Emerald Coast MLS, Inc.

BYLAWS

Article 1: Name

The name of this organization is the Emerald Coast MLS, Inc., a Florida corporation filed under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as may be amended, hereinafter referred to as the Service. All of the shares of stock for Emerald Coast MLS, Inc. are solely and wholly owned by the Emerald Coast Association of REALTORS®, hereinafter referred to as Shareholder.

Article 2: Purposes

A multiple listing service 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 databases; and is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients and the public.

Article 3: Service Area

The service area of the MLS shall be determined by the MLS Board of Directors.

Article 4: Participation Defined

Any REALTOR® 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 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 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 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 parttime, 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 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.

NONMEMBER PARTICIPATORY RIGHTS (OPEN MLS). The Multiple Listing Service provided by the Service is open to nonmember Participants, those who are otherwise qualified individuals but who do not hold Realtor® membership anywhere. The qualifications and conditions of participatory rights for nonmembers and any limitations or restrictions imposed on participation or membership shall be no more stringent than permissible under the National Association of Realtors® membership qualification criteria. The Service may consider the following when determining a nonmember applicant's qualification for MLSC participation or membership: all final findings of Code of Ethics violation and violations of other membership duties in any other association within the past three (3) years, pending ethics complaints or hearings, unsatisfied discipline pending, pending arbitration requests or hearings and unpaid arbitration awards or unpaid financial obligations to any other association or association MLS.

The nonmember principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the participant shall have only those rights, benefits, and privileges as specified by the Service, and shall accept all obligations to the Service for the participant's firm, partnership, or corporation, and for compliance with the bylaws and rules and regulations of the Service by all persons affiliated with the participant who utilize the Service.

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 the 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 the 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 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 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.

Article 4.1.: 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® principal of this or any

other association requesting it. The application form shall contain a signed statement agreeing to abide by these bylaws and any other applicable rules and regulations of the Service as from time to time amended or adopted

Article 4.2: Discontinuance of Service

Participants of the Service may discontinue the Service by giving the Service 30 (thirty) days' written notice and may reapply to the Service after 90 (ninety) days by making formal application in the manner prescribed for new applicants for participation provided all past dues and fees are fully paid. Any exceptions to this Article shall be addressed in the established Policies, which may be amended from time to time.

Article 4.3: Subscribers

Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants. Subscribers may include other users as provided in the established Policies, which may be amended from time to time.

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 specified in the 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 nominated and elected or appointed as described in this article.

Article 6.1: Officers of the Service

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 or as provided by Florida law or as are customary with their office.

Article 6.2: Board of Directors

There shall be a total of eleven (11) directors, two (2) who shall be appointed as set forth below and nine (9) directors, including the president, vice president, and secretary-treasurer of the Service, who shall be elected from among the participants of the Service, except that not more than 4 (four) directors may be elected from among REALTORS® other than participants who are affiliated with participants and serve with the consent of the participants as representatives of the participants with whom they are affiliated. . In addition to the nine (9) elected directors, the current president of the Shareholder or a person appointed by the president, and the immediate past president of the Service shall serve as directors, ex-officio, with full voting privileges. The qualifications for officers and directors shall be as set forth in the established Policies, which may be amended from time to time.

Article 6.3: Nomination and Election of Officers and Directors

The officers and 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 bylaws and as set forth below.

1. Nominating Committee: The president of the Service shall appoint a nominating committee each year, which committee shall be comprised of 5 (five) 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 officers and directors of the Service not more than 45 (forty-five) nor less than 30 (thirty) 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 officers and directors shall be reported to the president and secretary of the Service.

2. 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 officers and directors shall be mailed or delivered in any manner permitted by Florida law, to include electronically, on a date at least 10 (ten)days prior to the proposed meeting.

3. 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 of the Service by 20% (twenty percent) of the participants of the Service, with said petition received not less than 3 (three) business days prior to the date of meeting of the participants to select nominees for officers and 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 for such office as specified in the petition. In addition, nominations may be made from the floor at the duly noticed meeting of the participants to select nominees for officers and directors and, if seconded, shall be added to the list of proposed nominees.

4. 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, and said ballot shall contain blank spaces for writing in additional names proposed by petition or from the floor at the meeting to select nominees. .

5.Vote to Select Nominees: Voting shall be in accordance with provisions of Article 6.3 (4) and Article 7 of these bylaws.

6. Nominees Submitted to Shareholder for Election: When nominees for officers and 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 officers-elect and directors-elect and shall assume their respective offices on January 1st.

The term of office for officers and 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 existing.

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 bylaws, 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 officers or directors of the Service.

7. Vacancies: The vacancy of any director or officer position may be filled from the participants of the Service by appointment by the President and approval by the board of directors, provided all conditions to qualify for such position are satisfied. In the event the office of the President becomes vacant, the Vice President shall make the appointment with the approval of the board of directors. The appointed officer or director shall only serve for the remainder of the current year, and at the next election, the position shall then be open and the process for election shall be followed as provided for in these Bylaws. The term of any appointment shall not be included when calculating applicable term limits.

Article 6.4: Terms of Office

The officers shall serve for a one-year term. The elected directors shall serve for staggered three-year terms with one-third of the terms expiring each year. At the first election, one-third of the elected directors shall be elected for a term of one(1) year, one-third of the directors shall be elected for a term of two (2) years, and one-third of the directors shall be elected for a three (3) year term, or lesser terms as may be necessary to complete the first fiscal year. Thereafter, as many directors shall be elected each year as a required to fill expiring terms. 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

Article 6.5: Duties of Officers and Directors

The duties of the officers and directors are as follows:

1. The president shall preside at its meetings and those of the board of directors, and shall perform all the duties of the president subject to declared policies and, as required, subject to confirmation of the board of directors.

2. The vice president shall, in the absence of the president, perform all of the duties of the president.

3. 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.

4. 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 shall, prior to the end of each fiscal year, prepare a budget reflecting projected costs and expenses of the Service for the next fiscal year, indicating projected income from all sources. As provided in these Bylaws the President with the approval of the board of directors is authorized to create a standing Committee to assist the board of directors in preparation of the budget and any other financial matters as may be directed by the board of directors. The budget shall be submitted to the participants of the Service for approval on a date not less than 60 (sixty) days prior to the first day of the next fiscal year. The board of directors shall not incur an obligation in excess of $100,000.00 (one hundred thousand) over the total budget without the authorization by vote of a two-thirds majority of REALTOR® participants of the Service present and voting unless such excess is the result of an increase in the volume of listings processed by the Service over that projected in preparing the annual budget. .

5. The board of directors shall employ such executive, legal, and office personnel 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 of the board of directors of Shareholder Except as otherwise provided in these bylaws and rules and regulations, the action of the board of directors shall be final.

Article 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:

1.A petition requiring the removal of an officer or director and signed by not less than one-third of the participants or a majority of all directors of the MLS shall be filed with the president of the MLS, 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.

2.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 MLS shall be held, and the sole business of the meeting shall be to consider the charge against the officer or director, and to render a decision on such petition.

3.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 MLS 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 vote of participants present and voting shall be required for removal from office.

4. Any vote taken by the participants to remove an officer or director must ultimately be confirmed by a majority vote of the directors of the shareholder(s). Notwithstanding the foregoing, the

shareholder(s) may remove an officer or director by a majority vote of the directors of the shareholder(s).

Article 7: Annual Meeting

The annual meeting of participants of the Service shall be held during the month of March at the time and place specified by the board of directors.

Article 7.1: Special Meetings of the Service

Special meetings of participants of the Service may be called from time to time by the president, the board of directors, or by 10% (ten percent) of the participants of the Service. Written notice stating the day, place, and hour of the meeting, the purpose or purposes for which the meeting is called, shall be delivered to all REALTORS® who are participants in the Service not less than 10 (ten) days prior to said meeting.

Article 7.2: Quorum and Voting at Meetings of the Service

For the transaction of business, a minimum of 15 (fifteen) participants of the Service in good standing and eligible to vote who attend a meeting shall be considered a quorum. A majority vote by such participants present and voting at a meeting attended by a quorum shall be required for passage of motions.

Article 7.3: Meetings 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 7 (seven) members of the board of directors. Seven (7) 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.

Article 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. Each committee shall consist of not less than 5(five) participants in the Service, but may also include Realtors®, 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 a chairperson or member of a committee.

Article 9: Fiscal Year

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

Article 10: Amendments to Bylaws

Amendments to these bylaws 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 bylaws 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 bylaws 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 bylaws 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 or amendments to the bylaws be further considered and resubmitted to the shareholder as approved by the participants of the Service.

Article 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 multiple listing Service in accordance with the provisions of Article 7, Section 3, 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, 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 Service rules and regulations 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 or amendments 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 of the board of directors of the Shareholder. Said plan shall provide for the collection of all assets, the payment of all liabilities, and that the remaining portions thereof be assigned to the parent corporation, namely, Emerald Coast Association of REALTORS®, Shareholder.

Secretary's Certificate

This is TO CERTIFY that I am the secretary of the Emerald Coast MLS, Inc. and the foregoing Bylaws of said corporation were duly adopted by the initial Board of Directors in accordance with Florida law, the National Association of Realtors® procedures, policies and mandatory governance provisions, and the Association's governing documents effective on this 20th day of ~~June~~ December, 2024.

_____ (Signature)

By: Melinda Vizzare (Print Name)

As Secretary of Emerald Coast MLS, Inc.