

**BY-LAWS
OF THE
GULF COAST MULTIPLE LISTING SERVICE, INC.**

(Effective September 24, 2009)

**ARTICLE 1
NAME**

The name of this organization shall be The Gulf Coast Multiple Listing Service, Inc., hereinafter referred to as the "Service", all of the shares of stock of which are solely and wholly owned by the Mobile Area Association of Realtors, Inc., hereinafter referred to as "Shareholder."

**ARTICLE 2
PURPOSE**

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 a procuring cause of the sale (or lease).

**ARTICLE 3
SERVICE AREA**

The area within which the Service shall function shall at all times be coextensive with or within the territorial jurisdiction of the Mobile Area Association of Realtors, Inc. and all counties adjacent thereto in Alabama and Mississippi.

**ARTICLE 4
PARTICIPATION/PARTICIPANT DEFINED**

Section 4: Any REALTOR® of this or any other Board 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 Alabama 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 a Board 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 a Board Multiple Listing Service where access to such information is prohibited by law.

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.

4.1 Non-Member Participation/Participant Defined

A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall agree to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he/she will abide by such rules and regulations and pay the MLS fees and dues, including the nonmember differential (if any), as from time to time established. Under no circumstances is any individual or firm entitled to MLS participation or membership unless they hold a current, valid real estate broker's license and offer or accept compensation to and from

other participants, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by an association multiple listing service is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey participation or membership or any right of access to information developed by or published by an association multiple listing service where access to such information is prohibited by law.

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4.2 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 of this or any other Association requesting it. The application form shall contain a signed statement by which the Applicant agrees to abide by these By-Laws and other applicable Rules and Regulations of the Service as from time to time adopted or amended.

4.3 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 after three (3) months by making formal

application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid.

4.4 Subscribers

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

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 as approved by the Board of Directors of the Shareholder and specified in 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 the elected Officers and Directors elected as described in this Article.

6.1 Officers of the Service and their Election

The Officers of the Service, who shall also be Directors, shall be a President, a Vice President and a Secretary-Treasurer, and shall have such duties as described in this Article. The President-Elect, Treasurer and Secretary of the Shareholder, shall serve respectively as the President, Vice President and Secretary-Treasurer of the Service. Election of the Officers of the Service shall be in accordance with Article XI of the Constitution and By-Laws of the Shareholder.

6.2 Board of Directors

In addition to the President, Vice President and Secretary-Treasurer of the Service, the immediate Past President of the Service shall serve as a Director, ex officio, with full voting privileges, and there shall also be seven (7) directors elected as hereinafter provided (hereinafter referred to as "Elected Directors"). Not more than one (1) of the seven (7) Elected Directors shall serve concurrently as a Director of the Shareholder. The seven (7) Elected Directors shall be Participants or Subscribers of the Service, and a majority of the seven (7) Elected Directors shall be Participants.

6.3 Nomination and Election of Directors

The Directors of the Service shall be nominated by a vote of the Participants in the Service in

accordance with the provisions of Article 7, Meetings, of these By-Laws and as set forth below:

A. Nominating Committee

The President of the Service shall appoint a nominating committee each year, which committee shall be comprised of five (5) Participants of the Service. The appointment of the nominating committee shall be made by such a date as to enable the committee to meet and select a proposed slate of Directors of the Service not more than forty-five (45), nor less than fourteen (14) days prior to the date of the meeting of the Participants of the Service at which nominees shall be selected by vote of the Participants. The proposed slate of Directors shall be reported to the President and Secretary-Treasurer of the Service.

B. Notice of Proposed Nominees

The President shall cause a list of the proposed nominees selected by the nominating committee to be forwarded to the Participants of the Service, setting forth the time, place and other pertinent conditions of the meeting to select the final list of nominees by vote of the Participants of the Service. The notice to the Participants of the Service concerning the meeting to select nominees for Directors shall be mailed on a date at least fourteen (14) days prior to the proposed meeting.

C. Rights of Participants to Select Additional Nominees

The names of additional proposed nominees may be added to the list selected by the nominating committee by a petition submitted to the Secretary-Treasurer of the Service by twenty percent (20%) of the Participants of the Service, with said petition received not less than ten (10) days prior to the date of meeting of the Participants to select nominees for Directors. The names contained in such petition, if duly received and certified, shall be presented in writing to the Participants at the meeting to select nominees as additional nominees for consideration as specified in the petition.

D. Voting by Written Secret Ballot

Voting for selection of nominees, if other than on a motion to cast a unanimous vote for the original proposed slate, shall be by secret ballot.

E. Nominees Submitted to Shareholder for Election

When nominees for Directors of the Service for the forthcoming fiscal year have been selected by vote of the Participants of the Service, such nominees shall be submitted to the Board of Directors of the Shareholder for election. Upon election by the Board of Directors of the Shareholder, the individuals so elected shall be considered directors-elect and shall assume their respective offices on January 1.

The term of the basic office for Directors of the Service shall be on a calendar year basis. In the event one (1) or more nominee(s) is/are not elected by the Board of Directors of the

Shareholder, and upon notice of such failure of election, the President of the Service shall select a proposed Participant or Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the Shareholder to be considered for election to fill the vacancy or vacancies as Directors of the Service.

In the event that nominees are not duly and timely provided by the Service to the Board of Directors of the Shareholder, as provided in these By-Laws, then the Board of Directors of the Shareholder shall exercise rights as sole and exclusive Shareholder to elect a Participant or Participants of the Service to fill any existing vacancy or vacancies as Directors of the Service.

6.4 Terms of Office

The Officers shall serve for a one (1) year term. The elected Directors shall serve for staggered two (2) year terms with one-half (1/2) 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 nominated and elected to the same office for more than two (2) consecutive terms.

6.5 Duties of Officers and Directors

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

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

B. The Vice President 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 Secretary-Treasurer shall provide to all Members of the Board of Directors a quarterly statement of all accounts and financial affairs for the Service, and shall have charge of the corporate seal and affix the name to all documents properly requiring such seal.

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, prior to the end of each fiscal year, will prepare a budget reflecting projected costs and expenses of the Service for the next fiscal year, indicating projected income from all sources, which shall be subject to the approval of the Board of Directors of the Shareholder. Any expenditure in excess of Twenty Thousand and 00/100 (\$20,000.00) Dollars shall be approved in advance by the Board of Directors of Shareholder. The Board of Directors shall employ such executive, legal and office personnel as 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, subject to final approval by the Board of Directors of the Shareholder. Except as otherwise provided in these By-Laws and Rules and Regulations, the action of the Board of Directors shall be final.

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 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 a Director and signed by not less than one-third (1/3) of the Participants or a majority of all Directors of the Service shall be filed with the President of the Service, 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 Participants of the Service shall be held, and the sole business of the meeting shall be to consider the charge against the 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 President of the Service 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 or the hearing by the Participants. Provided a quorum is present, a three-fourths (3/4) vote of the Participants present and voting shall be required for removal from office.

D. Any vote taken by the Participants to remove a Director must ultimately be confirmed by a majority vote of the Directors of the Shareholder. Notwithstanding the foregoing, the Shareholder may remove a Director by a majority vote of its Directors.

ARTICLE 7

1. ANNUAL MEETINGS

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

7.1 Special Meetings of the Service

Special meetings of the Participants of the Service may be called from time to time by the President, the Board of Directors, or by twenty percent (20%) of the Participants of the Service. Written notices stating the day, place and hour of the meeting, the purpose or purposes for which the meeting is called, shall be mailed or electronically transmitted to all REALTORS who are participants in the Service not less than seven (7) days prior to said meeting.

7.2 Quorum and Voting at Meeting of the Service

A quorum for the transaction of business shall consist of those Participants eligible to vote who are present at a meeting duly called as required by these By-Laws. A majority vote by such Participants present and voting at a meeting shall be required for passage of motion.

7.3 Meeting of the Board of Directors

The Board of Directors may meet at any time it deems advisable on the call of the President or any five (5) members of the Board of Directors. Six (6) Directors shall constitute a quorum. A majority vote by the Directors present and voting at a meeting attended by a quorum shall be required for passage of motions.

7.4 Presiding Officer

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

ARTICLE 8 COMMITTEES

The President, with the approval of the Board of Directors, shall create such standing or Ad Hoc committees as the President deems desirable and shall appoint their Members and Chairperson. Each Committee shall consist of not less than one Participant in the Service, but may also include REALTORS or Realtor-Associates 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 Chairperson or Member of a Committee. The Budget Committee shall consist of the President, Vice President and Secretary-Treasurer of the Board of Directors.

ARTICLE 9 FISCAL YEAR

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

ARTICLE 10 AMENDMENTS TO BY-LAWS

Amendments to these By-Laws 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 By-Laws of the Service approved by the Participants shall further be subject to approval of the Board of Directors of the Shareholder.

When amendments to the By-Laws of the Service have been approved by the Board of Directors of the Shareholder, said amendments shall be effective immediately or as stated in the amending resolution.

If the proposed amendments to the By-Laws of the Service fail approval of the Board of Directors of the Shareholder, the Board of Directors of the Service shall be informed and advised that the proposed amendment(s) to the By-Laws be further considered and resubmitted to the Shareholder.

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, concerning Meetings of the Board of Directors, subject to final approval by the Board of Directors of the Shareholder.

When approved by the Board of Directors of the Shareholder, as described herein, the amendments to the Rules and Regulations of the Service shall be effective immediately or as stated in the amending resolution.

If the proposed amendments of the Rules and Regulations of the Service fail approval by the Board of Directors of the Shareholder, the Board of Directors of the Service shall be informed and advised that the proposed amendment(s) must be further considered and resubmitted as approved by the Board of Directors of the Service to the Board of Directors of the Shareholder.

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 Participants thereof and the Board of Directors of the 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 Shareholder.

These By-Laws adopted September 24, 2009, effective September 24, 2009, and replace all previous By-Laws.

Melissa Morrisette
GCMLS President