



BYLAWS

FLORIDA GULF COAST MULTIPLE LISTING SERVICE, INCORPORATED

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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)

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 four (4) additional
33 Directors of the Service. The total number of Board of Directors shall not exceed n i n e (9)
34 members. The officers of the Service, shall be a President, a President Elect, a Secretary, a
35 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. Officers and Directors
43 shall take office upon the effective date of their offices and shall continue until their successors
44 are qualified, appointed, and installed. Effective date of Office, January 1 to December 31.
45 Amended 07/16
46

47 **(c)** In no event shall more than two (2) members of the appointed Service Board of Directors
48 be from the same company. If, as a result of the merger of two companies or a change of
49 company by the members of the Board of Directors, more than two (2) members of the Board of
50 Directors come to be affiliated with the same company, then one or more members must resign
51 from the Board of Directors after serving the balance of the current year, not term of office. (Refer to
52 Article XI Officers and Directors of the Bylaws of the Association.)
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54 The Board of Directors of the Association has full control over the removal and replacement of
55 the Officers and Directors of the Service

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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

110 law. (Adopted 11/08)

111

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

123

124 **Nonmember Participatory Rights**

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

142

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

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

152

153 **Article 4.1 Application for Participation**

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

159

160 **Article 4.2 Discontinuance of Service**

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

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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 association officers and the 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

218 administrative matters. CEO will focus efforts and attention on programs and activities designed to
219 enhance the effectiveness and reputation of the profession.

220 The responsibilities of the President are to:

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

231
232 **(b) President Elect:** The Vice President will assist the President with the duties as assigned from
233 time to time. In absence of the President, this position will perform the duties of the President. In the
234 case of a vacancy in the presidency the Vice President will assume the duties of the President.

235
236 The responsibilities of the Vice President are to:

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

240
241 **(c) Treasurer:** Duties are to chair the Finance committee and perform other such duties as may be
242 required within these Bylaws.

243
244 **(d) Secretary:** The Secretary plays a leading role in governance. The Secretary assists the
245 Executive Office staff in maintaining current records of agendas and minutes.

246
247 **(e) Director:** The Board of Directors shall be the governing body and shall have control of all the
248 affairs of the Service and shall authorize all expenditures of funds. The Board of Directors shall
249 approve, upon recommendation of the Finance Committee, a budget for the next fiscal year
250 reflecting projected costs and expenses of the Association and indicating projected income from all
251 sources. With a majority vote the Board of Directors shall have the right to make an audit of all
252 books and accounts at any time without notice.

253
254 **(a) Duties of those serving on the Board of Directors:**

- 255 Support the mission statement.
- 256 Support all decisions of the Board of Directors
- 257 Read and understand the financial statements and otherwise assist the Board in fulfilling
258 its fiduciary responsibility.
- 259 Attend board meetings and actively participate in decision-making.
- 260 Share your area of expertise with the board and staff.
- 261 Be an advocate for the organization; promote it in ways appropriate to your profession and
262 contacts
- 263 Fulfill the duties of care, obedience and loyalty to the organization.
- 264 Participate in regular assessments to improve board performance.
- 265 Participate in strategic planning activities.
- 266 Prioritize and monitor programs and Services.
- 267 Partner with the CEO to accomplish the mission.
- 268 Serve on at least one committee or task force each year.
- 269 Work to develop new leadership and recommend potential board members to the
270 Leadership Academy
- 271 Avoid even the appearance of conflict of interest

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

273

274 **Article 7 Annual Meeting**

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

277

278 **Article 7.1 Other Meetings of the Service**

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

283

284 **Article 7.2 Meetings of the Board of Directors**

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

289 **Article 7.3 Presiding Officer**

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

294 **Article 8 Committees**

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

301

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

303

304 **Article 10 Amendments to Bylaws**

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

309

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

313

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

317

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

319 Amendments to the rules and regulations of the Service shall be by consideration and approval of
320 the Board of Directors of the Service in accordance with the provisions of Article 7.2, concerning
321 meetings of the Board of Directors, subject to final approval by the Board of Directors of the
322 Association

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324 When approved by the Board of Directors of the Association as described, the amendments to the

325 rules and regulations of the Service shall be effective immediately or as stated in the amending
326 resolution.

327
328 If the proposed amendments of the Multiple Listing Service rules and regulations fail, the Board of
329 Directors of the Service shall be informed, and advised that the proposed amendment or
330 amendments must be further considered and resubmitted as approved by the Board of Directors
331 of the Service to the Board of Directors of Association

332
333 **Article 11 Roberts Rules of Order**

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

337
338 **Article 12 Attendance by Telephone or Electronic Means**

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

343
344 **Article 13 Electronic Transaction of Business**

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

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

349 **Article 14 Chief Executive Officer**

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

356
357 **Article 15 Indemnification**

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

370
371 **Article 16 Dissolution**

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