

**BYLAWS**

**OF THE**

**RIO GRANDE VALLEY**

**MULTIPLE LISTING SERVICE, INC.**

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**Article 1 Name**

The name of this organization shall be the Rio Grande Valley Multiple Listing Service of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®, Inc., hereinafter referred to as the “Service”, all the shares of stock of which are solely and wholly owned in equal proportion by the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®, Inc.

**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 be determined by the Board of Directors.

## 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 the Service 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 membership or participation in the Service 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 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. 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, as those bylaws and rules and regulations may be modified and amended from time to time.

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.

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.

#### **Article 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® principal of this or any other association 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.

#### **Article 4.2 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.

### **Article 4.3 Subscribers**

Subscribers (or users) of the Service 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 participant of the Service or the participant's licensed designee.)

### **Article 5 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 6**

### **Government of the Service**

The government of the Service shall be vested in a board of directors comprised of appointed officers and directors as described in this article.

#### **Article 6.1 Officers of the Service**

The officers of the service, who shall also be directors, shall be a chairman, a vice-chairman, and a secretary-treasurer, and shall have such duties as described in this article.

## **Article 6.2 Board of Directors**

There shall be a total of seven (7) appointed directors, including the Chairman, Vice -Chairman, and secretary-treasurer of the Service. Chairman shall be the president of the Brownsville/South Padre Island Board of REALTORS® or the Harlingen Board of REALTORS®, alternating annually between the position, and Vice -Chairman shall be the president-elect of the Brownsville/South Padre Island Board of REALTORS® or the Harlingen Board of REALTORS®, alternating annually between the position, whereby the President of one of said boards shall be the Chairman and the Vice-Chairman shall be from the other board. The remaining five (5) Directors shall be appointed from the board of directors of both the Brownsville/South Padre Island Board of REALTORS® and the Harlingen Board of REALTORS®, with each board having appointed no more than three (3), excluding the Chairman. For example, when the Chairman is from the Brownsville/South Padre Island Board of REALTORS® and the Vice-Chairman is from the Harlingen Board of REALTORS®, then the remaining five (5) directors will be comprised of three (3) from the Brownsville/South Padre Island Board of REALTORS® and two (2) from the Harlingen Board of REALTORS®. Conversely, when the Chairman is from the Harlingen Board of REALTORS® and the Vice-Chairman is from the Brownsville/South Padre Island Board of REALTORS® , then the remaining five (5) directors will be comprised of three (3) from the Harlingen Board of REALTORS® and two (2) from the Brownsville/South Padre Island Board of REALTORS® . With the exception of the Chairman, there shall at all times be equal representation on the Board of Directors from the Brownsville/South Padre Island Board of REALTORS® and the Harlingen Board of REALTORS®.

## **Article 6.3 Appointment of Officers and Directors**

All Directors to be appointed shall be from the Brownsville/South Padre Island Board of REALTORS® or the Harlingen Board of REALTORS®, and participants of the Service.

**Article 6.4**  
**Terms of Office**

The officers shall serve for a one-year term. The appointed directors shall serve for staggered three-year terms with one-third of the terms expiring each year. 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 appointed to the same office for more than two (2) consecutive terms.

**Article 6.5 Duties of Officers and Directors**

The duties of the officers and directors are as follows:

A. The Chairman shall preside at its meetings and those of the board of directors, and shall perform all the duties of the Chairman subject to declared policies and, as required, subject to confirmation of the board of directors.

B. The Vice-Chairman shall, in the absence of the Chairman, perform all of the duties of the Chairman.

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 Secretary/Treasurer shall provide to all members of the board of directors a monthly 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 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 board of directors for both the Brownsville/South Padre Island Board of REALTORS® and the Harlingen Board of REALTORS®, not less than ninety (90) days prior to the first day of the next fiscal year. 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 and otherwise conduct the administrative business 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 from time-to-time to adopt such rules and

regulations that they may deem appropriate. Except as otherwise provided in these bylaws and rules and regulations, the action of the board of directors shall be final.

### **Article 6.6 Removal of Officers and Directors**

In the event that an officer or director of the Service is deemed to be incapable of fulfilling the duties for which appointed, but will not resign from office voluntarily, the officer or director may be removed from office under the following procedure:

A. A petition in writing requesting the removal of an officer or director and signed by not less than one-third of the participants or a majority of the board of directors of the Service shall be filed with the presidents of both of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®, or if the Chairman 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 both of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS® 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 participants at least ten (10) days prior to the meeting, and shall be conducted by the Chairman of the board of directors of the Service, unless the Chairman's continued service in office is being considered at the meeting. In such case, the next- ranking officer of the Service will conduct the meeting or the hearing by the participants. Provided a quorum is present, a three-fourths 3/4 vote of participants present and voting shall be required for removal from office.

### **Article 7**

#### **Annual Meeting**

The annual meeting of participants of the service shall be held during the month of February the time and place specified by the board of directors of the Service.

### **Article 7.1 Special Meetings of the Service**

Special meetings of participants of the service may be called from time to time by the Chairman, the majority of the board of directors, or by twenty percent (20%) of the participants 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 all REALTORS® who are participants in the Service not less than ten (10) calendar days prior to said meeting.

### **Article 7.2 Quorum and Voting at Meetings of the Service**

For the transaction of business, twenty percent (20%) of the participants of the Service in good standing shall be considered a quorum. A majority vote by such participants present and voting at a meeting attended by a quorum shall be required for passage of motions.

### **Article 7.3 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 three (3) members of the board of directors. Five (5) directors shall constitute a quorum. A majority vote of four fifths (4/5) or eighty percent (80%) by the directors present and voting at a meeting attended by a quorum shall be required for passage of motions. Upon any director's absence from two (2) meetings of the Board of Directors of the Service, the Chairman shall send correspondence to the President of the respective Brownsville/South Padre Island Board of REALTORS® or Harlingen Board of REALTORS to which said director belongs notifying them of same.

### **Article 7.4 Presiding Officer**

At all meetings of the participants of the Service, or 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 Chairman shall name a temporary chairperson or, upon the Chairman's failure to do so, the board of directors of the service shall appoint a temporary chairperson.

## **Article 8**

### **Committees**

The Chairman, with the approval of the board of directors, shall create such standing or ad hoc committees as the Chairman deems desirable and shall appoint their



members. Each committee shall consist of not less than three (3) participants in the Service, but may also include REALTORS® or REALTOR-ASSOCIATE®s, employed by or affiliated as independent contractors with a REALTOR® participant serving as representatives of said REALTOR® participants and with their consent, and who may serve either as a chairperson or member of a committee.

### **Article 9 Fiscal Year**

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

### **Article 10**

#### **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 7, concerning meetings of the Service. Amendments to the bylaws of the service approved by the participants shall further be subject to approval of both board of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®.

When amendments to the bylaws of the Service have been approved both board of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®, 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 by both board of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS® of the shareholder, the board of directors of the multiple listing service shall be informed, and advised that the proposed amendment or amendments to the bylaws be further considered and resubmitted to the shareholder as approved by the participants of the multiple listing service.

#### **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 Service in accordance with the provisions of Article 7, Section 3, concerning meetings of the board of directors, subject to final approval

by the board of directors of both board of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS®.

When approved by the board of directors as described, the amendments to the rules and regulations of the Service shall be effective immediately or as stated in the amending resolution.

## **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 both boards of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of 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, by both board of directors of the Brownsville/South Padre Island Board of REALTORS® and Harlingen Board of REALTORS® in equal proportion.

Approved by NAR April 30, 2019