

**BY-LAWS OF THE**  
**BRYAN-COLLEGE STATION REGIONAL**  
**MULTIPLE LISTING SERVICE**  
**APPROVED AUGUST 6, 1984**  
AMENDED SEPTEMBER 23, 2004  
AMENDED JANUARY 21, 2009  
AMENDED JULY 18, 2012  
REVIEWED AND APPROVED APRIL 14, 2015  
REVIEWED AND APPROVED JUNE 9, 2016

ARTICLE I - NAME

The name of this organization shall be the Bryan-College Station Regional Multiple Listing Service, hereafter referred to as the Service, all the shares of stock of which are solely and wholly-owned by the Bryan-College Station Regional Association of REALTORS®, hereafter referred to as the Association.

ARTICLE II - PURPOSES

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 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 a procuring cause of the sale (or lease).

ARTICLE III - SERVICE AREA

The area within which the Service shall function shall at all times be coextensive with or within the territorial jurisdiction of the Bryan-College Station Regional Association of REALTORS®.

ARTICLE IV - PARTICIPATION

A. PARTICIPATION DEFINED

Any REALTOR® Member of the Association 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. 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 on-going 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 law. 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. 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 on a nondiscriminatory manner to all Participants and potential Participants. 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 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. The REALTOR® principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the participant shall have all rights, benefits, and privileges of the service, and shall accept all obligations to the service for the participant's firm, partnership, or corporation, and for compliance with the bylaws and rules and regulations of the service by all persons affiliated with the participant who utilize the service.

#### B. 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 Board 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.

#### C. DISCONTINUANCE OF SERVICE

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

#### D. SUBSCRIBERS

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

### ARTICLE V - 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 VI - GOVERNING BODY

#### A. GOVERNMENT OF THE SERVICE

The government of the Service shall be vested in a Board of Directors comprised of the elected Officers and Directors nominated and elected as described in this Article.

#### B. OFFICERS OF THE SERVICE

The officers of the Service, who shall also be Directors, shall be a President, a President Elect, and a Secretary-Treasurer, and shall have such duties as described in this Article.

#### C. BOARD OF DIRECTORS

There shall be a total of seven (7) elected Directors, including the President, President Elect, and Secretary-Treasurer of the Service, to be elected from among the Participants of the Service, except that not more than five (5) Directors may be elected from among REALTORS® other than Participants who are affiliated with Participants and serve with consent of the Participants as representatives of the Participant within whom they are affiliated. In addition to the elected Directors, the current President of the Association or a person appointed by the President, and the Immediate

Past President of the Service shall serve as Directors, ex officio, with full voting privileges.

D. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

The Officers and Directors of the Service shall be nominated by a vote of the Participants in the Service in accordance with the provisions of Article 7, Meetings, of these Bylaws and as further set forth below:

1. **Nomination Committee.** The Nominating Committee shall consist of the current President of the Service, the President Elect and the two (2) immediate past Presidents of the Service. The President of the Service shall appoint replacement members if immediate past Presidents of the Service are not available or unable to serve. The Nominating Committee will meet and select a proposed slate of Officers and Directors of the Service not more than forty-five (45) nor less than fifteen (15) days prior to the date of the meeting of the Participants of the Service at which nominees shall be selected by vote of the Participants. The proposed slate of Officers and Directors shall be reported to the President and Secretary of the Service

2. **Notice of Proposed Nominees.** The President shall cause a list of the proposed nominees selected by the Nominating Committee to be forwarded to the Participants of the Service, setting forth time, place, and other pertinent conditions of the meeting to select the final list of nominees by vote of the Participants of the Service. The notice to the Participants of the Service concerning the meeting to select nominees for Officers and Directors shall be mailed on a date at least seven (7) days prior to the proposed meeting.

3. **Rights of Participants to Select Additional Nominees.** The names of additional proposed nominees may be added to the list selected by the Nominating Committee by a petition submitted to the Secretary of the Service by 10% of the Participants of the Service, with said petition received not less than fifteen (15) days prior to the date of meeting of the Participants to select nominees for Officers and Directors. The names contained in such petition, if duly received and certified, shall be presented in writing to the Participants at the meeting to select nominees as additional nominees for consideration for such office as specified in the petition. In addition, nominations may be made from the floor at the duly noticed meeting of the Participants to select nominees for Officers and Directors and, if seconded, shall be added to the list of proposed nominees.

4. **Voting by Written Secret Ballot and Waiver.** Voting for selection of nominees, if other than on a motion to cast a unanimous vote for the original proposed slate, shall be by show of hands, unless a majority of the participants present and voting approve voting by secret ballot, in that case, the ballot shall contain blank spaces for writing in additional names proposed by petition or from the floor at the meeting to select nominees.

If so desired, by the Participants, the ballots will be, delivered or made available electronically to all Participants of the Service in good standing and entitled to vote. The election shall be by secret ballot. The ballot shall contain the names of all candidates. All ballots must be properly executed and submitted within the time specified in order to be counted. Detailed procedures to secure the handling of ballots shall be in conformity with such additional rules and regulations as the Board of Directors may adopt. There will be no ballots accepted by telephone or fax.

5. **Vote to Select Nominees.** Voting shall be in accordance with provisions of Article VII of these Bylaws.

6. **Nominees Submitted to Shareholder for Election.** When nominees for Officers and Directors of the Service for the forthcoming fiscal year have been selected by vote of the Participants of the Service, such nominees shall be submitted to the Board of Directors of the Association (shareholder) for election pursuant to Article XVIII, Section 1 of the Bylaws of the Association Upon election by the Association (shareholder), the individuals so elected shall be considered Officers-Elect and Directors-Elect and shall assume their respective offices on January 1st. The term of office for Officers and Directors of the Service shall be on a calendar year basis. In the event one (1) or more nominee(s) is/are not elected by the Board of Directors of the Association (shareholder), and upon notice of such failure of election, the President of the Service shall select a proposed Participant or Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the Association (shareholder) to be considered for election to fill the vacancy or vacancies existing.

7. **Vacancies.** The President or presiding officer shall appoint a Nominating Committee who shall recommend to the Service Board of Directors candidates to fill vacancies. Vacancies among the Officers and Directors shall be filled by a simply majority vote of the Service Board of Directors at the next regularly scheduled Service

Executive Board Meeting and shall hold office for the balance of the term subject to final approval of the Board of Directors of the Association (shareholder).

In the event that nominees are not duly and timely provided by the Service to the Board of Directors of the Association (shareholder), as provided in these Bylaws, then the Board of Directors of the Association (shareholder) shall exercise rights as sole and exclusive shareholder to elect a Participant or Participants of the Service to fill any existing vacancy or vacancies as Officers or Directors of the Service.

E. TERM OF OFFICE

The Officers shall serve for a one-year term. The elected Directors shall serve for staggered two (2) year terms. Officers and Directors shall take office upon the effective date of their offices and shall continue until their successors are elected, qualified, and installed. No Officer or Director shall be nominated and elected to the same office for more than two (2) consecutive terms.

F. DUTIES OF OFFICERS AND DIRECTORS

The duties of the Officers and Directors shall be as follows:

1. The President shall be the chief executive officer of the Service and shall preside at its meetings and those of the Board of Directors, and shall perform all the duties of President subject to declared policies and, as required, subject to confirmation of the Board of Directors.

2. The President Elect shall, in the absence of the President, perform all the duties of the President.

3. The Secretary-Treasurer shall be the custodian of the funds of the Service and shall keep an accurate record of all receipts and disbursements. The Secretary-Treasurer shall provide to all Members of the Board of Directors a quarterly statement of all accounts and financial affairs for the Service, and shall have charge of the corporate seal and affix the name to all documents properly requiring such seal.

4. The Board of Directors of the Service shall be the governing body of the Service and shall have control of all the affairs of the Service and shall authorize all expenditures of funds. The Board of Directors shall, prior to the end of each fiscal year, prepare a budget reflecting projected costs and expenses of the Service for the next fiscal year, indicating projected income from all sources. The budget shall be submitted to the Participants of the Service for approval on a date not less than fifteen (15) days prior to the first day of the next fiscal year. The Board of Directors shall not incur an obligation in excess of five percent (5%) over the total budget without the authorization by vote of a two-thirds majority of REALTOR® Participants of the Service present and voting unless such excess is the result of an increase in the volume of listings processed by the Service over that projected in preparing the annual budget. The Board of Directors shall employ such executive, legal, and office personnel it deems necessary to care for and maintain the properties of the Service. The Board of Directors shall have the right to make an audit of all books and accounts at any time without notice. The Board of Directors shall have the power for time to time to adopt such Rules and Regulations that they may deem appropriate subject to final approval of the Board of Directors of the Association (shareholder). Except as otherwise provided in these Bylaws and Rules and Regulations, the action of the Board of Directors shall be final.

G. ATTENDANCE OF OFFICERS AND DIRECTORS

Any Officer or Director who fails to attend two (2) successive or three (3) regular or special meetings of the Board of Directors without excuse acceptable to the President within the fiscal year of the Service shall be deemed to have resigned from the Board and the vacancy shall be filled herein provided for in Article VI, Section D, 7 of these Bylaws.

ARTICLE VII - MEETINGS

A. ANNUAL MEETING

The annual meeting of the Participants of the Service shall be held during the month of October at the time and place specified by the Board of Directors.

B. SPECIAL MEETINGS OF THE SERVICE

Special meetings of the Participants of the Service may be called from time to time by the President, the Board of Directors, or by 20% of the Participants of the Service. A written and/or electronic notice stating the day, place, and hour of the meeting, the purpose or purposes for which the meeting is called, shall be delivered to all REALTORS® who are Participants in the Service not less than five (5) days prior to said meeting.

C. QUORUM AND VOTING AT MEETING OF THE SERVICE

For the transaction of business, 20% of the Participants of the Service shall be considered a quorum. A majority vote by such Participants present and voting at a meeting of the Directors attended by a quorum shall be required for passage of motions.

Any Participant of the Service or his/her designated associate member shall be permitted to vote in person as proxy for another member upon presentation to the Service President of a signed authorization which shall be on a form provided by the Service Board.

D. MEETING 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 three (3) Members of the Board of Directors. Four (4) Directors 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.

E. PRESIDING OFFICER

At all meetings of the Participants of the Service, or of the Board of Directors, the President or, in the absence of the President, the President Elect shall serve as presiding officer. In the absence of the President and the President Elect, the President shall name a temporary Chairperson or, upon his failure to do so, the Board of Directors of the Service shall appoint a temporary Chairperson.

ARTICLE VIII - 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 may include REALTORS® employed by or affiliated as independent contractors with a REALTOR® Participant serving as representatives of said REALTOR® Participant and with their consent, and who may serve either as a Chairperson or Member of a Committee.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Service shall commence on January 1st and shall end on December 31st.

ARTICLE X - AMENDMENTS

A. AMENDMENTS TO BYLAWS

Amendments to these Bylaws shall be by the Participants of the Service, and shall be determined at an Annual Meeting or Special Meeting of the Service in accordance with the provisions of Article VII concerning Meetings of the Service. Amendments to the Bylaws of the Service approved by the Participants shall further be subject to approval of the Board of Directors of the Association (shareholder).

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

If the proposed amendments to the Bylaws of the Service fail approval of the Board of Directors of the Association (shareholder), the Board of Directors of the Service shall be informed, and advised that the proposed amendment or amendments to Bylaws be further considered and resubmitted to shareholder as approved by the Participants of the Service.

B. 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 VII, Section D, concerning Meetings of the Board of Directors, subject to final approval by the Board of Directors of the Association (shareholder).

When approved by the Board of Directors of the Association (shareholder) as described, the amendments to the Rules and Regulations of the Multiple Listing Service shall be effective immediately or as stated in the amending resolution.

If the proposed amendments of the Service rules and regulations fail approval by the Board of Directors of the Association (shareholder), 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 the Association (shareholder).

ARTICLE XI - 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 with the approval of the Participants thereof and of the Board of Directors of the Association (shareholder). Said plan shall provide for the collection of all assets, the payment of all liabilities, and the remaining portions thereof be assigned to the parent corporation, namely, Bryan-College Station Regional Association of REALTORS®, Incorporated.