Multiple Listing Sales Association
By-Laws 2015

1. Name, Purpose and Status
   a. Multiple Listing Sales Association ("Association") was formed as a Washington nonprofit corporation on March 3, 2008. The Association shall have a trade name of Thurston MLSA and such other trade names as the Board of Directors deems appropriate.
   b. The purpose is to provide networking, marketing and educational opportunities to Members. The Association is not affiliated with any organization or group and shall not affiliate with another organization or group without approval of the Membership.
   c. The Association shall be treated as a trade organization under Internal Revenue Code Section 501(c)(6).

2. Members
   a. Qualifications: Membership in the Association is open to all real estate brokers ("Brokers") and to those whose businesses support the real estate industry ("Affiliates"). The Association shall not discriminate on the basis of age, disability, ethnicity, race, religion or sex. The Association reserves the right to deny membership to any business which does not align with the Association’s purpose.
   b. Brokers: A Broker’s membership is held individually.
   c. Affiliates: An Affiliate’s membership is held individually.
   d. Good Standing: a Member is considered to be in good standing when the Member has paid the Member’s annual dues for the current calendar year, tour fees, sponsorship fees and any fines levied.
   e. Only Members in good standing can vote or place their listings on tours.
   f. Member Responsibilities. The Board may designate rules governing Membership. Proposed rules shall be submitted to the Members for discussion before enactment.

3. Directors
   a. Composition of the Board of Directors. The affairs of the Association shall be managed by a board consisting of at least 6 and no more than eight Directors. The Officers of the Association shall serve as Directors and at least 2 additional Directors shall be elected by the members. (The Treasurer-Elect is a non-voting Director).
   b. Election of Directors. Any Member in good standing may serve as a Director. Directors shall be installed at the Annual Installation Meeting or Event of the Membership in December as determined by the Board.
   c. Removal of Directors. A Director may be removed by a majority vote of the membership at any time.
   d. Each Director shall have one vote, except the Treasurer-elect.

4. Officers

Adopted from prior version of November 5, 2012
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a. Composition of Officers. The day-to-day operations of the Association shall be managed by the Officers, which shall consist of a Past President, President, President Elect, Secretary, Treasurer and Treasurer Elect. The Past President, President and President Elect must be real estate brokers.

b. Election of Officers. The Officers shall be elected annually by the membership.

c. President. The President is the chief executive officer of the Association and authorized by the Association to transact all lawful business on behalf of the Association. The President shall preside over meetings of the Members and shall serve as Chair of the Board of Directors.

d. Past President and President Elect. Either the Past President or the President Elect shall fulfill the role of the President in the President’s absence.

e. Treasurer and Treasurer Elect. The Treasurer shall maintain the financial records of the Association, develop a budget, and issue periodic financial reports to the Directors and Members. The Treasurer shall ensure that any tax returns are promptly filed with the state and federal taxing authorities. The Treasurer Elect shall assist the Treasurer and shall fulfill the Treasurer’s duties in the Treasurer’s absence.

f. Secretary. The Secretary shall maintain minutes of the meetings of the Board of Directors, Membership meeting and the corporate records of the Association and shall ensure that the corporate Annual Report is filed with the Washington Secretary of State. The Secretary shall make these records available for inspection by any Director or member in good standing at any reasonable time upon reasonable notice.

5. Dues

a. Annual Dues. Each Member shall pay annual dues in an amount determined by the Board of Directors with approval vote of the Membership. Dues are nonrefundable. Annual dues are payable in January each year.

b. New Members. Annual dues are not prorated for the first year of membership. New Members must pay annual dues by their second meeting.

6. Board of Directors Meetings

a. Regular Meetings. The Board of Directors shall meet at least quarterly at such time, place and location as they shall agree.

b. Special Meetings. Special Meetings of the Directors may be called by the President or a majority of the Directors.

c. Voting. Each Director shall have one vote. A membership vote on the election of Directors and Officers is binding on the Directors.

d. Quorum. At any Meeting of the Board of Directors a quorum shall exist if a majority of the Directors is present.

7. Membership Meetings

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By-Laws 2015

a. Regular Meetings. The members shall meet at least monthly.
b. Special Meetings. Special Meetings of the Membership may be called by a majority of the Membership and/or the Directors.

8. Voting at Membership Meetings shall be by show of hands except for election of Officers and Directors. Effective 2013 voting will include proxy, absentee ballot, electronic as available.

9. Notices
   a. Members Meetings. The Membership shall establish the date, time and place of all Member meetings with Membership vote approval. Notice of Member meetings shall be provided in advance by the Secretary or any other Director by any reasonable medium.
   b. Directors Meetings. Notice of any meeting of the Directors may be made in person, by phone or by e-mail with a minimum of one week’s notice.

10. Financials
    a. Budget. The Directors shall prepare an annual budget each year which they may review at any meeting of the Directors.
    b. Account Records. The Treasurer shall maintain adequate accounting records and shall report on the Association’s budget and finances at the Annual Meeting of the Board of Directors, at the regular meetings of the Board of Directors, and at such other times as the Membership request.

11. Committees
    The board may establish such committees as the Board deems necessary or helpful to conduct the Association’s affairs.

12. Guests
    A guest may visit once per year without joining the Association. A guest may not promote listings and/or sales, events or programs.

13. Corporate Books
    The President shall ensure that the Association maintains adequate books and records, which records may be kept and managed by one or more of the Officers, and the same shall be available for inspection by any Director at any reasonable time upon reasonable notice. The Secretary shall make the corporate book of the Association available for inspection for any Member at any reasonable time upon reasonable notice.

14. Conflicts of Interest

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a. Definitions and Examples. As used in these By-Laws, the term “actual or potential personal or financial interest” means any existing and possible interest which the person now has or may have regarding any business of the Association.

b. Requirement to Abstain from Decision Making or Voting. No Director may vote on any matter in which he or she has a personal or financial interest.

c. Duty to Disclose. A Director who has any actual or potential personal or financial interest in any matter involving the Association has a duty to disclose the actual or potential interest to the Association.

15. Violations.
If a Director fails to disclose a conflict of interest and/or votes or participates in decision making regarding matter in violation of this Article, the Directors shall determine whether the outcome would have been different. If so, the Directors shall take appropriate action immediately to remedy the situation, which may include cancelling contracts or scheduling a new vote. The Directors shall fully disclose in Minutes or Consent to the actions taken to remedy the violation of this Article.

16. Contracts, Loans, Checks and Deposits
a. Contracts. The Board of Directors may authorize any Officer or Officers, Broker or Brokers, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

b. Loans. No loans shall be contracted on behalf of the Association.

c. Bank Accounts. The Association is authorized to maintain one or more bank accounts. All checks, drafts or other orders for the payment of money issued in the name of the Association shall be signed by the President and Treasurer of the Association. Writer of the check cannot be the payee.

17. Indemnification
The Association shall indemnify its Directors upon the following terms and conditions:

a. Every Director of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his being or having been a Director of the Association or is or was serving at the request of the Association as a Director of the Association, whether or not he or she is a Director at the time such expenses are incurred, except in such cases wherein the Director is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of his duties.

b. In the event of a settlement, the foregoing indemnification shall apply only when the Board of Directors approves such settlement.

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c. The Association shall provide to any person who is or was a Director of the Association or is or was serving at the request of the Association as a Director of the Association, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

d. The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article.

18. Disputes

Any Director or member may request, at their expense, alternate dispute resolution (mediation, collaboration, or binding arbitration) by submitting a written request to the Secretary stating the names of the parties to the dispute and the nature of the dispute. The parties to the dispute shall select a mediator, collaborative attorneys, or arbitrator and schedule a dispute resolution session within two weeks at the convenience of the parties to the dispute. Any Director may attend and participate in the dispute resolution session.

19. Amendment to By-Laws

a. Proposed Amendments to the Bylaws must be submitted in writing to a member of the Board accompanied by a written explanation of the purpose of the proposed change. Proposed changes shall be presented to the Membership at the following Membership Meeting. Discussion shall ensue; alternating between PRO and CON arguments until such time as no further opposing argument can be stated. The Presiding Officer can establish time limits for individual and collective debate. Should the Membership agree that a vote is warranted, such determination to be made by a show of hands or by acclamation, the vote shall be scheduled for the Membership Meeting two weeks following presentation of the proposed change to the Membership. Any suggested revisions to the proposed change shall be submitted in writing to a designated Board Member by the Friday preceding the next Membership Meeting.

b. A majority vote of the Membership in Attendance is required to adopt the proposed change, subject to a Quorum, defined as a minimum of 25% of Members in Good Standing being in attendance. Upon ratification, all changes shall be prepared and completed by the Secretary, and posted to the web site.

c. Typographical changes, or changes that do not affect the content or change the intent of the By-Laws are permitted without a vote, but must be presented by the Secretary to the Board within the lesser of 14 days or at the next scheduled Board meeting.

Adopted from prior version of November 5, 2012
THE FOREGOING BY-LAWS WERE APPROVED BY RESOLUTION OF THE BOARD OF DIRECTORS FEBRUARY 19, 2015

Ed Kunkel Jr., Chair

Rae Ann Toth, Director

Kevin Sparks, Director

Tami Hale, Director

Juliana Berg, Director

Kevin Gordham, Director

Brendan Marchant, Director

Marina Garcia, Director

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