

**TAHOE SIERRA MULTIPLE LISTING SERVICE,  
INC. BYLAWS**

Approved by NAR October 31, 2018

# **Bylaws of the Tahoe Sierra Multiple Listing Service, Inc.**

## **ARTICLE I AUTHORITY & GOVERNING MLS RULES**

The Tahoe Sierra Board of Realtors may maintain for the use of its licensed real estate brokers and salespersons, and licensed or certified appraisers a Multiple Listing Service "MLS", all shares of which are solely and wholly owned by the Tahoe Sierra Board of Realtors; and, which shall be governed by the bylaws of the Multiple Listing Service and by the California Association of Realtors® Model MLS Rules and Regulations, as amended from time to time by C.A.R., which are hereby incorporated by reference herein; and, such additional local MLS Rules and Regulations as may be hereinafter adopted by the MLS Board of Directors, subject to the approval of the Board of Directors of the Tahoe Sierra Board of Realtors. In the event of a conflict between the California Association of Realtors® Model MLS Rules and the local MLS Rules and Regulations, the local MLS Rules and Regulations will control.

## **ARTICLE II PURPOSES**

A Multiple Listing Service is a means by which authorized participants make blanket unilateral offers of compensation to other Participants (acting either 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).

## **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 Tahoe Sierra Board of Realtors.

## **ARTICLE IV PARTICIPATION**

**Section 1.** 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 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. (Amended 11/08)

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. (Adopted 11/08)

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)

**(a)** 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. 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. However, Under no circumstances is any individual or firm, regardless of membership status, 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. The nonmember principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the participant shall have only those rights, benefits, and privileges as specified by 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. (Amended 11/08)

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**Section 2.** Participation in the Multiple Listing Service is on an individual basis and may not be transferred or sold to any corporation, firm or other individual. Any reimbursement due to the participation fee is a matter of negotiation between those transferring the business or determined by internal contract arrangement within the firm. However, providing the first participant consents, the Board shall allow a firm to designate a different person as a participant within the firm without additional initial participation fees. The Board may charge an administrative fee for this service of reassigning participants within a firm.

**Section 3.** Continued participation in the MLS is conditioned upon the participant paying applicable fees, complying with the MLS rules and maintaining a current valid real estate license or appraiser's certification or license. A participant and subscriber are required to immediately notify the MLS of any final finding of violation of the real estate law by the California Department of Real Estate or violations of the laws governing appraisers by the California Office of Real Estate Appraisers (OREA) against the participant or subscriber or any licensee or appraiser affiliated with the participant or subscriber including, but not limited to any decisions restricting, suspending or revoking a real estate license or appraisers license or certification of a participant, subscriber, the participant's firm or corporation under which the participant or subscriber acts, or any licensee or appraiser affiliated with the participant or the participant's firm.

**Section 4.** For purposes of these bylaws, a listing broker is a broker participant who is also a listing agent, as defined in Civil Code 1086(f), and who has obtained a written listing agreement by which the broker has been authorized to act as an agent to sell or lease the property or to find or obtain a buyer or lessee. Whenever these bylaws refer to the listing broker, the term shall include the real estate subscriber or licensee acting for the listing broker but shall not relieve the listing broker of responsibility for the act or rule specified.

**Section 5.** For purposes of these bylaws, a cooperating broker or selling broker is a broker participant who is also a selling agent, as defined in Civil Code 1086(g), who acts in cooperation with a listing broker to accept the offer of compensation, and/or subagency, to find or obtain a buyer or lessee. The cooperating broker or selling broker may be the agent of the buyer or, if subagency is offered and accepted, may be the

agent of the seller. Whenever these bylaws or the Rules and Regulations of the MLS Service refer to the cooperating broker or selling broker, the term shall include the real estate subscriber or licensee acting for the cooperating or selling broker but shall not relieve that broker participant of responsibility for the act or rule specified.

**Section 6.** For purposes of these bylaws, an appraiser is an appraiser participant, appraiser subscriber, or certified appraiser acting for the appraiser participant or appraiser subscriber. Whenever these bylaws or the Rules and Regulations of the MLS Service refer to the appraiser, the term shall also include the appraiser subscriber or a licensed or certified appraiser employed by or affiliated as an independent contractor with the firm that employs the appraiser but shall not relieve that appraiser participant of responsibility for the act or rule specified.

## **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, as specified in Rules and Regulations of the service.

## **ARTICLE VI GOVERNING BODY**

**Section 1.** 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.

**Section 2.** The Officers of the service shall be REALTOR® participants (Designated Brokers), and/or REALTOR® subscribers (Salesperson or Salesperson/Broker). They shall also be Directors. The Officers shall be a President, President-elect, and a Secretary/Treasurer, and shall have such duties as described in this Article.

**Section 3.** There shall be a total of six (6) elected Directors, including the President, President-elect, and Secretary/Treasurer of the service, to be elected from among the REALTOR® participants (Designated Brokers), and/or REALTOR® subscribers (Salesperson or Salesperson/Broker) of the service, except that not more than three (3) Directors may be elected from among REALTORS®, other than REALTOR® broker participants, and serve with consent of the participants as representatives of the participants with whom they are affiliated. In addition to the elected Directors, the current President of the Tahoe Sierra Board of Realtors, or a person appointed by him,

and the Immediate Past President of the service shall serve as Director, ex officio, with full voting privileges.

**Section 4.** The nominating committee shall be the same committee as that of the Tahoe Sierra Board of Realtors. (*Reference Article XI Section 4 of the Tahoe Sierra Board of Realtors Bylaws.*)

**Section 5.** REALTOR® participants (Designated Brokers), REALTOR® subscribers, MLS only participants, and MLS only subscribers shall have one full vote in the election of the Officers and Directors of the Multiple Listing Service and amendments to the MLS bylaws.

**Section 6.** The Officers shall serve for a two (2) year term. The elected Directors shall serve for two year staggered 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.

**Section 7.** The duties of the Officers and Directors shall be as follows:

- a) The President shall be the Chair of the Service and shall preside at its meetings and those of the Board of Directors, and shall perform all duties of President subject to declared policies and, as required, subject to confirmation of the Board of Directors.
- b) The President-elect shall, in the absence of the President, perform all of the duties of the President.
- c) 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 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.
- d) The Board of Directors of the service shall be the governing body of the Service and shall have control of all affairs of the service and shall authorize all expenditures of funds. The Tahoe Sierra Board of Realtors Budget and Finance Committee, which shall include the MLS Treasurer, shall, prior to the end of each calendar year, prepare a budget reflecting projected costs and expenses of the service for the next calendar year, indicating projected income from all sources.
- e) The MLS Board of Directors shall have the power from time to time to adopt such Rules and Regulations that they deem appropriate subject to final approval of the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder). Except as otherwise provided in these bylaws and Rules & Regulations, the action of the TSBOR Board of Directors shall be final.

**Section 8.** In the event that an Officer or Director is deemed to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure:

- a) A petition requiring the removal of an Officer or Director and signed by not less than one-third of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking

officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.

- b) Upon receipt of the petition, and not less than twenty (20) days or more than forty five (45) days thereafter, a special meeting of the voting membership of the MLS shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director, and to render a decision on such petition.
- c) The special meeting shall be noticed to all voting members at least (10) days prior to the meeting, and shall be conducted by the President of the MLS unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting of the hearing by the members. Provided a quorum is present, a three-fourths vote of members present and voting shall be required for removal from office.
- d) All proceedings are subject to review and final approval of the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder).

**Section 8.** All members of the MLS Board of Directors shall be REALTOR® participants in the Service or REALTORS® affiliated with REALTOR® participants. No REALTOR® for whom a Participant has filed for an exemption (certificate of nonuse) may serve on the MLS Board of Directors.

## **ARTICLE VII MEETINGS**

**Section 1.** The annual meeting of the service shall be held at the same time and place as the annual meeting of the Tahoe Sierra Board of Realtors.

**Section 2.** The Multiple Listing Service Board of Directors shall meet for the transaction of its business at a time and place to be determined by the MLS Board of Directors or at the call of the President. The MLS Board of Directors may call meetings of the participants and subscribers in the service for the purpose of gathering and disseminating information.

**Section 3.** A majority of the members of the MLS Board of Directors shall constitute a quorum. A majority of those present at a meeting shall be required for action unless it is a matter involving a recommendation for an amendment of the MLS Rules and Regulations in which case a majority vote of the total number of MLS Board of Directors shall be required.

**Section 4.** Any MLS Director who fails to attend three (3) consecutive regular or special meetings of the MLS Board of Directors, without excuse acceptable to the President of the MLS Board of Directors, shall be deemed to have resigned from the MLS Board of Directors and the vacancy shall be filled as herein provided.

**Section 5.** Special meetings of voting members of the service may be called from time to time by the President of the MLS Board of Directors, or by 10% of the voting members of the service. Written notice stating the day, place, and hour of the meeting,

the purpose or purposes for which the meeting is called, shall be delivered to voting members in the service not less than 2 days prior to said meeting.

**Section 6.** For the transaction of business, 10% of the voting members shall be considered a quorum. A simple majority of the voting members present and voting at a meeting of the membership attended by a quorum shall be required for passage of a motion.

**Section 7.** At all meetings of the participants of the service, or of the MLS 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 President-elect, the President shall name a temporary Chairman or, upon his failure to do so, the Board of Directors of the service shall appoint a temporary Chairman.

## **ARTICLE VIII COMMITTEES**

The President, with the approval of the MLS Board of Directors, shall create such standing or Ad Hoc Committees as deemed desirable and shall appoint its members. Each Committee shall consist of not less than three (3) participants in the service, but may also include REALTORS®, employed by or affiliated as independent contractors with a REALTOR® participant serving as representative of said REALTOR® participant and with their consent, and who may serve either as a Chairman or member of a committee.

## **ARTICLE IX FISCAL YEAR AND ELECTIVE YEAR**

The fiscal year of the Board shall be the calendar year.

## **ARTICLE X AMENDMENTS**

**Section 1.** Amendment to these bylaws shall be by the voting members of the service in accordance with provisions of Article VII concerning meetings of the service. The bylaws may be amended by a simple majority of those who cast a ballot at any meeting of the MLS, or by a mail ballot, provided the substance of such proposed amendment, or amendments, shall be plainly stated in the call for the meeting or mailing of ballots. Amendments to the bylaws of the service, approved by the voting members, shall further be subject to approval of the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder). When amendments to the bylaws of the service have been

approved by the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder), said amendments shall be effective immediately or as stated in the amending resolution. If the proposed amendments to the bylaws of the Multiple Listing Service fail approval of the Board of Directors of TSBOR (shareholder), the Board of Directors of the Multiple Listing 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 voting members of the Multiple Listing Service.

**Section 2.** Amendments to the Rules & Regulations of the service shall be by consideration and approval of the Board of Directors of the Multiple Listing Service in accordance with the provisions of Article VI, Section 2, concerning meetings of the Board of Directors, subject to final approval of the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder). When approved by the Board of Directors of the Tahoe Sierra Board of Realtors (shareholder), as described, the amendments to the Rules & 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 & Regulations fail approval of the Board of Directors (shareholder), the Board of Directors of the Multiple Listing 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 of the Board of Directors of the Tahoe Sierra Board of Realtors (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 voting members thereof and of the Board of Directors of the Tahoe Sierra Board of Realtors (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, Tahoe Sierra Board of Realtors.