

**Capital Area Technology & REALTOR® Services, Inc**  
**Wholly-owned by the Tallahassee Board of REALTORS®**  
**Bylaws**

1    **Article 1 Name**

2    The name of this organization shall be the Capital Area Technology & REALTOR® Services, Inc., hereinafter  
3    referred to as CATRS, Inc. or the service, all the shares of stock of which are solely and wholly-owned by the  
4    Tallahassee Board of REALTORS® (TBR).

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6    **Article 2 Purposes**

7    A multiple listing service is a means by which authorized participants make blanket unilateral offers of  
8    compensation to other participants (acting as subagents, buyer agents, or in other agency or nonagency capacities  
9    defined by law); by which cooperation among participants is enhanced, by which information is accumulated and  
10   disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property  
11   for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common  
12   databases; and is a facility for the orderly correlation and dissemination of listing information so participants may  
13   better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's  
14   performance as procuring cause of the sale (or lease).

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16   CATRS, Inc., may, but is not required to, offer other services, including lockbox key services, MLS helpdesk, MLS  
17   training, technology support to members of TBR, and other optional services, available to participants in CATRS or  
18   to members of TBR at the discretion of the board of directors of CATRS, Inc.

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20   **Article 3 Service Area**

21   The area within which the service shall function shall be established by the board of directors of CATRS, Inc.

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23   **Article 4 Participation Defined**

24   Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office  
25   manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these bylaws,  
26   shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations  
27   thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm,  
28   regardless of membership status, entitled to multiple listing service membership or participation unless they hold a  
29   current, valid real estate broker's license and offer or accept compensation to and from other participants or are  
30   licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of  
31   information developed by or published by an association multiple listing service is strictly limited to the activities  
32   authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of  
33   the foregoing is intended to convey participation or membership or any right of access to information developed by  
34   or published by an association multiple listing service where access to such information is prohibited by law. The  
35   REALTOR® principal of any firm, partnership, corporation, or the branch office manager designated by said firm,  
36   partnership, or corporation as the participant shall have all rights, benefits, and privileges of the service, and shall  
37   accept all obligations to the service for the participant's firm, partnership, or corporation, and for compliance with  
38   the bylaws and rules and regulations of the service by all persons affiliated with the participant who utilize the  
39   service.

40  
41   Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that  
42   an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors  
43   during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept  
44   offers of cooperation and compensation made by listing brokers or agents in the MLS. "Actively" means on a  
45   continual and on-going basis during the operation of the Participant's real estate business. The „actively”  
46   requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a  
47   real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by  
48   periods of relative inactivity occasioned by market conditions. Similarly, the requirement is not intended to deny

49 MLS participation to a Participant or potential Participant who has not achieved a minimum number of transactions  
50 despite good faith efforts. Nor is it intended to permit an MLS to deny participation based on the level of service  
51 provided by the Participant or potential Participant as long as the level of service satisfies state law. The key is that  
52 the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation  
53 with respect to properties of the type that are listed on the MLS in which participation is sought. This requirement  
54 does not permit an MLS to deny participation to a Participant or potential Participant that operates a Virtual Office  
55 Website (“VOW”) (including a VOW that the Participant uses to refer customers to other Participants) if the  
56 Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation. An  
57 MLS may evaluate whether a Participant or potential Participant “actively endeavors during the operation of its real  
58 estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe  
59 that the Participant or potential Participant is in fact not doing so. The membership requirement shall be applied on a  
60 nondiscriminatory manner to all Participants and potential Participants.

#### 61 **Nonmember (non-REALTOR®) Participatory Rights**

62 Participation in the service is also available to nonmember principals who meet the qualifications established in the  
63 association’s bylaws and MLS rules and regulations. However, under no circumstances is any individual or firm,  
64 regardless of membership status, entitled to multiple listing service participation or membership unless they hold a  
65 current, valid real estate broker’s license and offer or accept compensation to and from other participants, or are  
66 licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of  
67 information developed by or published by an association multiple listing service is strictly limited to the activities  
68 authorized under a participant’s licensure(s) or certification and unauthorized uses are prohibited. Further, none of  
69 the foregoing is intended to convey participation or membership or any right of access to information developed by  
70 or published by an association multiple listing service where access to such information is prohibited by law. The  
71 nonmember principal of any firm, partnership, corporation, or the branch office manager designated by said firm,  
72 partnership, or corporation as the participant shall have only those rights, benefits, and privileges as specified by the  
73 service, and shall accept all obligations to the service for the participant’s firm, partnership, or corporation, and for  
74 compliance with the bylaws and rules and regulations of the service by all persons affiliated with the participant who  
75 utilize the service.

76  
77  
78 Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that  
79 an individual or firm 'offers or accepts cooperation and compensation' means that the Participant actively endeavors  
80 during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept  
81 offers of cooperation and compensation made by listing brokers or agents in the MLS. “Actively” means on a  
82 continual and on-going basis during the operation of the Participant's real estate business. The „actively”  
83 requirement is not intended to preclude MLS participation by a Participant or potential Participant that operates a  
84 real estate business on a part time, seasonal, or similarly time-limited basis or that has its business interrupted by  
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95 estate business” to “offer or accept cooperation and compensation” only if the MLS has a reasonable basis to believe  
96 that the Participant or potential Participant is in fact not doing so. The membership requirement shall be applied on a  
97 nondiscriminatory manner to all Participants and potential Participants.

#### 98 **Article 4.1 Application for Participation**

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100 Application for participation shall be made in such manner and form as may be prescribed by the board of directors  
101 of the service and made available to any REALTOR® principal of this or any other association requesting it. The  
102 application form shall contain a signed statement agreeing to abide by these bylaws and any other applicable rules  
103 and regulations of the service as from time to time amended or adopted.

104  
105 **Article 4.2 Discontinuance of Service**

106 Participants of the service may discontinue the service by giving the service written notice and may reapply to the  
107 service by making formal application in the manner prescribed for new applicants for participation provided all past  
108 dues and fees are fully paid.

109  
110 **Article 4.3 Subscribers**

111 Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified  
112 appraisers affiliated with participants.

113  
114 **Article 5 Service Charges**

115 The charges made for participation in the service shall be as determined, and as amended from time to time by the  
116 board of directors of the service, and specified in the rules and regulations of the service.

117  
118 **Article 6 Government of the Service**

119 The government of the service shall be vested in a board of directors comprised of the elected officers and directors  
120 elected as described in this article.

121  
122 **Article 6.1 Officers of the Service**

123 The officers of the service, who shall also be directors with full voting privileges, shall be a Chairman of the Board  
124 and a Secretary-Treasurer, and shall have such duties as described in this article. The Chairman of the Board shall be  
125 the president-elect of the Tallahassee Board of REALTORS®, and the Secretary-Treasurer shall be the chief staff  
126 executive of the Tallahassee Board of REALTORS®..

127  
128 **Article 6.2 Board of Directors**

129 There shall be a total of **three (3)** elected directors, to be elected by the shareholder of the corporation. In addition  
130 to the elected directors and the officers, the current Treasurer of the Tallahassee Board of REALTORS® shall serve  
131 as an ex-officio director with full voting privileges.

132  
133 **Article 6.3 Nomination and Election of Directors**

134 The Tallahassee Board of REALTORS® shall elect the elected directors according to the procedures in this Article.  
135 At least two of the elected directors must be Designated REALTORS® as that term is defined in the bylaws of the  
136 Tallahassee Board of REALTORS®. At least two of the elected directors must be participants in the service. No two  
137 elected directors may be affiliated with the same office participating in the service. The Chairman of the Board of  
138 CATRS shall request applications from those participants and subscribers who wish to serve on the CATRS Board  
139 of Directors as elected directors on an application form approved by the Tallahassee Board of REALTORS®. The  
140 board of directors of the Tallahassee Board of REALTORS® shall review the applications and elect directors to fill all  
141 vacancies and expiring terms. The board of directors of the Tallahassee Board of REALTORS® may elect directors of  
142 the service from among applicants; it may elect directors of the service other persons, subject to the requirements of  
143 these bylaws, if there are no applicants or if in the judgment of the board of directors of the Tallahassee Board of  
144 REALTORS® none of the applicants is qualified. Upon election by the board of directors of the Tallahassee Board of  
145 REALTORS®, the individuals elected to director terms that have not yet expired shall be considered directors-elect  
146 and shall assume their respective offices on January 1 of the following year. Directors elected to fill current  
147 vacancies shall take office immediately. The term of office for directors of the service shall be on a calendar year  
148 basis.

149  
150 **Article 6.4 Terms of Office**

151 The elected directors shall serve for staggered three-year terms with one-third of the terms expiring each year.  
152 Officers and directors shall take office upon the effective date of their offices and shall continue until their  
153 successors are elected, qualified, and installed.

154

155 **Article 6.5 Duties of Officers and Directors**

156 The duties of the officers and directors are as follows:

- 157 1. The chairman of the board shall be the chief elected officer of the service and shall preside at its meetings and  
158 those of the board of directors, and shall perform all the duties of the chairman subject to declared policies and,  
159 as required, subject to confirmation of the board of directors.
- 160 2. The vice chairman shall be elected each year by the board of directors at their annual meeting.
- 161 3. The secretary-treasurer shall be the custodian of the funds of the service and shall keep an accurate record of all  
162 receipts and disbursements. The secretary-treasurer shall provide to all members of the board of directors a  
163 quarterly statement of all accounts and financial affairs for the service, and shall have charge of the corporate  
164 seal and affix the name to all documents properly requiring such seal.
- 165 4. The board of directors of the corporation shall be the governing body of the service and shall have control of all  
166 the affairs of the service and shall authorize all expenditures of funds. The board of directors shall, prior to the  
167 end of each fiscal year, prepare a budget reflecting projected costs and expenses of the service for the next fiscal  
168 year, indicating projected income from all sources. The budget shall be submitted to the shareholder(s) of the  
169 corporation for approval on a date not less than 45 days prior to the first day of the next fiscal year. The board  
170 of directors shall employ such executive, legal, and office personnel it deems necessary to care for and maintain  
171 the properties of the service and otherwise conduct the administrative business of the service. The board of  
172 directors shall have the right to make an audit of all books and accounts at any time without notice. The board  
173 of directors shall have the power from time-to-time to adopt such rules and regulations that they may deem  
174 appropriate. Except as otherwise provided in these bylaws and rules and regulations; the action of the board of  
175 directors shall be final.  
176

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

- 178 1. In the event that an officer or director of CATRS, Inc. is deemed to be incapable of fulfilling the duties for  
179 which elected, but will not resign from office voluntarily, the officer or director may be removed from office under  
180 the following procedure:
- 181 A. A petition requiring the removal of the officer or director and signed by not less than one-third of the  
182 participants or a majority of all directors of CATRS, Inc., shall be filed with the chairman of the board of CATRS,  
183 Inc., or if the chairman is the subject of the petition, with the next- ranking officer, and shall specifically set forth  
184 the reasons the individual is deemed to be disqualified from further service.
- 185 B. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a  
186 special meeting of the Tallahassee Board of REALTORS® Board of Directors shall be convened in executive  
187 session, and the sole business of the meeting shall be to consider the charge against the officer or director, and to  
188 render a decision on such petition.
- 189 C. An affirmative vote taken to remove an officer or director will be effective immediately.
- 190
- 191 2. In any event, mid-term vacancies will be filled by the Tallahassee Board of REALTORS® Board of  
192 Directors in accordance with the qualifications required for appointment.  
193

194 **Article 7 Annual Meeting**

195 The annual meeting of board of directors of the corporation shall be held during the month of January at the time  
196 and place specified by the board of directors. Meetings of the shareholders of CATRS, Inc., shall be held only if and  
197 as required by Florida law.

198  
200 **Article 7.1 Regular and Special Meetings of the Board of Directors**

201 The board of directors shall hold at least one meeting in addition to the annual meeting. Regular meetings of the  
202 board of directors shall be scheduled by resolution of the board of directors. The board of directors may meet at any

203 time it deems advisable on the call of the chairman or any four (4) or more members of the board of directors. Four  
204 (4) or more directors shall constitute a quorum. A majority vote by the directors present and voting at a meeting  
205 attended by a quorum shall be required for passage of motions.

206  
207 **Article 7.2 Presiding Officer**

208 At all meetings of the board of directors, the chairman or, in the absence of the chairman, the vice-chairman shall  
209 serve as presiding officer. In the absence of the chairman and vice-chairman, the chairman shall name a temporary  
210 chairman or, upon the chairman's failure to do so, the board of directors of the service shall appoint a temporary  
211 chairman.

212  
213 **Article 8 Committees**

214 The chairman, with the approval of the board of directors, shall create such standing or ad hoc committees as the  
215 chairman deems desirable and shall appoint their members. Each committee shall consist of not fewer than three (3)  
216 participants or subscribers in the service

217  
218 **Article 9 Fiscal Year**

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

220  
221 **Article 10 Amendments to Bylaws**

222 Amendments to these bylaws shall be by the board of directors of the corporation. Amendments to the bylaws of the  
223 service approved by the board of directors shall further be subject to approval of the board of directors of the  
224 Tallahassee Board of REALTORS® (shareholder). When amendments to the bylaws of the service have been approved  
225 by the board of directors of the Tallahassee Board of REALTORS® (shareholder), said amendments shall be effective  
226 immediately or as stated in the amending resolution. If the proposed amendments to the bylaws of the multiple  
227 listing service fail approval of the board of directors of the shareholder, the board of directors of the multiple listing  
228 service shall be informed, and advised that the proposed amendment or amendments to the bylaws be further  
229 considered and resubmitted to the shareholder as approved by the board of directors of the service.

230  
231 **Article 10.1 Amendments to MLS Rules and Regulations**

232 Amendments to the MLS rules and regulations of the service shall be by consideration and approval of the board of  
233 directors of CATRS, Inc.

234 When approved by the board of directors, the amendments to the rules and regulations of the multiple listing service  
235 shall be effective immediately or as stated in the amending resolution.

236  
237 **Article 11 Dissolution**

238 In the event this service shall at any time terminate its activities, the board of directors of the service shall  
239 consider and adopt a plan of liquidation and dissolution with the approval of the participants thereof and  
240 of the board of directors of the Tallahassee Board of REALTORS® (shareholder). Said plan shall provide  
241 for the collection of all assets, the payment of all liabilities, and that the remaining portions thereof be  
242 assigned to the parent corporation, namely, Tallahassee Board of REALTORS®.