

Summary of amendments to the bylaws that will: change affiliate membership accounting structure; more clearly define board of directors' makeup; amend definition of a "Multiple Listing Service" and the MLS "participant"; allow applications for and MLS Participation for those who are not REALTOR® members.

Article / Section	Original Copy w/Red-Lined Edits	New Copy (clean) red text = remove blue text = add
1 Title	TENTH AMENDED AND RESTATED BYLAWS OF ST. PAUL AREA ASSOCIATION OF REALTORS®, INC.	TENTH AMENDED AND RESTATED BYLAWS OF ST. PAUL AREA ASSOCIATION OF REALTORS®, INC.
2 Preface	(no original copy)	These Tenth Amended and Restated Bylaws shall replace, in their entirety, all prior Bylaws of the St. Paul Area Association of REALTORS®, Inc. upon the adopted effective date set forth below.
3 Article VI, Section 8	Section 8. Affiliate Members. Affiliate members shall have rights and privileges and be subject to obligations prescribed by the Board of Directors.	
4 Article X, Section 2(d)	(d) Affiliate Members. The annual dues of each Affiliate member shall be in such amount as established annually by the Board of Directors. For this Firm Membership, the Firm shall be allowed to designate one representative. This designation can be changed to another individual with a thirty (30) days' notice to the Association submitting the standards transfer form with the established transfer fee: (1) Other persons in the same office may also join the Association as Affiliate Members (Individuals) for an additional lower fee to be established annually by the Board of Directors.	(d) Affiliate Members. The annual dues of each Affiliate member shall be in such amount as established annually by the Board of Directors.
5 Article XI, Section 3	(a) The governing body of the association Association shall be a Board of Directors, comprised of the following, each of whom whom shall be a REALTOR® Member member: the President, President-elect President-Elect, Treasurer, immediate Immediate Past President, nine (9) Directors elected at large by the Membership membership; and one REALTOR® member in good standing appointed by the President, a representative of the association Association serving on the Regional Multiple Listing Service RMLS Board of Directors and appointed by the President, and the Chairpersons of the following five (6) Committees: Community Engagement, Communications, Professional Development, Affiliate, Governmental Affairs, and Committee for Diversity, Equity & Inclusion. standing committees.	(a) The governing body of the Association shall be a Board of Directors, comprised of the following, each of whom shall be a REALTOR® member: the President, President-Elect, Treasurer, Immediate Past President, nine (9) Directors elected at large by the membership; and one REALTOR® member in good standing appointed by the President, a representative of the Association serving on the RMLS Board of Directors and appointed by the President, and the Chairpersons of the standing committees.
6 Article XVIII, Section 2	Section 2. Purpose. A multiple listing service An MLS is a means by which authorized participants make blanket unilateral offers of cooperation and may or may not make offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or non-agency 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 data bases; 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).	Section 2. Purpose. An MLS is a means 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 data bases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public.

Section 4. Participation. Any REALTOR® of this or any other association who is a principal, partner, corporate officer, ~~manager, governor, or~~ branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these ~~Bylaws~~ ~~bylaws~~, shall be eligible to participate in multiple listing upon agreeing in writing to conform to the rules and regulations thereof and to pay the costs incidental thereto. However, under no circumstances is any individual or firm, regardless of membership status, entitled to multiple listing service "membership" or "participation" unless they hold a current, valid real estate ~~broker's~~ broker's license and ~~offer or accept compensation to and from other participants~~ cooperate, or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. Use of information developed by or published by ~~an association multiple listing service~~ the MLS 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~~ MLS where access to such information is prohibited by law.

Mere possession of a broker's license ~~is~~ is not sufficient to qualify for MLS participation in the MLS. Rather, the requirement that an individual or firm ~~offers or accepts cooperation and compensation~~ cooperate 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.~~, share information on listed property and make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client(s). "Actively" means on a continual and ongoing basis during the operation of the ~~participant's~~ participant's real estate business. The ~~is~~ "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.

Section 4. Participation. Under no circumstances is any individual or firm, regardless of membership status, entitled to MLS "membership" or "participation" unless they hold a current, valid real estate broker's license and are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Use of information developed by or published by the MLS is strictly limited to the activities authorized under a participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by the MLS where access to such information is prohibited by law.

Mere possession of a broker's license is not sufficient to qualify for participation in the MLS. Rather, the requirement that an individual or firm cooperate 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, share information on listed property and make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client(s). "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~~ cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. This requirement does not permit ~~an~~ the 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~~ cooperate. 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~~ cooperate 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.

In order to determine eligibility to participate in the ~~Multiple Listing Service~~ MLS, administrative staff may consider the following:

- a. ~~1:~~ all final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years (to the extent the MLS participant is an association member);
- b. ~~1:~~ pending ethics complaints (or hearings);
- c. ~~2:~~ unsatisfied discipline pending;
- d. ~~3:~~ pending arbitration requests (or hearings); or
- e. ~~4:~~ unpaid arbitration awards or unpaid financial obligations to any other association ~~or association-~~ MLS (to the extent the MLS participant is an association member) or MLS.

The key is that the participant cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. This requirement does not permit the 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 endeavors to -cooperate. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to cooperate 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.

In order to determine eligibility to participate in the MLS, administrative staff may consider the following:

- a. all final findings of Code of Ethics violations and violations of other membership duties in any other association within the past three (3) years (to the extent the MLS participant is an association member);
- b. pending ethics complaints (or hearings);
- c. unsatisfied discipline pending;
- d. pending arbitration requests (or hearings); or
- e. unpaid arbitration awards or unpaid financial obligations to any other association (to the extent the MLS participant is an association member) or MLS.

Section 5. Non-REALTOR® Applicants. A nonmember applicant for MLS participation who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, shall supply evidence satisfactory to the membership committee that he has no record of recent or pending bankruptcy; has no record of official sanctions involving unprofessional conduct; agrees to complete a course of instruction (if any) covering the MLS rules and regulations and computer training related to MLS information entry and retrieval, and shall pass such reasonable and non-discriminatory written examination thereon as may be required by the MLS; and shall agree that if elected as a participant, he 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 cooperate or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. 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.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the participant must actively cooperate during the operation of its real estate business to list real property of the type listed on the MLS, share information on listed property and make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their client(s). "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 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 cooperate with respect to properties of the type that are listed on the MLS in which participation is sought.

Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. 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 cooperate. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to cooperate 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.