

**BYLAWS
of the
Southwestern Michigan
Association of REALTORS® , Inc.**

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**BYLAWS
OF THE
SOUTHWESTERN MICHIGAN ASSOCIATION OF REALTORS®, INC.**

ARTICLE I - Name

Section 1. Name. The name of this organization shall be the Southwestern Michigan Association of REALTORS®, Inc., hereafter referred to as the Association.

Section 2. REALTORS®. Inclusion and retention of the term REALTORS® in the name of the Association shall be governed by the Constitution and Bylaws of the National Association of REALTORS® as from time to time amended.

ARTICLE II - Objects

The objects of the Association are:

Section 1. To unite those engaged in the recognized branches of the real estate profession in this community for the purpose of exerting a beneficial influence upon the profession and related interests.

Section 2. To promote and maintain high standards of conduct in the real estate profession as expressed in the Code of Ethics of the National Association of REALTORS®.

Section 3. To provide a unified medium for real estate owners and those engaged in the real estate profession whereby their interests may be safeguarded and advanced.

Section 4. To further the interest of home and other real property ownership.

Section 5. To unite those engaged in the real estate profession in this community with the Michigan Association of REALTORS® and the National Association of REALTORS®, thereby furthering their own objectives throughout the state and nation, and obtaining the benefits and privileges of membership therein.

Section 6. To designate, for the benefit of the public, individuals authorized to use the terms REALTOR® and REALTORS® as licensed, prescribed and controlled by the National Association of REALTORS®.

ARTICLE III - Jurisdiction

Section 1. The territorial jurisdiction of the Association as a Member of the National Association of REALTORS® shall include the County of Berrien, the ten (10) west Townships of Van Buren County which are South Haven, Covert, Geneva, Bangor, Hartford, Keeler, Columbia, Arlington, Lawrence and Hamilton and the twelve (12) west

Townships of Cass County which are Silver Creek, Pokagon, Howard, Milton, Wayne, Lagrange, Jefferson, Ontwa, Volinia, Penn, Calvin and Mason, Michigan.

Section 2. Territorial Jurisdiction is defined to mean:

The right and duty to control the use of the terms REALTOR® and REALTORS® subject to the conditions set forth in these Bylaws and those of the National Association of REALTORS®, in return for which the Association agrees to protect and safeguard the property right of the National Association in the terms.

ARTICLE IV - Membership

Section 1. There shall be seven classes of Members as follows:

(a) REALTOR® Members. REALTOR® Members, whether primary or secondary, shall be:

(1) Individuals who, as sole proprietors, partners, corporate officers, or branch office managers are engaged actively in the real estate profession, including buying, selling, exchanging, renting or leasing, managing, appraising for others for compensation, counseling, building, developing, or subdividing real estate, and who maintain or are associated with an established real estate office in the State of Michigan or a state contiguous thereto. All persons who are partners in a partnership, or all officers in a corporation, who are actively engaged in the real estate profession within the State or a state contiguous thereto shall qualify for REALTOR Membership only, and each is required to hold REALTOR Membership, except as provided in the following paragraph, in a Association of REALTORS within the State or a state contiguous thereto, unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (b) of Article IV.

(2) In the case of a real estate firm, partnership, or corporation, whose business activity is substantially all commercial, only those principals actively engaged in the real estate business in connection with the same office, or any other offices within the jurisdiction of the board in which one of the firm's principals holds REALTOR® membership, shall be required to hold REALTOR® membership unless otherwise qualified for Institute Affiliate Membership as described in Section 1 (d) of Article IV.

(3) Individuals who are engaged in the real estate profession other than as sole proprietors, partners, or corporate officers or branch office managers and are associated with a REALTOR member and meet the qualifications set out in Article V.

(4) Corporate officers (who may be licensed or unlicensed) of a real estate brokerage franchise organization with at least one hundred fifty (150) franchisees located within the United States, its insular possessions and the commonwealth of Puerto Rico, elected to membership pursuant to the provisions in the NAR Constitution and Bylaws. Such individuals shall enjoy all of the rights, privileges and obligations of REALTOR

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membership (including compliance with the Code of Ethics) **except:** obligations related to board mandated education, meeting attendance, or indoctrination classes or other similar requirements; the right to use the term REALTOR® in connection with their franchise organization's name; and the right to hold elective office in the local board, state association and National Association.

(5) Individuals who are engaged in the real estate profession other than as principals, partners, corporate officers, or trustees or as individuals in positions of management control, and are associated with A REALTOR® Member and meet the qualifications set out in Article V.

(6) Primary and secondary REALTOR® Members. An individual is a primary member if the Association pays state and National dues based on such Member. An individual is a secondary Member if state and National dues are remitted through another Association. One of the principals in a real estate firm must be a Designated REALTOR® member of the Association in order for licensees affiliated with the firm to select the Association as their "primary" Association.

(7) Designated REALTOR® Members. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate (or to mediate if required by the association) pursuant to Article 17 of the Code of Ethics and the payment of Association dues as established in Article X of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article V, Section 2, of the Bylaws.

(b) REALTOR® Personal Assistant/Clerical. REALTOR® Personal Assistant/Clerical Members shall be individuals who are licensed with a REALTOR® Member, either as an employee or an independent contractor and are not engaged in the listing, selling, exchanging, showing or negotiating for any real property and do not elect to hold REALTOR® Membership under Section 1(a)(3) of Article IV.

(c) Institute Affiliate Members. Institute Affiliate Members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® membership, subject to payment of applicable dues for such membership.

(d) Affiliate Members. Affiliate Members shall be real estate owners and other individuals or firms who, while not engaged in the real estate profession as defined in paragraph (a) or (b) of this Section, have interests requiring information concerning real estate, and are in sympathy with the objects of the Association.

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(e) Public Service Members. Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organization, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

(f) Honorary Members. Honorary Members shall be individuals not engaged in the real estate profession who have performed notable service for the real estate profession, for the Association, or for the public and will be selected by the Board of Directors.

(g) Student Members. Student Members shall be individuals who are seeking an undergraduate or graduate degree with a specialization or major in real estate at institutions of higher learning and who have completed at least two years of college and at least one college level course in real estate, but are not engaged in the real estate profession on their own account or not associated with an established real estate office.

ARTICLE V - Qualification and Election

Section 1. Application.

(a) Application for membership shall be made in such manner and form as may be prescribed by the Board of Directors and made available to anyone requesting it. The application form shall contain among the statements to be signed by the applicant (1) that he has or had access to, has carefully reviewed, and, if elected a member, will abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and if a REALTOR® or Secondary Member, will abide by the Code of Ethics of the National Association of REALTORS®, including the obligation to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further specified in the Code of Ethics and Arbitration Manual of the National Association, as from time to time amended, and (2) that applicant consents that the Association, through its Membership Committee or otherwise, may invite and receive information and comment about applicant from any member or other persons, and that applicant agrees that any information and comment furnished to the Association by any person in response to the invitation shall be deemed to be privileged and not form the basis of any action for slander, libel, or defamation of character. The applicant shall, with the form of application, have access to a copy of the Bylaws, Constitutions, Rules and Regulations, and Code of Ethics referred to above.

Section 2. Qualification.

(a) An applicant for REALTOR® Membership, who is a principal, partner, or corporate officer of a real estate firm, shall supply evidence satisfactory to the Membership Committee that he is actively engaged in the real estate business, has a place of business

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within the State or a state contiguous thereto (unless a secondary member), has no record of a recent or pending bankruptcy*, has no record of official sanctions involving unprofessional conduct**, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall agree that if elected to membership, he will abide by such Constitution, Bylaws, Rules and Regulations, and Code of Ethics.

Note 1: Article IV, Section 2, of the NAR Bylaws prohibits Member Boards from knowingly granting REALTOR® or REALTOR-ASSOCIATE® membership to any applicant who has an unfulfilled sanction pending which was imposed by another Board of Association of REALTORS® for violation of the Code of Ethics.

(b) Individuals who are engaged in the real estate profession other than as principals, partners, or corporate officers, in order to qualify for REALTOR® Membership, shall at the time of application be associated either as an employee or as an independent contractor with a Designated REALTOR® Member of the Association, or a Designated REALTOR® Member of another Association within the State, has no record of official sanctions involving unprofessional conduct**, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution and Bylaws and Code of Ethics of the National Association of REALTORS®, and shall agree in writing that if elected to membership, he will abide by the Code of Ethics of the National Association of REALTORS®, and by the Constitution, Bylaws, Rules and Regulations of the local Association, the State Association, and the National Association.

(c) An applicant for REALTOR® Personal Assistant/Clerical Membership shall at the time of application be associated either as an employee or as an independent contractor with a REALTOR® Member of the Association, has no record of official sanctions involving unprofessional conduct**, shall complete a course of instruction covering the Bylaws and Rules and Regulations of the Association, the Bylaws of the State Association, and the Constitution, Bylaws and Code of Ethics of the National Association of REALTORS®, and shall agree in writing that if elected to membership, they will abide by the Code of Ethics of the National Association of REALTORS®, and by the Constitution, Bylaws, Rules and Regulations of the local Association, the State Association and the National Association of REALTORS®.

* No recent or pending bankruptcy is intended to mean that the applicant or any real estate firm in which the applicant is a sole proprietor, general partner, corporate officer, or branch office manager, is not involved in any pending bankruptcy or insolvency proceedings or, has not been adjudged bankrupt in the past three (3) years. If a bankruptcy proceeding as described above exists, membership may not be rejected unless the Association establishes that its interests and those of its members and the public could not be adequately protected by requiring that the bankrupt applicant pay cash in advance for Association and MLS fees for up to one (1) year from the date that membership is approved or from the date that the applicant is discharged from bankruptcy (whichever is later). In the event that an existing member

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initiates bankruptcy proceedings, the member may be placed on a "cash basis" from the date that bankruptcy is initiated until one (1) year from the date that the member has been discharged from bankruptcy.

**** No record of official sanctions involving unprofessional conduct means that the Association may only consider:**

- A. judgments against the applicant within the past three (3) years of violations of (1) civil rights laws, (2) real estate license laws, and (3) or other laws prohibiting unprofessional conduct against the applicant rendered by the courts or other lawful authorities.
- B. criminal convictions if (1) the crime was punishable by death or imprisonment in excess of one year under the law under which the applicant was convicted, and (2) no more than ten years have elapsed since the date of the conviction or the release of the applicant from the confinement imposed for that conviction, whichever is the later date.

Section 3. Election. The procedure for election to membership shall be as follows:

(a) The Chief Staff Executive (or duly authorized designee) shall determine whether the applicant is applying for the appropriate class of membership. Applicants for REALTOR® membership shall be granted provisional membership immediately upon submission of a completed application form and remittance of applicable association dues and any application fee. Provisional members shall be considered REALTORS® and shall be subject to all of the same privileges and obligations of membership. Provisional membership is granted subject to final review of the application by the board of directors.

(b) If the board of directors determines that the individual does not meet all of the qualifications for membership as established in the association's Bylaws, or, if the individual does not satisfy all of the requirements of membership such as the completion of a mandatory orientation program within the next 2 times that the class is offered from the Association's receipt of their application, membership may, at the discretion of the board of directors, be terminated. Dues shall be computed from the date of application and shall be non-refundable unless the association's board of directors terminates the individual's membership in accordance with Subsection (a) above. In such instances, dues shall be returned to the individual less a prorated amount to cover the number of days that the individual received association services and any application fee. The board of directors shall vote on the applicant's eligibility for membership. If the applicant receives a majority vote of the board of directors, he/she shall be declared elected to membership and shall be advised by written notice.

(c) The board of directors may reject an application without providing the applicant with advance notice of the findings, an opportunity to appear before the board of directors, to call witnesses on his/her behalf, to be represented by counsel, and to make such statements as he/she deems relevant. The board of directors may also have counsel

present. The board of directors shall require that written minutes be made of any hearing before it or may electronically or mechanically record the proceedings.

(d) If the board of directors determines that the application should be rejected, it shall record its reasons with the Chief Staff Executive (or duly authorized designee). If the board of directors believes that denial of membership to the applicant may become the basis of litigation and a claim of damage by the applicant, it may specify that denial shall become effective upon entry in a suit by the association for a declaratory judgment by a court of competent jurisdiction of a final judgment declaring that the rejection violates no rights of the applicant.

Section 4. New Member Code of Ethics Orientation

(a) Applicants for REALTOR® membership and provisional REALTOR® members (where applicable) shall complete an orientation program on the Code of Ethics of not less than (2) two hours and (30) thirty minutes of instructional time. This requirement does not apply to applicants for REALTOR® membership or provisional members who have completed comparable orientation in another association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement by not attending the next scheduled Ethics & Orientation Program after date of application (or, alternatively, the date that provisional membership was granted) will result in denial of the membership application or termination of provisional membership.

Section 5. Continuing Member Code of Ethics Training

(a) Effective January 1, 2019, through December 31, 2021, and for successive three year periods thereafter, each REALTOR® member of the association (with the exception of REALTOR Members granted REALTOR Emeritus status by the National Association) shall be required to complete ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another REALTOR association, the State Association of REALTORS®, the NATIONAL ASSOCIATION OF REALTORS®, which meets the learning objectives and minimum criteria established by the NATIONAL ASSOCIATION OF REALTORS® from time to time. REALTOR® members who have completed training as a requirement of membership in another association and REALTOR® members who have completed the New Member Code of Ethics Orientation during any three (3) year cycle shall not be required to complete additional ethics training until a new three (3) year cycle commences.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty.

Failure to meet the requirement in any three (3)-year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated. (Adopted 1/01, Amended 11/19)

ARTICLE VI - Privileges and Obligations

Section 1. The privileges and obligations of members in addition to those otherwise provided in these Bylaws, shall be as specified in this Article.

Section 2. Any Member of the Association may be reprimanded, fined, placed on probation, suspended or expelled by the Board of Directors for violation of these Bylaws and Association Rules and Regulations not inconsistent with these Bylaws, after a hearing as provided in the Code of Ethics and Arbitration Manual of the Association. Although Members other than REALTORS® are not subject to the Code of Ethics nor its enforcement by the Association, such Members are encouraged to abide by the principles established in the Code of Ethics of the National Association of REALTORS® and conduct their business and professional practices accordingly. Further, Members other than REALTORS® may, upon recommendation of the Membership Committee, or upon recommendation by a hearing panel of the Professional Standards Committee, be subject to discipline as described above, for any conduct which in the opinion of the Board of Directors, applied on a non- discriminatory basis, reflects adversely on the terms REALTOR® or REALTORS®, and the real estate industry, or for conduct that is inconsistent with or adverse to the objectives and purposes of the local Association, the State Association and the National Association of REALTORS®.

Section 3. Any REALTOR® of the Association may be disciplined by the Board of Directors for violations of the Code of Ethics or other duties of membership, after a hearing as described in the Code of Ethics and Arbitration Manual of the Association, provided that the discipline imposed is consistent with the discipline authorized by the Professional Standards Committee of the NATIONAL ASSOCIATION OF REALTORS® as set forth in the Code of Ethics and Arbitration Manual of the National Association.

Section 4. Resignations of Members shall become effective when received in writing by the Board of Directors, provided, however, that if any Member submitting the resignation is indebted to the Association for dues, fees, fines, or other assessments of the Association or any of its services, departments, divisions, or subsidiaries, the Association may condition the right of the resigning Member to reapply for membership upon payment in full of all such monies owed.

Section 5. If a Member resigns from the Association or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the association with respect to disposition of the complaint is final by this association (if respondent does not hold membership in any other association) or by any

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other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an association of REALTORS®.

(a) If a member resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

Section 6. REALTOR® Members

(a) REALTOR® Members, whether primary or secondary, whose financial obligations to the Association are paid in full shall be entitled to vote and to hold elective office in the Association; may use the terms REALTOR® and REALTORS®, which use shall be subject to the provisions of Article VIII; and have the primary responsibility to safeguard and promote the standards, interests and welfare of the Association and the real estate profession.

(b) If a REALTOR® Member is a principal in a firm, partnership, or corporation and is suspended or expelled, the firm, partnership, or corporation shall not use the terms REALTOR® or REALTORS® in connection with its business during the period of suspension, or until readmission to REALTOR® Membership, or unless connection with the firm, partnership, or corporation is severed, whichever may apply. The membership of all other principals, partners, or corporate officers shall suspend or terminate during the period of suspension of the disciplined Member, or until readmission of the disciplined Member, or unless connection of the disciplined Member with the firm, partnership, or corporation is severed, whichever may apply. Further, the membership of REALTORS® other than principals who are employed by or affiliated as independent contractors with the disciplined Member shall suspend or terminate during the period of suspension of the disciplined Member or until readmission of the disciplined Member or until connection of the disciplined Member with the firm, partnership, or corporation is severed, or unless the REALTOR® Member (non-principal) elects to sever his connection with the REALTOR® and affiliate with another REALTOR® Member in good standing in the Association, whichever may apply. If a REALTOR® Member who is other than a principal in a firm, partnership, or corporation is suspended or expelled, the use of the terms REALTOR® or REALTORS® by the firm, partnership, or corporation shall not be affected.

(c) Resignations shall become effective only when accepted by the Board of Directors.

Section 7. REALTOR® Personal Assistant/Clerical. REALTOR® Personal Assistant/Clerical Members shall not be entitled to vote or hold an elected or appointed

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position in the Association and may use the terms REALTOR® and REALTORS®, which use shall be subject to the provision of Article VIII.

Section 8. Institute Affiliate Members. Institute Affiliate Members shall have such rights and privileges and be subject to such obligations as are prescribed by the Board of Directors consistent with the Constitution and Bylaws of the National Association of REALTORS®. **Note:** Local associations establish the rights and privileges to be conferred on Institute Affiliate Members except that no Institute Affiliate Member may be granted the right to use the term REALTOR®, REALTOR-ASSOCIATE®, or the REALTOR® logo; to serve as President of the local association; or to be a participant in the local association's Multiple Listing Service.

Section 9. Affiliate Members. Affiliate Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 10. Public Service Members. Public Service Members shall have such privileges and rights and be subject to such obligations as may be prescribed by the Board of Directors.

Section 11. Honorary Members. Honorary Membership shall confer no rights except the right to attend meetings and participate in discussions, and shall impose no obligations.

Section 12. Student Members. Student Members shall have such privileges and rights and shall be subject to such obligations as may be prescribed by the Board of Directors.

Section 13. Mandatory Educational Requirements. The Board of Directors may, upon a finding that there is a clear and present danger that certain policies and practices of the Association or its Members may result in a significant legal vulnerability and liability to the Association and its Members, require REALTOR® Members to attend biennially educational programs comprising no more than six (6) cumulative hours of instruction with respect to any such Association Member policies and practices. Association Members who have completed similar compulsory educational requirements during the same shall be credited with all such hours of instruction for purposes of compliance with this Bylaw provision. This course will include instruction on antitrust laws, agency laws, civil rights laws, or the REALTORS® Code of Ethics, its interpretation and meaning and/or the procedures related to its enforcement.

Section 14. Certification by REALTOR®. "Designated" REALTOR® Members of the Association shall certify to the Association during the month of May, on a form provided by the Association, a complete listing of individuals licensed or certified with the REALTOR'S firm(s) within the State, and shall designate a primary Association for each individual. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within 15 days of the date of affiliation or severance of the individual.

Section 15. Harassment. Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an association or MLS employee or Association Officer or Director after an investigation in accordance with the procedures of the association. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, talking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-Elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the Association's Code of Ethics and Arbitration Manual. If the complaint names the President, President-Elect or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE VII - Professional Standards and Arbitration

Section 1. The responsibility of the Association and of Association Members relating to the enforcement of the Code of Ethics, the disciplining of members and the arbitration of disputes and the organization and procedures incident thereto shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS® as amended from time to time, which is by reference incorporated into these bylaws, provided, however, that any provision deemed inconsistent with state law shall be deleted or amended to comply with state law.

Section 2. It shall be the duty and responsibility of every REALTOR® Member of this Association to abide by the Constitution and Bylaws and the Rules and Regulations of the Association, the Constitution and Bylaws of the State Association, the Constitution and Bylaws of the National Association of REALTORS®, and to abide by the Code of Ethics of the National Association of REALTORS®, including the duty to arbitrate controversies arising out of real estate transactions as specified by Article 17 of the Code of Ethics, and as further defined and in accordance with the procedures set forth in the Code of Ethics and Arbitration Manual of this Association as from time to time amended.

ARTICLE VIII - Use of the Terms REALTOR® and REALTORS®

Section 1. Use of the terms REALTOR® or REALTORS® by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS® and to the Rules and Regulations prescribed by its Board of Directors. The Association shall have the authority to control, jointly and in full cooperation with the National Association of REALTORS®, use of the terms within its jurisdiction. Any misuse of the terms by members is a violation of a membership duty

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and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the Association's Code of Ethics and Arbitration Manual.

Section 2. REALTOR® Members of the Association shall have the privilege of using the terms REALTOR® or REALTORS® in connection with their places of business within the State or a state contiguous thereto so long as they remain REALTOR® Members in good standing. No other class of Members shall have this privilege.

Section 3. A REALTOR® Member who is a principal of a real estate firm, partnership, or corporation may use the terms REALTOR® or REALTORS® only if all of the principals of such firm, partnership, or corporation who are actively engaged in the real estate profession within the State or a state contiguous thereto are REALTOR® Members.

(a) In the case of a REALTOR® member who is a principal of a real estate firm, partnership, or corporation whose business activity is substantially all commercial, the right to use the term REALTOR® or REALTORS® shall be limited to office locations in which a principal, partner, corporate officer, or branch office manager of the firm, partnership, or corporation holds REALTOR® membership. If a firm, partnership, or corporation operates additional places of business in which no principal, partner, corporate officer, or branch office manager holds REALTOR® membership, the term REALTOR® or REALTORS® may not be used in any reference to those additional places of business.

Section 4. Institute Affiliate Members shall not use the terms REALTOR® or REALTORS® nor the imprint of the emblem seal of the National Association of REALTORS®.

ARTICLE IX - State and National Memberships

Section 1. The Association shall be a member of the National Association of REALTORS® and the Michigan Association of REALTORS®. By reason of the Association's membership, each REALTOR® Member of the Member Association shall be entitled without payment, to membership in the National Association of REALTORS® and the Michigan Association of REALTORS®. The Association shall continue as a member of the State and National Associations, unless by a majority vote of all of its REALTOR® Members, decision is made to withdraw, in which case the State and National Associations shall be notified at least one month in advance of the date designated for the termination of such membership.

Section 2. The Association recognizes the exclusive property right of the National Association of REALTORS® in terms REALTOR® and REALTORS®. The Association shall discontinue use of the terms in any forms in its name upon ceasing to be a member of the National Association, or upon a determination by the Board of Directors of the National Association that it has violated the conditions imposed upon the terms.

Section 3. The Association hereby adopts the Code of Ethics of the National Association of REALTORS® and agrees to enforce the Code among its REALTOR® Members. The Association and all of its Members agree to abide by the Constitution, Bylaws, Rules and Regulations, and policies of the National Association and the Michigan Association of REALTORS®.

ARTICLE X - Dues, Fees and Finances

Section 1. Application Fee. The Board of Directors may adopt an application fee for REALTOR® Membership in reasonable amount, not exceeding (3) three times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership, and which shall become property of the Association upon final approval of the application.

Section 2. Dues. The annual dues of Members shall be as follows:

(a) The annual dues of each Designated REALTOR® Member shall be in such amount as established annually by the Board of Directors, plus an additional amount to be established annually by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (1) are employed by or affiliated as independent contractors, who are otherwise directly or indirectly licensed with such REALTOR® Member and (2) are not REALTORS® or REALTOR® ASSOCIATE Members of any Association in the State or a state contiguous thereto, or a REALTOR® Personal Assistant/Clerical Member of the Association, or Institute Affiliate Members of the Association. In calculating the dues payable to the Association by a Designated REALTOR® Member, non-member licensees as defined in Section 2(a), (1) and (2) of this Article shall not be included in the computation of dues if the Designated REALTOR® has paid dues based on said non-member licensees in another Association in the State or a state contiguous thereto provided the Designated REALTOR® notifies the Association in writing of the identity of the Association to which dues have been remitted. In the case of a Designated REALTOR® Member in a firm, partnership, or corporation whose business activity is substantially all commercial, any assessments for non-member licensees shall be limited to licenses affiliated with the Designated REALTOR® (as defined in (1) and (2) of this paragraph) in the office where the Designated REALTOR® holds membership, and any other offices of the firm located with in the jurisdiction of this Association.

(1) For the purpose of this Section, a REALTOR® Member of a Member Board shall be held to be any Member who has a place or places of business within the state or a state contiguous thereto and who, as a principal, partner, corporate officer, or branch office manager of a real estate firm, partnership, or corporation, is actively engaged in the real estate profession as defined in Article III, Section I, of the Constitution of the NATIONAL ASSOCIATION OF REALTORS®. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or by any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has direct or indirect ownership interest and which is engaged in other

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aspects of the real estate business (except as provided for in Section 2 (a) (1) hereof) provided that such licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.

A REALTOR with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and/or referring clients and customers to the REALTOR for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licensees affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing selling, leasing, renting, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR. Designated REALTORS shall notify the association within three (3) business days of any change in status of licensees in a referral firm.

The exemption for any licensee included on the certification form shall automatically be revoked upon the individual being engaged in real estate licensed activities (listing, selling, leasing, renting, managing, counseling, or appraising real property) other than referrals, and dues for the current fiscal year shall be payable.

Membership dues shall be prorated for any licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR membership in the association. However, membership dues shall not be prorated if the licensee held REALTOR membership during the preceding calendar year.

(b) The annual dues of REALTOR® Members other than the Designated REALTOR® shall be in such amount as established annually by the Board of Directors.

(c) REALTOR® Personal Assistant/Clerical. The annual dues of a REALTOR® Personal Assistant/Clerical shall be in such amount as established annually by the Board of Directors.

(d) Institute Affiliate Members. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS. Note: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members (\$105.00). The National Association shall credit \$35.00 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35.00 amount will be credited to the COB unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35.00 to the account of state association for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance,

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initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

(e) Affiliate Members. The annual dues of each Affiliate Member shall be in such amount as established annually by the Board of Directors.

(f) Public Service Members. The annual dues of each Public Service Member shall be in such amount as established annually by the Board of Directors.

(g) Honorary Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

(h) Student Members. Dues payable, if any, shall be at the discretion of the Board of Directors.

Section 3. Dues Payable. Dues for all Members shall be payable annually in advance of the first day of July. Dues for new members shall be computed from the date of application and granting of provisional membership.

(a) Dues shall be payable upon the submission of the application for membership and the local Association dues shall be prorated from the month of the election to membership through the current fiscal year. The portion of the dues for the National Association of REALTORS® and Michigan Association of REALTORS® shall be prorated monthly from the month of election to membership through the end of the calendar year.

(b) In the event a sales licensee or licensed or certified appraiser who holds REALTOR® membership is dropped for nonpayment of Association dues, and the individual remains with the designated REALTOR's firm, the dues obligation of the "designated" REALTOR® (as set forth in Article X, Section 2 (a)) will be increased to reflect the addition of a non-Member licensee. Dues shall be calculated from the first day of the current fiscal year and are payable within 30 days of the notice of termination.

Section 4. Nonpayment of Dues. If dues, fees, fines, or other assessments including amounts owed to the Association or the Association's Multiple Listing Service are not paid within one month after the due date, the non-paying Member is subject to suspension at the discretion of the Board of Directors. Two months after due date membership of the non-paying Member may be terminated at the discretion of the Board of Directors. Three months after due date membership of the non-paying Member shall automatically terminate unless within that time the amount due is paid. However, no action shall be taken to suspend or expel a Member for nonpayment of disputed amounts until the accuracy of the amount owed has been confirmed by the Board of Directors. A former Member who has had his membership terminated for nonpayment of dues, fees, fines or other assessments duly levied in accordance with the provisions of these Bylaws or the provisions of other Rules and Regulations of the Association or any of its services, departments, divisions, or subsidiaries may apply for reinstatement in a manner

prescribed for new applicants for membership after making payment in full of all accounts due as of the date of termination.

Section 5. Deposits and Expenditures. Deposits and expenditures of funds shall be in accordance with policies established by the Board of Directors.

Section 6. Expenditures. The Board of Directors shall administer the finances of the Association, but shall not incur any obligation in excess of \$2,000.00 over the available cash on hand without authorization by vote of a majority of all REALTORS® present at a properly noticed membership meeting.

Section 7. Notice of Dues, Fees, Fines, Assessments or Other Financial Obligations of Members. All dues, fees, fines, assessments or other financial obligations to the Association, the Association's Multiple Listing Service, or the Association's Real Estate Information System shall be noticed to the delinquent Association Member in writing setting forth the amount owed and due date.

Section 8. The dues of REALTOR® members who are REALTOR® Emeriti (as recognized by the National Association), past presidents and past treasurers of the National Association or recipients of the Distinguished Service Award shall be as determined by the Board of Directors.

ARTICLE XI - Officers and Directors

Section 1. Officers. The elective officers of the Association shall be: A President, a President-Elect and a Treasurer. They shall be elected for terms of one year.

Section 2. Duties of Officers. The duties of the officers shall be such as their titles, by general usage, would indicate and such as may be assigned to them by the Board of Directors. The President-Elect shall succeed to the office of President.

Section 3. Chief Staff Executive. The Board of Directors may employ a Chief Staff Executive. He or she shall perform such duties as assigned by the Board of Directors. The Chief Staff Executive, with the approval of the Board of Directors, may employ such other persons as may be necessary to conduct the activities of the Association. The Chief Staff Executive shall serve as Secretary for the Association and shall preserve in books of the Association true minutes of the proceedings of all meetings of the REALTOR® Membership and the Board of Directors. He or she shall safely keep in his or her custody the seal of the Association and shall have authority to affix same to all instruments where its use is required. He or she shall give all notices required by statute, Bylaws or resolution, and shall perform such other duties as may be delegated to him or her by the Directors.

Section 4. Board of Directors

The governing body of the Association shall be a Board of Directors consisting of the Elective Officers and eleven (11) REALTOR® Members of the Association. Five (5) Directors will be known as District Directors and shall be elected by the REALTORS® within the assigned District as established in these Bylaws. Three Directors will be known as At-Large-Directors and shall be elected by the REALTORS® of the Association.

District Directors and At-large Directors shall be elected to serve three year terms, except that at organization, one-third of the elective District Directors shall be elected for terms of one, two and three years, respectively, or for such lesser terms as may be necessary to complete the calendar year. Thereafter, as many Directors shall be elected each year as are required to fill vacancies. Not more than two (2) At-Large-Directors from the same District can serve on the Board of Directors at the same time. The District Directors and At-Large-Directors cannot serve more than two consecutive elected terms on the Board of Directors.

Three Directors shall be ex-officio members of the Board of Directors with full voting privileges and shall consist of the following: 1). Immediate Past President of the Association; 2). Chairman of the Appraiser Advisory Committee; and 3). Chairman of the Multiple Listing System Committee.

Section 5. Election of Officers and Directors.

(a) At least three (3) months before the annual meeting, a Nominating Committee of five (5) REALTOR® Members shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall have a REALTOR® Member from each of the following geographic areas: 1). Cass County 2). Van Buren County and Coloma & Watervliet 3). Niles, Buchanan, Galien, Berrien Springs, Eau Claire 4). St. Joseph, Stevensville, Benton Harbor 5). New Buffalo, Sawyer, Bridgman, Three Oaks. The Nominating Committee shall select one candidate for the office of President-Elect. They shall select at least one candidate for the office of Treasurer and at least two candidates for each At-Large Director position that must be filled on the Board of Directors. Any nominee must have served on an Association or REIS Committee a minimum of two (2) years prior to being nominated. The report of the Nominating Committee shall be given to each REALTOR® Member at least five (5) weeks preceding the election.

(b) Additional candidates for the positions of Treasurer and At-Large-Director may be placed on the ballot by the candidate by having 2% of the REALTOR Members sign a petition supporting their nomination. The Petition needs a statement that by signing below the REALTOR Member supports the candidacy of the REALTOR Member for the position indicated on the petition. A signatory on the petition shall include the following printed information: Name, Office, Date and their signature. Petitions can be started immediately following the report of the Nominating Committee and must be submitted to

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the Association Office no later than fourteen (14) days prior to the Annual Meeting. The Petitions will be certified by the Officers of the Association to insure the listed signatories are REALTOR Members of the Association. Once a petition is certified, the candidates name will go on the ballot.

(c) The election of Officers and At-Large Directors shall be done through electronic voting. The ballot shall contain the names of all candidates and the offices for which they were nominated or were successful with the petitioning process. The electronic voting will open on the eighth (8) day before the annual meeting and will close at 5:00 p.m. two (2) days before the annual meeting. The Candidates with the most votes will be declared elected to their respective positions.

(d) District Director Elections

The election of District Directors shall be done through electronic voting. The voting must be completed within 2 weeks after the annual meeting. Any REALTOR whose office is in the District and who has served on an Association or REIS Committee for a minimum of two (2) years is eligible to run for the District Director position and can place their name on the ballot by submitting their name in writing to the Association that they want to run for the position. This process will be open for seven (7) days following the annual meeting.

The electronic voting will open on the eighth (8) day following the Annual Meeting and will close at 5:00 p.m. on the fourteenth (14) day after the Annual Meeting. The Candidate with the most votes will be declared elected as the District Director.

The five (5) Districts, for the purpose of electing District Directors, are established as the following geographic areas based on where the REALTOR® Member's Office is located:

District 1: Bridgman, River Valley and New Buffalo School Districts

District 2: Buchanan, Niles, Berrien Springs and Eau Claire School Districts

District 3: Benton Harbor, Lakeshore and St. Joseph School Districts

District 4: Edwardsburg, Mottville, White Pigeon, Union, Constantine, Dowagiac and Cassopolis School Districts

District 5: Bangor, Bloomingdale, Coloma, Covert, Fennville, Gobles, South Haven, Decatur, Hartford, Lawrence, Lawton, Paw Paw, and Watervliet School Districts

(e) The President, with the approval of the Board of Directors, shall appoint an election committee of three (3) REALTOR® Members to certify the electronic election results. In case of a tie vote, the issue shall be determined by lot.

(f) If a nominee for Treasurer has an unexpired term as a Director and is not successful in the election, they will continue to serve as a Director for their unexpired term. If they are successful in being elected then the vacancy shall be filled in accordance with Section 6. Vacancies.

Section 6. Vacancies. Vacancies among the Officers and the Board of Directors shall be filled by the President with Board of Director approval until the next annual election. The President, when considering individuals to fill a vacancy for an Officer position, shall select a Director from the existing Board of Directors to fill the vacancy. The President, when considering individuals to fill a vacancy for a At-Large Director position, shall consider all nominees from the previous annual election and any REALTOR® who has served at least two (2) years on an Association, REIS, or MLS Committee.

The President, when considering individuals to fill a vacancy for a District Director position, shall only consider individuals from the District that the Director is from and shall consider any nominees from the previous District election and any REALTOR® from the District who has served at least two (2) years on an Association, REIS, or MLS Committee.

ARTICLE XII- Meetings

Section 1. Annual Meeting. The annual meeting of the Association shall be held during October of each year, the date, place and hour to be designated by the Board of Directors.

Section 2. Meeting of Directors. The Board of Directors shall designate a regular time and place of meeting. If a Director is absent from two (2) Board of Director meetings in a calendar year, the Director is subject to termination from their position at the discretion of the Board of Directors.

Section 3. Other Meetings. Meetings of the Members may be held at such other times as the President or the Board of Directors may determine or upon the written request of at least ten percent of the REALTOR® Members.

Section 4. Notice of Meetings. Written notice shall be given to every member entitled to participate in the meeting at least one week preceding all meetings. If a special meeting, it shall be accompanied by a statement of the purpose of the meeting.

Section 5. Quorum. A quorum for the transaction of business at the annual meeting and the general membership meeting shall consist of 10% of the REALTOR® Members, except for the electronic voting for the election of Officers, Director-At-Large and District Directors when the quorum shall be the number of REALTOR Members who voted in the election.

ARTICLE XIII - Committees

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:

Professional Standards	Membership
Professional Development	Grievance
Finance	Public Relations
Governmental Affairs	Equal Opportunity/Housing Needs

Section 2. Special Committees. The President shall appoint, subject to confirmation by the Board of Directors, such special committees as he or she may deem necessary.

Section 3. Organization. All committees shall be of such size and shall have such duties, functions and powers as may be assigned to them by the President or the Board of Directors, except as otherwise provided in these Bylaws.

Section 4. President. The President shall be an ex officio member of all standing committees and shall be notified of their meetings.

Section 5. The President shall assign the Officers and Directors Committees that they will serve on as Director Liaison for the Board of Directors. The Director Liaison to a committee shall attend the committee meeting and communicate the recommendations and activities of the committee to the Board of Directors. The Director Liaison shall be an Ex Officio Member of the committee with the right to vote.

Section 6. President-Elect. The President-Elect shall appoint a Vice Chairman for each Committee subject to the approval of the Board of Directors. The President-Elect shall appoint if necessary an Affiliate Member to Chair or Vice Chair the Education or Public Relations Committees. (September 19, 2017)

ARTICLE XIV - Fiscal and Elective Year

Section 1. The fiscal year of the Corporation shall end on June 30. The elective year shall be the calendar year.

ARTICLE XV - Rules of Order

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Association, its Board of Directors and committees, in all instances wherein its provisions do not conflict with these Bylaws.

ARTICLE XVI - Amendments

Section 1. These Bylaws may be amended by majority vote of the REALTOR® Members present and qualified to vote at any meeting at which a quorum is present, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting, except that the Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve

amendments to the Bylaws which are mandated by NAR policy. Article IX may be amended only by a majority vote of all REALTOR® Members.

Section 2. Written notice of all meetings at which such amendments are to be considered shall be given to every REALTOR® Member at least one week prior to the time of meeting.

Section 3. Amendments to these Bylaws affecting the admission or qualification of REALTOR® Members and Institute Affiliate Members, the use of the terms REALTOR® and REALTORS®, or any alteration in the territorial jurisdiction of the Association shall become effective upon their approval by the Board of Directors of the National Association.

ARTICLE XVII - Dissolution

Section 1. Upon the dissolution or winding up of the affairs of this Association, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the Michigan Association of REALTORS® or within its discretion, to any other non-profit tax exempt organization.

Article XVIII - Real Estate Information System and Multiple Listing System

Section 1. Authority. The Association of REALTORS® shall maintain for the use of its Members and other authorized individuals a Real Estate Information System (REIS), which shall be a lawful corporation in the State of Michigan, all the stock of which shall be owned by the Association of REALTORS®. The REIS Corporation shall maintain for the use of the Association's Members a Multiple Listing System which shall be a Committee of the REIS Corporation and shall be subject to the Bylaws of the REIS and such Rules and Regulations as may be hereinafter adopted.

Section 2. Purpose. The REIS's Multiple Listing System is a means by which authorized Participants make blanket unilateral offers of compensation to other Participants (acting either as subagents, buyer agents, or transaction coordinators); 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 (lease).

Section 3. Governing Documents. The Board of Directors shall cause the REIS and the MLS as a Committee of the REIS established pursuant to this Article to conform its Corporate Charter, Bylaws, Rules and Regulations, Policies, Practices and Procedures at all times to the Constitution, Bylaws, Rules, Regulations, and policies of the National Association of REALTORS®.

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Section 4. Participation.

1). REIS Participation - Any REALTOR® Member of this or any other Association who is a principal, partner, corporate officer, or branch manager acting on behalf of a principal and other authorized individuals without further qualification except as otherwise stipulated in these Bylaws, shall be eligible to receive real property information from the REIS of Southwestern Michigan upon agreeing in writing to conform to the Rules and Regulations and to pay the costs incidental thereto.

2). MLS 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 a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in the Multiple Listing System 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 the Multiple Listing System "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 System 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 the Association's Multiple Listing System where access to such information is prohibited by law.

Note: 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.

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

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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.

Section 5. 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 the 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 use of Association Members and individuals affiliated with Association Members who are also engaged in the real estate business and may not be transmitted, retransmitted, or provided in any manner to any unauthorized individual, office or firm except as otherwise specified in the MLS Rules and Regulations. Association members who receive such information, either as an Association service or through the Association's MLS, are subject to the applicable provisions of the MLS Rules and Regulations whether they participate in the MLS or not.

Section 6. Supervision. The MLS shall operate under the supervision of the MLS Committee in accordance with the Rules and Regulations, subject to the approval of the REIS Board of Directors.

Section 7. Appointment of Committee. The REIS President shall appoint, subject to confirmation by the REIS Board of Directors, an MLS Committee of ten (10) REALTOR® Members. Five (5) Members of the Committee shall be Participants in the MLS and five (5) Members shall be REALTORS® affiliated with Participants, but not themselves Participants. No more than one Member from a company can serve on the Committee at the same time. The Committee Members shall be appointed for staggered two (2) year terms. The REIS President shall appoint a Chairman from the Committee Members.