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**Broward, Palm Beaches and St  
Lucie Realtors®**

**BEACHES**  **MLS**  
**2022 Bylaws**

Adopted: 07/28/22

This document supersedes all previous versions.

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# Bylaws for Beaches MLS, Inc.

## A Florida Corporation

### Article 1 Name

The name of this company shall be Beaches MLS, Inc. (a Florida corporation), hereinafter referred to as the service, all the shares of stock of which are solely and wholly-owned by the Broward, Palm Beaches And St Lucie REALTORS®, a Florida corporation.

### Article 2 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 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 the sale (or lease).

### Article 3 Service Area

The area within which the service shall function shall at all times be coextensive with the State of Florida and such other territories as the board of directors shall determine by resolution.

### 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. Participation in the service is also available to nonmember principals who meet the qualifications established in the association's bylaws and MLS rules and regulations. 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 the 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 the service where access to such information is prohibited by law.

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/she 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/she 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 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.

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 or an approved online course 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. Participants and Subscribers may be required, at the discretion of the MLS, to complete additional training of not more than 4 classrooms hours in any 12 month period.

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 law.

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.

#### **Section 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® or non-member principal 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.

#### **Section 4.2 Discontinuance of Service**

Participants of the service may discontinue the service by giving the service 3 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. No refunds will be provided to participants who discontinue service before the end of any period for which they have paid. The service will inactivate accounts for failure to pay upon notice. If a participant discontinues service or is inactivated and seeks to be reactivated within in a year after the date of inactivation, the broker may pay a reactivation fee set by the board instead of having to reapply.

#### **Section 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.

## Article 5 Service Charges

The board of directors shall recommend charges made for participation in the service and as amended from time to time, to the Broward, Palm Beaches And St Lucie REALTORS® board of directors for their approval, and said charges shall be specified in the service's schedule of fees.

## Article 6 Government of the Service

The government of the service shall be vested in a board of directors comprised of the officers and directors selected as described in this article and subject to the approval of the Broward, Palm Beaches And St Lucie REALTORS® board of directors.

### Section 6.1 Officers of the Service

The officers of the service shall be a chairman, vice chairman, president of Broward, Palm Beaches And St Lucie REALTORS®, president elect of Broward, Palm Beaches And St Lucie REALTORS®, and chief executive officer, and Broward, Palm Beaches And St Lucie REALTORS® immediate past president and shall have such authority and duties as described in this article or as resolved by the board of directors. One person may hold more than one office. The President Elect of Broward, Palm Beaches And St Lucie REALTORS® shall appoint these officers, subject to approvals of the Broward, Palm Beaches And St Lucie REALTORS® board of directors. The CEO of Broward, Palm Beaches And St Lucie REALTORS® shall serve as the CEO and secretary of the company. The board of directors may, from time to time, designate persons to hold other offices with authority and duties established by the board of directors.

### Section 6.2 Board of Directors

There shall be a total of 11 (eleven) voting Directors:

- The MLS Chairman and MLS Vice Chairman.
- The current President, President Elect and Immediate Past President of Broward, Palm Beaches and St. Lucie REALTORS®.
- The MLS Committee Chairman shall sit on the MLS Board of Directors during their 1-year appointment as the MLS Committee Chairman.
- 3 (three) Directors that are appointed 3-year staggered terms.
- 2 (two) Directors that are appointed a 1-year term.

Absent a determination by Broward, Palm Beaches and St. Lucie REALTORS® to the contrary, each Officer (except the CEO/Secretary) shall serve as a Director with full voting rights. The CEO/Secretary is a non-voting Director and is not included in the 11 (eleven) voting Director count.

The Broward, Palm Beaches and St. Lucie REALTORS® President Elect shall appoint the remaining open board position(s) for a 3-year term with the exception of the 2 (two) Directors serving a 1-year term. The incoming BeachesMLS Chairman will appoint 1 (one) of the Directors serving a 1-year term and the Broward, Palm Beaches and St. Lucie REALTORS® President Elect shall appoint the other 1 (one) Director serving a 1-year term. The 1-year Director positions, and only these positions, will be filled by an application process **starting in 2021 for 2022 appointments.**

Prior to the commencement of the term, the Broward, Palm Beaches and St Lucie REALTORS® President Elect will appoint the remaining 3-year open board Director positions with the advice of the incoming MLS Board of Directors Chairman. The incoming MLS Board of Directors Chairman will consult with the Broward, Palm Beaches and St Lucie REALTORS® President Elect for their 1-year Director appointment.

5 (five) voting Directors may hold positions on the Broward, Palm Beaches and St Lucie REALTORS® Board of Directors, and at least 6 (six) voting MLS Directors will not hold positions on the Association Board of Directors. If an MLS board member is elected to sit on the Broward, Palm Beaches and St Lucie REALTORS® Board of Directors, the Association President Elect will have the option of reappointing the Director as Broward, Palm Beaches and St Lucie REALTORS® Board of Directors representative or that member will be required to resign from the MLS Board of Directors. If an MLS Board of Directors position becomes vacant, the Association President during the term of the vacancy shall fill the vacancy for the remainder of the term. If the 1-year appointment by the MLS Chairman becomes vacant, the MLS Chairman shall replace the vacancy for the remainder of the term.

The MLS Board of Directors Chairman will sit on the Broward, Palm Beaches and St Lucie REALTORS® Board of Directors in ex-officio capacity, as a non-voting member, if not already holding a voting position on the Association Board of Directors. The nonvoting, ex-officio MLS Board of Directors Chairman will not count as one of the 5 (five) possible MLS Directors who may sit on the Association Board of Directors, but an MLS Board of Directors Chairman who is a voting member of the Broward, Palm Beaches and St Lucie REALTORS® will count as 1 of the 5 (five) possible Association Board of Directors.

The MLS Committee Chairman shall sit on the MLS Board of Directors during their 1-year appointment. The MLS Board of Directors Vice Chairman shall sit on the MLS Committee during their 1-year appointment.

### **Section 6.3 Terms of Office**

Each Director shall serve for a 1 (one) 3-year staggered term except the 2 (two) Directors that are appointed a 1 (one) year term and the CEO who serves as the BeachesMLS nonvoting Secretary. Officers and Directors shall take office upon the first of the year. In the initial year (2020) each MLS Board of Director will be appointed a 1, 2 or 3 year term. By virtue of the position; the Association President, Association President Elect, Association Immediate Past President, MLS Board of Directors Chairman and MLS Vice Chairman shall serve a 1-year term in their current capacity but shall serve a 3-year term on the MLS Board of Directors. Officers and Directors may serve for more than one consecutive term. The MLS Board of Directors Chairman and Vice Chairman shall be funded for the CMLS Conference in addition to being funded for NAR conferences under the same policy as the Broward, Palm Beaches and St Lucie REALTORS® Board of Directors. Additional MLS travel will be at the discretion of the CEO and funded accordingly.

### **Section 6.4 Duties of Officers and Directors**

The duties of the officers and directors are as follows:

1. The chairman shall preside at meetings of the board of directors in ex-officio capacity as a non-voting member.
2. The vice chairman shall, in the absence of the chairman, perform all of the duties of the chairman.
3. The chief executive officer shall perform all the duties typically assigned to a chief executive officer, subject to declared policies and, as required, subject to confirmation of the board of directors. The CEO of Broward, Palm Beaches And St Lucie REALTORS®, serving as the-secretary shall maintain the other records of the service, including its corporate minute books, and shall have charge of the corporate seal, if any, and affix the company's name or seal to all documents properly requiring it.
4. The board of directors of the service shall make recommendations to the Broward, Palm Beaches And St Lucie REALTORS® board of directors regarding the affairs of the service. The board of directors shall have the power from time-to-time to adopt such rules and regulations that they may deem appropriate All actions of the board of directors shall be subject to the approval of the Broward, Palm Beaches And St Lucie REALTORS® board of directors.

5. The board of directors will have the authority to approve any MLS products or services that do not exceed previously approved/current MLS budgetary funding. Financial commitments extending beyond 1 contract year will require Broward, Palm Beaches And St Lucie REALTORS® board of directors approval
6. The board of directors will hear Compliance Hearing Appeals via a three (3) to five (5) person Panel appointed by the MLS board of directors Chairman. The MLS board of directors shall ratify compliance hearing findings.

### **Section 6.5 Removal of Officers and Directors**

Despite anything in these bylaws to the contrary, officers and directors of the service serve at the pleasure of the board of directors of Broward, Palm Beaches And St Lucie REALTORS®, which may appoint them to or remove them from office at any time, with or without cause. MLS board of directors Chairman and Vice Chairman may be terminated at the discretion of the Broward, Palm Beaches And St Lucie REALTORS® President with Broward, Palm Beaches And St Lucie REALTORS® board of directors ratification in conjunction with Corporate bylaws policy on majority vote (50% plus 1).

## **Article 7 Meetings**

### **Section 7.1 Annual Meeting**

The service shall have no annual meeting.

### **Section 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 chairman or any 5 (five) members of the board of directors. A simple majority of directors, defined as 30%, 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.

### **Section 7.3 Presiding Officer**

At all meetings of the board of directors, the chairman or, in the absence of the chairman, the vice chairman shall serve as presiding officer. In the absence of the chairman and vice chairman, the board of directors of the service, if there be a quorum of them, shall appoint a temporary chairperson for the meeting.

## **Article 8 Committees**

The chairman, with the approval of the board of directors, shall create such ad hoc committees or task forces as the chairman deems desirable and shall appoint their members. The resolution of the board of directors approving any committee shall state the committee's charge and authority, if any.

## **Article 9 Fiscal Year**

The fiscal year of the service shall be the fiscal year of Broward, Palm Beaches And St Lucie REALTORS®.

## **Article 10 Amendments to Bylaws**

Amendments to these bylaws shall be upon resolution of Broward, Palm Beaches And St Lucie REALTORS®. When amendments to the bylaws of the service have been approved by the board of directors of Broward, Palm Beaches And St Lucie REALTORS®, said amendments shall be effective immediately or as stated in the amending resolution.



## **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 multiple listing service in accordance with these bylaws and subject to final approval by the board of directors of Broward, Palm Beaches And St Lucie REALTORS®.

When approved by the board of directors of Broward, Palm Beaches And St Lucie REALTORS®, 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 multiple listing service rules and regulations fail approval by the board of directors of Broward, Palm Beaches And St Lucie REALTORS®, 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 multiple listing service to the board of directors of Broward, Palm Beaches And St Lucie REALTORS®.

## **Article 11 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 board of directors of Broward, Palm Beaches And St Lucie REALTORS®. Said plan shall provide for the collection of all assets, the payment of all liabilities, and that the remaining portions thereof be assigned to the parent corporation, namely, Broward, Palm Beaches And St Lucie REALTORS®.