

(CMR Letterhead)

MEMORANDUM

To: CMR Members and MLS Brokers
From: Katie Warren, CMR President
Jesse Barrilleaux, CMMLS President
Jo Usry, CEO
Robert Conwill, Jr., MLS Director

Date: _____

Subj: **Notice of meeting to approve a bylaws changes: *Let's Surge Ahead!***
February 24, 2020 at [The Station](#) in Madison. 11:30 – 1:30.

CMR's first General Membership Meeting of 2020 will be held on February 24 and will include a vote by membership on bylaws revisions recommended by the CMR and CMMLS Boards of Directors. The meeting will also include a presentation by wildly popular motivational speaker, Janie Walters – The Garbage Truck Comes on Tuesdays and Thursdays. She will get your attitude ready for 2020 obstacles.

With revisions to the CMR and MLS bylaws, your current MLS jurisdiction will expand, providing the opportunity to offer more and better products and services to MLS Participants and Subscribers.

Central Mississippi MLS, Inc. (CMMLS), a wholly owned subsidiary of Central Mississippi REALTORS® , Inc. (CMR) that includes ten counties, offers cooperation and compensation to approximately 1950 users. This new opportunity would result in a jointly owned MLS expanded to include the jurisdictions of two other REALTOR® Associations in the state: The Gulf Coast Association of REALTORS® (GCAR) and the North West Mississippi Association of REALTORS® (NW). GCAR's MLS services Hancock, Green, George, and parts of Stone and Jackson counties. NW's MLS serves DeSoto, Panola, Tate, and Tunica counties. The three MLSs together would provide services to approximately 4500 users.

In 2018, the three Associations' MLSs formed an MLS Consolidation Task Force made up of REALTORS® in leadership from the three Associations' MLSs who then met with national MLS consolidation facilitators and with national and local legal counsel. Those meetings having occurred over two years resulted in a non-binding agreement being signed by the Presidents of the three Associations with approval of their Boards of Directors to build and jointly own a multi-jurisdictional MLS subject to bylaws revisions approved by the participating memberships. The CMMLS members who have served on the MLS Consolidation Task Force since 2018 are Jesse Barrilleaux, Amanda Polles, Walker Tann, and Vicki Weaver.

If all the dominoes fall as planned, Surge will launch in 2021 as the MLS for the combined Participants and Subscribers. The revisions to the bylaws do not involve decisions about the operation of the new Surge MLS. The revisions:

1. authorize CMR to provide its members access to a jointly owned, multi-jurisdictional MLS Service, and
2. authorize CMMLS, as a member of an LLC, to maintain a multi-jurisdictional multiple listing service and describes the new structure of the existing CMMLS Board of Directors since it will operate in a different capacity.

Attached is a synopsis of the Bylaws changes approved by the CMR and CMMLS Boards of Directors submitted to you for adoption. Assuming approval of the Bylaws by CMR on February 24, the MLS Brokers will then vote on the MLS bylaws at an upcoming Participants meeting.

CMR Bylaws (to be approved by CMR membership on February 17)

Article XVIII.

Section 1. Authority. CMR shall maintain access to a multiple listing service through multi-jurisdictional service, SurgeMLS.

Section 4. Participation. Reference to SurgeMLS as the name of the MLS

Section 6. Supervision. States that CMMLS will be a member of the SurgeMLS LLC.

Describes the revised makeup of the CMMLS Board of Directors as being 3 members appointed by the President of CMR with CMR Board of Director's approval.

Section 7. Access Comparable and Statistical Information. Inserted SurgeMLS as the named MLS Service where the statistical information is found.

[Link to full text of proposed revisions to Article XVIII in the CMR bylaws.](#)

CMMLS Bylaws (to be approved by MLS Participants (Brokers) at a subsequent meeting):

There are many revisions since CMMLS will no longer be providing an MLS Service, will no longer have Participants and Subscribers, and will no longer have rules and regulations. CMMLS will manage assets and participate as a member of SurgeMLS, LLC.

Article II. Purpose. Explains that CMMLS shall maintain a multi-jurisdictional multiple listing service as a member of SurgeMLS LLC.

Article III. Government of CMMLS Describes the new makeup of the CMMLS Board of Directors as three members appointed by the shareholder (CMR).

Section 2.

Duties of Officers. Describes the duties of the officers and the fact that the officers of CMMLS also serve as the Association's appointees to the Surge MLS Board of Managers

Article IV. Meetings. Removes the sections requiring meetings of Participants.

Section 1. Amendments are approved by the Board of Directors subject to the approval by the CMR Board of Directors.

Section 2. Deleted reference to amendments to rules and regulations.

Section 3. Amendments Mandated by NAR. Clarifying that no approvals are required when amendments are mandated by NAR.

Article XIV. Dissolution. Clarifying that there are no Participants that approve dissolution.

[Link to full text of the proposed revisions to Articles II, III, IV, and XIV in the MLS bylaws](#)

[Link to registration for Feb 24 General Membership meeting.](#)

If you have questions, contact Robert Conwill, Jr. at robert@cmr.realtor or 601-948-1332, Ext. 19