participation shall be at the
discretion of the President and shall constitute presence at the meeting.

Article 13 Electronic Transaction of Business
The Association is allowed to conduct votes via electronic means if the following occurs:
1. To the fullest extent permitted by law, all meetings including the Board of Directors or
membership may conduct business by electronic means.
2. Under F.S. §617.0821 if every member approves or agrees with the motion.

Article 14 Chief Executive Officer
There shall be a Chief Executive Officer, appointed by the Association Board of Directors, who shall
be the Chief Administrative Officer of the Service. The Chief Executive Officer shall have the
authority to hire, supervise, evaluate and terminate other staff, if any, and shall perform such other
duties as prescribed by the Board of Directors. CEO provides overall guidance on all
Association/Multiple Listing Service matters for maintaining continuity of ongoing programs and
initiating and executing new programs as required.

Article 15 Indemnification
Indemnification of Directors and Officers. Each present or future Director and Officer of the Service,
whether or not then in office, shall be held harmless and indemnified by the Association against all
claims and liabilities, and all expenses actually and reasonably incurred or imposed upon him in
connection with or resulting from any action, suit, or proceeding, or any settlement or compromise
thereof approved by the Board of Directors of the Association to which he may be made a party by
reason of any action or alleged action, either of omission or commission, performed by him while
acting as such officer or director in good faith, except in relation to matters as to which recovery
shall be had against him, by reason of his being finally adjudged in such action, suit or proceeding,
derelict in the performance of his duties as such director or officer; and the foregoing right of
indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law.
Each such Director or officer shall be likewise indemnified against any judgment, decree or fine
which may be imposed upon him in any such proceeding, suit, action or prosecution.

Article 16 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. Such plan shall be ratified
by the Board of Directors of the Association. Said plan shall provide for the collection of all assets,
the payment of all liabilities, and the remaining portions thereof be assigned to, the Association.
Date:

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

Name:

President, Florida Gulf Coast Multiple Listing Service, Inc.

Date:

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

Name:

President, Royal Palm Coast Realtor® Association, Inc.