

The following amendments are proposed for adoption, with an effective date contingent upon approval by the CMR Board of Directors of a resolution authorizing termination of multiple listing services provided for in Article XVIII of the CMR Bylaws upon the commencement date of availability of multi-jurisdictional multiple listing services through Surge MLS:

Article XI shall be amended as follows:

**Section 3. Board of Directors.** The governing body of the Association shall be a Board of Directors consisting of the elected officers, the immediate past President of the Association, and 8 (eight) elected REALTOR® Members. The immediate past president, three elected officers (the president, the president-elect and the treasurer) and the president of ~~Central Mississippi MLS, Inc., the Association's subsidiary corporation,~~ shall be voting members of the Board of Directors so that the Board of Directors shall be comprised of thirteen voting members. No more than two REALTORS® from the same real estate firm may simultaneously serve on the Board of Directors.

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Article XIII shall be amended as follows:

**Section 1. Standing Committees.** The President shall appoint from among the REALTOR® Members\*, subject to confirmation by the Board of Directors, the following standing committees:

- Grievance Committee
- REALTOR® of the Year Committee
- Nominating Committee
- Membership Credentials Committee
- Governmental Affairs/RPAC Committee
- YPN Advisory Panel
- MLS Advisory Committee (\*to consist of eight (8) Designated REALTOR® Members, and the President, President-elect and First Vice President of CMMLS, with the CMMLS President serving as Chairman thereof)

Article XVIII shall be amended as follows:

#### Article XVIII - Multiple Listing Service

**Section 1. Authority.** The Association of REALTORS® shall maintain for the use of its Members access to a Multiple Listing Service through Surge MLS, a multi-jurisdictional service, through participation as a Member of Surge MLS, LLC, said Membership to be held by Central Mississippi MLS, Inc., a lawful corporation of the state of Mississippi ("CMMLS"), all the stock of which shall be owned by the Board of REALTORS® (such service collectively referenced herein as "Multiple Listing Service" or "MLS").

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**Section 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 non-agency 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 a procuring cause of the sale (or lease). (Amended 11/04)

**Section 3. Governing Documents.** The Board of Directors shall cause any Multiple Listing Service established or maintained by it pursuant to this Article to conform to its corporate charter, constitution, bylaws, rules, regulations, and policies, practices, and procedures at all times to the Constitution, Bylaws, Rules, Regulations, and Policies of the NATIONAL ASSOCIATION OF REALTORS®.

**Section 4. Participation.** Any REALTOR® member of this or any other Association who is a principal, partner, corporate officer, or branch office manager acting on behalf of the 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's 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 Surge MLS 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 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 who 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 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 law.

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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).

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 sixty (60) days after access has been provided.

NOTE: Associations are not required to establish prerequisites for MLS participation beyond holding REALTOR® (principal) membership in a Board or 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.

\*\* 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.

**Section 5. Subscribers.** Brokers or salespersons other than principals are not considered "Participants" in the MLS, but rather "Subscribers" and have access to and use of the MLS through the principal(s) with whom they are affiliated.

**Section 6. Supervision.** The activity shall be operated by and through CMMLS, a wholly owned subsidiary corporation of the Association, which corporation shall serve as a Member of Surge MLS, LLC and exercise all rights and duties incident to said Membership. The Board of Directors of the Association of REALTORS® is authorized to incorporate, form, organize and have general oversight of the operations of said subsidiary corporation and said activity.

CMMLS shall be operated by a Board of Directors consisting of a President, a President-elect, and a First Vice President appointed by the President of the Association of REALTORS®. In the first fiscal year (or portion thereof) following the effective date of these amended Bylaws, the President shall appoint a Member who shall serve as President of CMMLS for one (1) year (or portion thereof), a Member who shall serve for two (2) years (or portion thereof) as President-elect in fiscal year one (1) (or portion thereof) and then as President in fiscal year two (2), and a Member who shall serve for three (3) years (or portion thereof) as First Vice President in fiscal year one (1) (or portion thereof) and then as President-elect in fiscal year two (2) and then as President in fiscal year three (3), so that by year three (3) and thereafter the Association

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President shall appoint a Member to replace the officer whose term is expiring. Should a vacancy occur in any office, the President shall appoint a Member to fulfill the unexpired term of the office vacated. The Board of Directors® of the Association of REALTORS® must ratify the appointment by the Association President of the Officers and Directors of CMMLS prior to their installation.

During the first meeting of the Board of Directors of the Association of REALTORS® after installation of the officers of CMMLS, the officers of CMMLS shall report to the Board of Directors of the Association of REALTORS® regarding the previous year's activity of CMMLS and the Multiple Listing Service, its finances, and its general plans for activity during their election term. The elected officers of CMMLS shall make additional reports to the Board of Directors of the Association of REALTORS® upon request. The powers of the Board of Directors of the Association of REALTORS® shall be superior to the powers of the elected officers and Board of Directors of CMMLS in the conduct of all matters of business and operations of CMMLS and the Multiple Listing Service.

All Bylaws, Rules and Regulations adopted by CMMLS shall be made in conformity to the objectives, Constitutions, and the Code of Ethics of the National Association of REALTORS® and must be ratified by the Board of Directors of the Association of REALTORS® before being placed into effect.

In performing its duties, the CMMLS Board of Directors will consult with the MLS Advisory Committee on a regular basis as to matters pertaining to the Multiple Listing Service.

**Section 7. Access to Comparable and Statistical Information.** Association Members who are actively engaged in real estate brokerage, management, mortgage financing, appraising, land development or building, but who do not participate in Surge MLS are nonetheless entitled to receive, by purchase or lease, 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 usage of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business, and may not be transmitted, retransmitted, repackaged for profit or commercial uses or provided in any manner to any unauthorized individual, office, firm, or entity except as otherwise specified in the MLS Rules and Regulations. Association members who receive such information, either as an Association service or through Surge MLS are subject to the applicable provisions of the MLS Rules and regulations whether they participate in the MLS or not.

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