



# SOUTH CAROLINA STATEWIDE COMMERCIAL MULTIPLE LISTING SERVICE OPERATING AGREEMENT

Updated July 2024

## ARTICLE I - AUTHORITY

### SECTION 1.1. NAME

The name of this organization shall be South Carolina Statewide Commercial Multiple Listing Service, LLC., hereinafter referred to as the "Service," the sole member of which is the Charleston Trident Association of REALTORS®, Inc.

### SECTION 1.2. SEAL

The seal of the company shall be circular in form and mounted upon a metal die suitable for impressing same upon paper. About the periphery of the seal shall appear the words "South Carolina Statewide Commercial Multiple Listing Service, LLC" And in the center of the seal shall appear the word "Seal".

### SECTION 1.3. MEMBER

There shall be one member of the Company, the Charleston Trident Association of REALTORS® and its successors. The Member has the sole right to vote for the directors of this corporation.

### SECTION 1.4. DEFINITIONS

For purposes of these bylaws, the following terms shall have the following meanings:

- a) **"Cooperation"** (and its derivative forms including "cooperate") means (a) or (b) or both: (a) sharing information on listed property and making property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of a listing broker's clients; (b) attempting to find buyers or tenants for properties listed in the Service.
- b) **"CTAR Board of Directors"** means the Board of Directors of the Charleston Trident Association of REALTORS®, Inc.
- c) **"CTAR"** means the legal entity known as the Charleston Trident Association of REALTORS®, Inc.
- d) **"SCC" or the "Corporation"** means the legal entity known as the Charleston Trident Multiple Listing Service, Inc.
- e) **"SCC Board of Directors"** means the Board of Directors of the Charleston Trident Multiple Listing Service, Inc.
- f) **"Participant"** means an individual who meets the criteria outlined in Article 4 of these bylaws.
- g) **"Subscriber"** means an individual as identified in Article 4.4 of these bylaws.
- h) **"Multiple Listing Service" or "MLS"** has the meaning set forth in Article II.
- i) **"MLS Rules and Regulations"** means the then-current rules and regulations, and policies and procedures promulgated by the SCC Board of Directors as amended them from time to time.

## ARTICLE II - PURPOSES

MLS is a means:

A multiple listing service is a means by which cooperation among participants is enhanced and 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 III - SERVICE AREA

The area within which the Service shall function shall be determined by the Directors of the South Carolina Statewide Commercial Multiple Listing Service, LLC.

### ARTICLE IV - PARTICIPATION

#### SECTION 4.1. PARTICIPATION DEFINED

An individual who is a principal, partner, corporate officer, branch manager, or broker-in-charge acting on behalf of a principal, will be eligible to participate in Multiple Listing if they: (a) hold a current, valid, South Carolina real estate broker license, property manager in charge license, or an appraiser's license; (b) agree, in writing, to conform to the SCC bylaws, rules and regulations; (c) pay all applicable MLS fees and charges; and (d) actively endeavors during the operation of its real estate business to cooperate with other Participants.

Use of information developed by or published by SCC 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 any right of access to information developed by or published by SCC where access to such information is prohibited by law.

The Principal of any firm, partnership or corporation or the branch office manager designated by said firm, partnership or corporation as the "participant" shall have all rights, benefits and privileges of 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. Each Participant shall have one vote on MLS matters.

Mere possession of a broker's license is not sufficient to qualify for MLS participation. Rather, the requirement is that the Participant actively endeavors during the operation of its real estate business to cooperate with other Participants. "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.

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). An MLS may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to cooperate with other Participants 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 on a nondiscriminatory manner to all Participants and potential Participants.



#### SECTION 4.2. APPLICATION FOR PARTICIPATION

Application for participation shall be made in such a manner and form as may be prescribed by the SCC Board of Directors and made available to any principal eligible to participate. 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.

#### SECTION 4.3. DISCONTINUANCE OF SERVICE

Participants may discontinue the service by giving SCC thirty (30) days written notice and may reapply to the service at any time by making formal a application in the manner prescribed for new applicants for participation. A Participant whose resignation is less than a year old may have services restored by paying MLS fees times the number of quarters the resignation was in effect dating back to the date of resignation within the current calendar year or by paying the \$1000 application fee, whichever is less.

#### SECTION 4.4. SUBSCRIBER

Where the terms "subscriber" or "user" are used in connection with the Multiple Listing Service, they refer to non-principal brokers, sales licensees, and licensed and certified real estate appraisers affiliated with an MLS Participant. Subscribers also include affiliated unlicensed administrative and clerical staff, personal assistants, and individuals seeking licensure or certification as real estate appraisers who are under the direct supervision of an MLS Participant or the Participant's licensed designee.

#### SECTION 4.5 GOVERNMENT USERS

The SCC Board of Directors, in its discretion, South Carolina County Tax Assessor offices (each a "Government User") subject to the following terms. Government Users: (a) may only be granted limited, read-only access to the core MLS platform, excluding ancillary products; (b) may only use MLS data for appraisal and assessment of real property for ad valorem taxation; (c) must sign an appropriate data access and use agreement; and (d) must pay any applicable fees as determined by the SCC Board of Directors. Government Users are expressly not Participants or Subscribers of SCCMLS.

#### SECTION 4.6. ORIENTATION

Any applicant for MLS participation and any licensee (including licensed or certified appraisers) affiliated with an MLS Participant who desires access to and use of MLS-generated information shall complete an orientation program, as approved by the SCC Board of Directors, of no more than eight (8) classroom hours devoted to the MLS Rules and Regulations and computer training related to MLS entry and retrieval within (60) days after licensee is affiliated with Participant.

### ARTICLE V - SERVICE CHARGES

The charges made for participation in the Service shall be as determined, and amended from time to time, by the Board of Directors of the Service, and specified in the Rules & Regulations of the Service.

### ARTICLE VI – GOVERNMENT OF THE SERVICE

The government of the service shall be vested in the SCC Board of Directors comprised of Officers and Directors nominated and appointed as described in this article.



#### SECTION 6.1. OFFICERS OF THE SERVICE

The Officers of the Service who shall also be Directors, shall be a President, a Vice President, a Secretary and a Treasurer, and shall have such duties as described in this article. Only the office of Secretary and Treasurer may be combined.

#### SECTION 6.2. BOARD OF DIRECTORS

There shall be a total of six (6) Directors, including the President, Vice President, Secretary and Treasurer. Directors will be appointed from among the Participants and Subscribers of the service. At least two (2) of the Six (6) total Directors must be Participants. The remaining Directors may be either Participants or Subscribers; a Subscriber may only serve with consent of their Participant. In addition to the appointed Directors, the SCCMLS Immediate Past President and the CTAR President Elect shall serve as Directors, ex-officio, with full voting privileges. The number of Directors may be increased or decreased from time to time by amendment of these Bylaws or lengthening the term of any Director.

#### SECTION 6.3. NOMINATION AND APPOINTMENT OF OFFICERS AND DIRECTORS

The Officers and Directors shall be nominated and appointed as follows:

- A. **SCC NOMINATING COMMITTEE** - The SCC Nominating Committee shall consist of the SCC President, the SCC Immediate Past President, and the CTAR President-Elect and 2 members at large appointed by the President of the South Carolina Commercial Multiple Listing Service, LLC. The SCC Nominating Committee will meet to prepare a slate of suggested Officers and Directors. This slate will be reviewed and must be approved by the SCC Directors prior to being forwarded to the CTAR Board of Directors.
- B. **APPOINTMENT** - No later than the November regular meeting of the CTAR Board of Directors, the CTAR President will appoint the slate of SCC Officers and Directors, subject to the confirmation of the CTAR Board of Directors.
  1. If any person(s) on the slate is not confirmed by the CTAR Board of Directors, the SCC Nominating Committee shall select alternate nominees, as required, subject to the review of the CTAR Board of Directors.
  2. In the event that nominees are not duly or timely provided by the Service to the CTAR Board of Directors, as provided in these Bylaws, then the CTAR Board of Directors may, at their option, exercise rights as the sole and exclusive shareholder to fill any existing Officer or Director vacancy(ies) utilizing the criteria found in Article 6.2.

#### SECTION 6.4. TERMS

The Officers shall serve for a one (1) year term. The elected Directors shall serve staggered three (3) year terms. The elective year shall be the same as that of CTAR. No Officer or Director shall be nominated and elected to the same office for more than two (2) consecutive terms.

#### SECTION 6.5. DUTIES OF OFFICERS AND DIRECTORS

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

- A. **THE PRESIDENT** - The President shall preside at all meetings of the Corporation and the SCC Board of Directors, and shall perform all the duties of the President subject to declared policies and, as required, subject to confirmation of the Directors. The SCC President shall be an ex officio member of the CTAR Board of Directors, with the right to vote, and shall attend the regular meetings of the CTAR Board of Directors.
- B. **THE VICE PRESIDENT** - The Vice President shall, in the absence of the President, perform all of the duties of the President or such other duties as these Bylaws may require or that the SCC Board of Directors may



prescribe. The Vice President shall be an ex officio member of the CTAR Board of Directors without voting rights.

- C. THE SECRETARY/TREASURER - The Secretary/Treasurer shall attend all meetings of the Corporation and of the MLS Directors and shall keep or cause to be kept, in a book provided for that purpose, a true and complete record of the proceeding of such meetings, and shall perform, as required, like duty for all standing committees appointed by the Directors. The Secretary/Treasurer shall monitor the records of account and financial statements prepared or maintained by the MLS staff. The Secretary/Treasurer shall furnish these statements of financial condition at the SCC Board of Directors' meetings or whenever requested by the President or a duly appointed representative. The Secretary/Treasurer shall also be responsible for overseeing the annual audit required at the end of the MLS fiscal year. The Secretary/Treasurer shall perform such other duties as these Bylaws may require or that the Directors may prescribe.
- D. THE BOARD OF DIRECTORS - The SCC Directors 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.
1. The SCC 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. This budget shall be submitted to the CTAR Board of Directors for approval. The SCC Board of Directors shall not incur an obligation in excess of \$7,500 over the total budget without the authorization by vote of a two thirds majority of the SCC Board of Directors present and voting unless such excess is the result of an increase in the number of users of the Service or the volume of listings processed by the Service over that projected in preparing the annual budget.
  2. The SCC Board of Directors shall employ such executive, legal, and staff personnel it deems necessary to care for and maintain the properties of the Service and otherwise conduct the administrative business of the service.
  3. The SCC Board of Directors shall have the right to authorize a certified public accountant to perform an audit of all books and accounts at any time, subject to final approval of the CTAR Board of Directors.
  4. The SCC Board of Directors shall adopt rules and regulations governing Participants in the Service including charges to be made for such participation, and shall have full power and authority to add to or to amend such rules and regulations at any time, provided said amendments and changes are not retroactive in effect.
- E. The SCC Board of Directors will not have the authority to perform the following actions without approval by the CTAR Board of Directors:
1. Do any act which would make it impossible to carry on the ordinary business of SCC, except as otherwise provided in these Bylaws or the SCC Articles of Incorporation;
  2. Admit any new shareholders, including establishing the terms under which a new shareholder may be admitted;
  3. Merge SCC with any other entity;
  4. Transfer all or substantially all of SCC's assets to any individual or entity;
  5. Dissolve SCC.

Except as otherwise provided in these Bylaws and Rules and Regulations, the action of the SCC Board of Directors shall be final.

#### SECTION 6.6. REMOVAL OF OFFICERS AND DIRECTORS

In the event that an Officer or Director of the Multiple Listing 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 an Officer or Director and signed by not less than one-third of the Participants or a majority of all SCC Directors shall be filed with the SCC President, 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 days or more than forty-five 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.
- C. The special meeting shall be noticed to all Participants at least ten days prior to the meeting, and shall be conducted by the SCC President unless the President's continued service in office is being considered at the meeting. In such a 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 the Participants present and voting shall be required for removal from office.
- D. Any vote taken by the Participants to remove an Officer or Director must ultimately be confirmed by a majority vote of the CTAR Board of Directors. Notwithstanding the foregoing, CTAR may remove an Officer or Director by a majority vote of the CTAR Board of Directors.

#### SECTION 6.7. VACANCIES

Vacancies in unexpired terms shall be filled as in the case of original appointees. Directors appointed to fill vacancies shall complete the unexpired terms of their predecessors.

#### SECTION 6.8 EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the President, Vice President, Secretary/Treasurer, SCC Immediate Past President, CTAR President Elect, the Chief Executive Officer and the Executive Director of the Multiple Listing Service. The Executive Director of the Multiple Listing Service and SCC Chief Executive Officer shall serve in an advisory capacity, without the right to vote.

- A. The Executive Committee is to meet only for the purpose of making recommendations to the Board of Directors.
- B. Minutes of all Executive Committee meetings shall be kept and shall become part of the minutes of the next Board of Directors' meeting.
- C. Meetings of the Executive Committee shall be set by the President.

#### SECTION 6.9. THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall oversee the operations of CTAR and SCC to fulfill the mission and strategic initiatives of CTAR and SCC and to ensure cooperation and coordination between the Association and Multiple Listing Service. The Chief Executive Officer is responsible for the hiring and supervision of the SCC staff.

#### SECTION 6.10. THE EXECUTIVE DIRECTOR OF THE MULTIPLE LISTING SERVICE

The Executive Director of the Multiple Listing Service is responsible for the day-to-day operation and administration of the Service and shall, unless excused from attendance by the president or Chief Executive Officer, attend all meetings of the SCC Board of Directors as a non-voting member and shall render such reports as deemed necessary by the SCC Directors. The Executive Director of the Multiple Listing Service shall assist the Secretary/Treasurer in the preparation of the various minutes and with the preparation of the annual budget. The Director of the Multiple Listing Service shall also perform such other duties as required by these Bylaws, the Directors, or the Chief Executive Officer.

#### SECTION 6.11. DELEGATION OF AUTHORITY

In the case of the absence of any Officer of the Corporation or for any other reason that the Directors may deem sufficient, they may delegate the powers or duties of such Officer to any Directors or employee of the Corporation, for the time being, provided a majority of the entire Directorship concurs therein.



## ARTICLE VII - MEETINGS

### SECTION 7.1. ANNUAL MEETING OF SHAREHOLDER

The annual meeting of the Shareholder of the Service shall be held at such time, place and hour designated by the SCC Board of Directors. CTAR, as owner of the only voting share of this Corporation, shall determine the manner in which its vote is to be cast on matters arising at said meeting.

### SECTION 7.2. SPECIAL MEETINGS OF THE SERVICE

Special meetings of Participants of the Service may be called from time to time by the President, the SCC Board of Directors, the President of the CTAR Board of Directors or by 10% of the Participants of the service. Written notice stating the day, place, and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be sent to all Participants no less than seven (7) days prior to said meeting.

### SECTION 7.3. QUORUM AND VOTING AT MEETINGS OF THE SERVICE

For the transaction of business, 20% of the Participants of the Service 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.

### SECTION 7.4. MEETINGS OF THE DIRECTORS OF THE SERVICE

Meetings of the SCC Board of Directors, regular or special, may be held either within or without the city of Charleston, South Carolina.

- A. REGULAR MEETINGS - The Directors will designate the time and place of the regular monthly meeting.
- B. OTHER MEETINGS - Other meetings of the Directors may be held at the discretion of the President or by a majority vote of the Directors.
  - 1. NOTIFICATION OF MEETINGS - Notification of meetings shall be by letter, telephone, email, fax or otherwise, to be received not later than two (2) days preceding the day of such meeting.
  - 2. QUORUM - A majority of the number of SCC Board of Directors, as appointed, shall constitute a quorum for the transaction of business. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Directors of the Service.
  - 3. ATTENDANCE - Any MLS Director, who after having been properly notified, fails to attend three regular and/or special meetings, without an excuse acceptable to the MLS Officers, shall be deemed to have resigned as a Director. The vacancy shall be filled as herein provided for original appointments.

### SECTION 7.5. PRESIDING OFFICER

At all meetings of the Participants of the Service, or of the SCC 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.

### SECTION 7.6. ELECTRONIC TRANSACTION OF BUSINESS

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.



## SECTION 7.7. CONSENT AGENDA

The President may place on a consent agenda those items which will not require discussion or explanation prior to board action, such as routine or non-controversial matters, or are those items which have already been discussed and/or explained and do not require further discussion or explanation. Any item on the consent agenda may be moved to the regular agenda upon the timely request of the President by any Director. A request is timely if made prior to the vote on the consent agenda. The request does not require a second or a vote by the Board. An item removed from the consent agenda will then be discussed and acted on separately immediately following the consideration of the consent agenda. Consent agenda items are approved en masse by one vote of the Board. The consent agenda items shall be separately recorded in the minutes.

## ARTICLE VIII - COMMITTEES

In carrying out its governing function, the President, with the approval of the SCC Board of Directors may appoint committees of Participants and Subscribers, call meetings of Participants and in other ways coordinate its governing with the desires and wishes of the Participants, insofar as these desires and wishes do not conflict with the purpose or principles of this Corporation, or SCC Bylaws.

## ARTICLE IX - FISCAL YEAR

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

## ARTICLE X - ANNUAL AUDIT

At the end of each fiscal year, a certified public accountant shall perform an annual audit of all books and accounts of SCCMLS. This audit will be completed in a timely manner and presented to the SCC Board of Directors at their next regular meeting after the completion of the audit.

## ARTICLE XI - AMENDMENTS

The Bylaws contained herein may be altered, amended or repealed by an affirmative vote of not less than two thirds in number of the SCC Board of Directors being necessary to exercise such power.

## ARTICLE XII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Service shall indemnify any MLS Officer or Director or former Officer or Director of the Service, his or her heirs, executors and administrators for all reasonable expenses incurred by such Officer or Director in connection with the defense of any action, suit or proceeding in which he or she is made a part by reason of being or having been such Officer or Director, except in relation to matters as to which he or she shall be adjudged in such misconduct in the performance of duty. The Service may also reimburse any Officer or Director for all reasonable expenses actually necessarily incurred by said Officer or Director in settling said action, suit or proceeding should the service decide that it was to the best interests of the service that such settlement be made. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which such Officer or Director may be entitled.





## ARTICLE XIII - DISSOLUTION

In the event this service shall at any time terminate its activities, the SCC Board of Directors shall consider and adopt a plan of liquidation and dissolution with the approval of the CTAR Board of Directors. Said plan shall provide for the collection of all assets, the payment of all liabilities, and the remaining portions thereof be assigned to the Charleston Trident Association of REALTORS®, Inc.