



BYLAWS

February 25, 2021

ARTICLE I - NAME

The name of this organization is Carolina Multiple Listing Services, Inc., d/b/a Canopy MLS ("Canopy MLS" or "the MLS"), a wholly-owned subsidiary corporation of the Charlotte Regional REALTOR® Association, Inc., d/b/a Canopy REALTOR® Association (the "Association").

ARTICLE II – PURPOSE AND DEFINITION

A multiple listing service ("MLS") is a means by which:

- (i) Member Participants make offers of compensation to other Member Participants (acting as subagents, buyer agents, or in other agency or non-agency capacities allowed by law);
- (ii) cooperation among Member Participants and Subscribers is enhanced;
- (iii) listing information is accumulated and disseminated to enable Member Participants and Subscribers to prepare appraisals, analyses, and valuations of real property for bona fide clients and customers;
- (iv) Member Participants and Subscribers engaging in real estate appraisal contribute to common databases; and
- (v) listing information is correlated and disseminated in an orderly fashion among Member Participants and Subscribers so they may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as procuring cause of the transaction.

ARTICLE III - SERVICE AREA

The area within which Canopy MLS shall function shall, at a minimum, be coextensive with the territorial jurisdiction of the Association, Gaston Association of REALTORS®, Central Carolina Association of REALTORS®, Union County Association of REALTORS®, and Lincoln County Board of REALTORS®. In addition, the Canopy MLS service area shall include any area or portion of an area in which a Member Participant or Subscriber may be able to effectively deliver service to a potential client or customer. The service area may be extended by agreement between Canopy MLS and other associations of REALTORS® and by amending these Bylaws as appropriate.

ARTICLE IV – DEFINITIONS AND PARTICIPATION

Section 1. Member Participant. Any REALTOR® Member of the Association or any other association of REALTORS® who is a principal, partner, limited liability company member or manager, corporate officer, branch office manager, or trustee of a real estate brokerage firm acting on behalf of a principal, any non-REALTOR® director of a government agency who holds

an active North Carolina or South Carolina real estate broker's license or who is licensed and certified by an appropriate state regulatory agency in North Carolina or South Carolina to engage in the appraisal of real property.

Section 2. Subscribers. Subscribers of Canopy MLS include non-principal brokers, sales associates, licensed and certified appraisers and appraiser trainees affiliated with a Member Participant and government agency employees who subscribe to Canopy MLS through a government agency Member Participant.

Section 3. Participation. Any Member Participant, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in Canopy MLS. Under these qualifications,

A REALTOR® member must comply with the following requirements and agree to the following terms of membership:

- a) Complete Canopy MLS application forms and submit the same to the Canopy MLS office with payment of all applicable fees and charges;
- b) Agree in writing to abide by the Bylaws and the Rules and Regulations of Canopy MLS.
- c) Any applicant for Canopy MLS participation and any licensee (including licensed or certified appraisers or appraiser trainees) affiliated with a Canopy MLS Member Participant who has access to and use of Canopy MLS-generated information shall complete an orientation program of no more than eight (8) classroom hours devoted to Canopy MLS Rules and Regulations and computer training related to Canopy MLS information entry and retrieval, prior to Canopy MLS access being provided.

A government agency Member Participant must also comply with the following requirements and agree to the following terms of membership:

- a) Complete Canopy MLS application forms and submit the same to the Canopy MLS office with payment of all applicable fees and charges;
- b) Agree in writing to abide by the Bylaws and the Rules and Regulations of Canopy MLS.

However, under no circumstances is any individual or firm, regardless of membership status, entitled to Canopy MLS membership or participation unless they hold a current, valid real estate broker's license in North Carolina or South Carolina and offer or accept cooperation and compensation to and from other Member Participants and/or Subscribers or are licensed or certified by an appropriate state regulatory agency in North Carolina or South Carolina to engage in the appraisal of real property. Use of information developed by or published by Canopy MLS is strictly limited to the activities authorized under a Member 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 Canopy MLS where access to such information is prohibited by law. The REALTOR® principal of any firm, partnership or corporation, and the broker-in-charge of any branch office of the REALTOR® principal designated by said firm, partnership or corporation shall be the "Member Participant" in Canopy MLS and shall have all rights, benefits and privileges of participation and membership in Canopy MLS, and shall accept all obligations to Canopy MLS for the Member Participant's firm, partnership, corporation or branch offices(s) and shall be responsible for compliance with the Bylaws and Rules and Regulations of Canopy MLS by all persons affiliated with the Member Participant who utilize Canopy MLS. REALTORS®

who are Member Participants or Subscribers of Canopy MLS, but are not members of the Association are subject to the REALTOR®'s Code of Ethics on the same terms and conditions as Association members.

Note: Mere possession of a broker's license is not sufficient to qualify for participation in Canopy MLS. Rather, the requirement that an individual or firm "offers and accepts cooperation and compensation" demands that the Member Participant and Subscriber 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. "Actively" means on a continual and on-going basis during the operation of the Participant's real estate business. The "actively" requirement is not intended to preclude participation in Canopy MLS 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 participation in Canopy MLS 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 Canopy 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 applicable North Carolina or South Carolina state law.

The key is that the Participant or potential Participant actively endeavors to make or accept offers of cooperation and compensation with respect to properties of the type that are listed on Canopy MLS. This requirement does not permit Canopy 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. Canopy 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" only if Canopy MLS has a reasonable basis to believe that the Participant or potential Participant is, in fact, not doing so.

These membership requirements shall be applied on a nondiscriminatory manner to all Participants and potential Participants in Canopy MLS.

Section 4. Application for Participation. Application for participation in Canopy MLS shall be made in such manner and form as may be prescribed by the Board of Directors of Canopy MLS (the "Directors" or the "Board") and made available to any REALTOR® principal member of the Association or any other association of REALTORS® requesting it.

Section 5. Discontinuance of Service. Member Participants and/or Subscribers of Canopy MLS may discontinue membership in the MLS by giving Canopy MLS written notice and may reapply to Canopy MLS by making formal application in the manner prescribed for new applicants for participation, provided all past dues and fees are paid in full.

Section 6. Designation of Replacement. In the event of a vacancy created by the death, resignation or other permanent absence of a Member Participant from a firm which continues in operation, Canopy MLS service may be interrupted for a period of time. In order to prevent the service from being interrupted, the firm must designate a replacement as a Member Participant, submit the appropriate paperwork and pay any applicable fees within forty-eight (48) business hours. The replacement must meet the criteria of Section 3 of this Article and must either be a REALTOR® member of a REALTOR® association or be in the process of becoming a REALTOR® member of a REALTOR® association. If the firm has not designated a replacement within forty-

eight (48) hours, Canopy MLS service will be terminated until a replacement is found and has made application to become a REALTOR® member of a REALTOR® association and Canopy MLS.

ARTICLE V - SERVICE CHARGES

Charges for participation in Canopy MLS shall be as determined, and as amended from time to time by the Board, and specified in the Rules and Regulations of Canopy MLS.

ARTICLE VI - GOVERNING BODY

Section 1. Governing Body of Canopy MLS. The governing body of Canopy MLS shall be a Board of Directors comprised of the Officers and Directors nominated and elected, or appointed to such positions, as described in this Article. The Board shall owe its primary duty of loyalty to Canopy MLS's shareholder, i.e., the Association.

Section 2. Officers of Canopy MLS. The Officers of Canopy MLS, who shall also be Directors, shall be same persons as, and shall serve in the same positions as, the Officers of the Association. The Officers shall be selected in accordance with the Bylaws of the Association. The terms of service of the Officers shall conform to the term requirements prescribed by the Association Bylaws.

Section 3. Board of Directors of Canopy MLS. There shall be a total of not more than twenty-four (24) appointed or elected Directors of Canopy MLS, (such total to include all of the members of the Executive Committee of the Association), to be elected or appointed from among the Member Participants and Subscribers of Canopy MLS as set forth below. The Executive Committee of the Association (and of the MLS), shall be the President, the President-Elect, the Secretary, the Treasurer, the immediate Past President, and the Chief Executive Office (the "CEO"). The CEO serves without voting privileges. The Executive Committee shall have such authority and rights as may be assigned to it by the Board. The Officers and Directors shall take office on January 1 of each year. No Officer or Director shall serve in the same office for more than two (2) consecutive terms, except for REALTOR® Association Representatives and Large Firm Representatives, as described below. All members of the Canopy MLS Board must be a Member Participant or Subscriber of Canopy MLS. The method of selection and term of office for the Officers and Directors of Canopy MLS shall be as follows:

- A. There shall be three (3) elected At-Large Members of the Board.
 1. Each year, one (1) At-Large Member of the Board shall be nominated and elected in accordance with the provisions of Section 4 of this Article.
 2. The three (3) At-Large Directors shall each serve for staggered terms of three (3) years.
- B. There shall be several REALTOR® Association Representatives, appointed by the REALTOR® Associations noted below:
 1. Canopy REALTOR® Association: Four (4) representatives, one (1) of which must be from the *Northern Region*, which is defined as Iredell County and the towns of Cornelius, Davidson and Huntersville in Mecklenburg County and as determined further from time to time by the Board; and one (1) of which must be from the Western Region, which is defined as all of Haywood County and from Balsam to the Woodfin Creek Area of Eastern Jackson County, until otherwise amended. Each year, the President-Elect shall appoint two (2) additional Canopy REALTOR® Association representatives for the year in which he/she will serve as President.

2. Land of the Sky Association of REALTORS®: One (1) representative.
3. Hendersonville Board of REALTORS®: One (1) representative.
4. Central Carolina Association of REALTORS®: One (1) representative.
5. Gaston Association of REALTORS®: One (1) representative.
6. Union County Association of REALTORS®: One (1) representative.

In order to maintain the seats described above after December 31, 2020, each Association must have at least two hundred (200) Canopy MLS Subscribers as of May 31, 2020. In addition, on a going-forward basis, any of such Associations with more than one (1) representative must have at least two thousand (2,000) Canopy MLS Subscribers as of May 31 the prior year.

- C. There shall be three (3) appointed Large Firm Representatives. Each year, in determining the slate of candidates, the Nominating and Election Committee (the “Nominating Committee”) will take into consideration which firms qualify as the three largest firms, as determined by the total number of all closed for-sale transaction sides as of the prior calendar year. (Each firm so identified shall qualify for one (1) Large Firm seat on the Board for the following year.
 1. Each Large Firm Representative shall be appointed by each Large Firm.
 2. Each Large Firm Representative shall serve for a term of one (1) year.
 3. In the event that a Large Firm has more than three (3) Board members from any source, the Large Firm seat allotted to that firm will roll down to the next firm in line that would otherwise qualify for a Large Firm seat.
- D. There shall be one (1) appointed Small Firm Representative. A “Small Firm” is a firm not larger than the average Canopy MLS firm size as of May 31 of the year prior to appointment.
 1. Each year, the Canopy REALTOR® Association president-elect shall appoint one Small Firm Representative for the year in which they will serve as president.
 2. The Small Firm Representative shall serve for a term of one (1) year.
- E. There shall be one (1) appointed South Carolina Representative. A “South Carolina Representative” is a Canopy MLS Member Participant or Subscriber licensed and practicing in an office located in South Carolina.
 1. Each year, the President-Elect shall appoint one (1) South Carolina Representative for the year in which he/she will serve as President.
 2. The South Carolina Representative shall serve for a term of one (1) year.

Section 4. Nomination and Election of Officers and Directors.

A. Nomination.

1. The Nominating Committee of the Association shall also serve as the Nominating Committee of Canopy MLS, and shall be appointed by the President with approval of the Executive Committee. The Nominating Committee shall be comprised as described in the Association’s Bylaws. If possible, every effort will be made by the President to appoint one (1) Canopy MLS Member Participant and/or Subscriber who is either not a primary member of the Association or is from an office located outside of Mecklenburg

County, with approval of the Executive Committee, to serve on the Nominating Committee in order to help identify candidates to fill the open At-Large seat on the Canopy MLS Board.

The Nominating Committee shall select at least one candidate for the At-Large seat to be filled on the Board.

2. At least one hundred twenty (120) days before the annual election, the Nominating Committee shall notify all Member Participants and Subscribers of the requirements for the At-Large Director position and the time period within which to submit applications for candidacy. After the last date for submission of applications, the Nominating Committee shall review all candidates' applications, and nominate at least one (1) candidate for each open position.
3. Additional candidates for the At-Large Director position to be filled may be placed in nomination in the following manner: a petition signed by a minimum of five-percent (5%) of all active Canopy MLS Member Participants at the time of petition, each of whom shall supply, in both written and printed form, their REALTOR® member identification number and firm name. The petition shall include the signature of the nominee, indicating the nominee's willingness to serve and shall include a completed application and personal photo. No more than twenty percent (20%) of the petitioned signatures may come from any one firm. The petition shall be filed with the Secretary or the Secretary's designee at least thirty-five (35) days prior to the fourth Wednesday in September of the applicable election year. All nominations received in this manner will be posted on the Association Web site at least ten (10) days prior to the election.
4. The report of the Nominating Committee including the profiles and photos of the candidates and the petition candidate information shall be posted on the Association Web site at least fifty (50) days prior to the fourth Wednesday in September.

B. Election.

The Canopy MLS Board election shall be concurrent with the Association election. Only those candidates nominated by the Nominating Committee or nominated by petition as described above shall be placed on the official on-line ballot. At least twenty-one (21) days prior to the fourth Wednesday in September the Executive Committee shall adopt and post the election rules and the official on-line ballot on the Association's Web site and, thereafter, all Member Participants and Subscribers with voting rights may vote online.

Any Member Participant or Subscriber who does not have access to the Internet may come to the Association's office during regular business hours beginning twenty-one (21) days prior to the fourth Wednesday in September and vote online. If the voting Member Participant or Subscriber does not have Internet access, is ill and cannot come to the Association's office to vote online, a manual ballot will be provided upon receipt of a signed and witnessed letter/request from that Member Participant or Subscriber. These manual ballots will be counted by the election judges and added to the computer tally. All votes must be cast on-line no later than the close of business on the fourth Wednesday in September of the applicable election year. All votes shall be confidential. The candidate receiving the largest number of votes cast is elected. In case of a tie vote, the election shall be determined by runoff.

C. Election Judge.

The immediate Past-President, or his/her designee, shall act as the Election Judge and shall oversee the tabulation of votes. In the event the Past-President is not available, the Secretary or his/her designee will oversee the election. The validity of all votes shall be at the sole determination of the Election Judge. Results of the election will be published when available. Final "per-candidate" vote totals will be available to any Member Participant or Subscriber upon written request.

D. Vacancies.

1. The filling of any vacancies of any Officer position will be handled in accordance with the procedures set forth in the Association's Bylaws.
2. If any Director is suspended or terminated from membership in the MLS, for any cause, including the nonpayment of financial obligations to any REALTOR® association or any of its subsidiaries, then the office or seat occupied by such person shall be deemed to be immediately vacated. Any such vacancy shall be filled by a simple majority vote of the Canopy Board and the term of the Director so appointed shall expire on the date the term of the suspended or terminated Director would otherwise have expired.
3. In the event the seat on the Board occupied by a Large Firm Representative becomes vacant, a replacement for that seat shall be appointed by the Large Firm whose seat has been vacated. The term of the Large Firm Representative so appointed shall expire on the date such term was set to expire.
4. In the event the seat on the Board occupied by a Small Firm Representative becomes vacant, a replacement for that seat shall be appointed by the current President. The term of the Small Firm Representative so appointed shall expire on the date such term was set to expire.
5. In the event the seat on the Board occupied by a REALTOR® Association Representative becomes vacant, that seat shall be filled by the REALTOR® Association whose seat has been vacated. The term of the REALTOR® Association Representative so appointed shall expire on the date such term was set to expire.
6. If a vacancy is created as a result of the nomination of a Director to another office, said vacancy shall be filled in accordance with Section 4.D.2. above.
7. In the event of death, resignation, or incapacity of any Director, the office or seat on the Board shall be deemed to be immediately vacated. Such vacancies may be filled by simple majority vote of the Canopy MLS Board; the term of a Director so appointed shall expire on the date that the term of the deceased, resigned or incapacitated Director would otherwise have expired.

Section 5. Removal of Directors and Officers.

A. Directors. A Director may only be removed from office in accordance with the procedure set forth in the Association Bylaws.

B. Officers. An Officer may only be removed from office in accordance with the procedure set forth in the Association Bylaws.

Section 6. Duties of Officers and Directors. The duties of the Officers and Directors shall be as follows:

- A. President. The President shall be the chief elected Officer of Canopy MLS and shall preside as the Chair at all meetings of the Member Participants and Subscribers and at all meetings of the Board. The President shall have and exercise general charge and supervision of the affairs of Canopy MLS and shall perform such other duties as may be assigned to the President by the Board. The President shall also have such duties as described in the Association Bylaws.
- B. President-Elect. It shall be the duty of the President-Elect to assist the President, attend all Executive Committee meetings and all meetings of the Board, and in the absence of the President, preside at the meetings of Canopy MLS, meetings of the Executive Committee and meetings of the Board of Directors. The President-Elect shall succeed to the office of President. The President-Elect shall also have such duties as described in the Association Bylaws.
- C. Death, Resignation, etc. In the event of death, resignation, or incapacity of both the President and the President-Elect, the immediate Past President shall perform those duties delegated to the President-Elect as set forth in Article VI, Section 6.B. above until the next annual election.
- D. Secretary:
 - 1. The Secretary or his/her designee shall have oversight of such books, documents and papers as the Board of Directors may determine.
 - 2. The Secretary or his/her designee shall attend and oversee the preparation of minutes of all the meetings of the Board and Canopy MLS Member Participants and Subscribers. The Secretary or his/her designee shall keep a record of all Canopy MLS member offices, and firms, showing their places of business, and such books shall be opened for inspection as prescribed by law.
 - 3. The Secretary or his/her designee may sign with the President, President-Elect, and/ or the CEO, in the name and on behalf of Canopy MLS, any contract or agreements authorized by the Board.
 - 4. The Secretary or his/her designee shall perform, in general, all duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall perform such other duties as may be assigned to the him or her by the Board of Directors.
 - 5. The Secretary or his/her designee shall also have such duties as described in the Association Bylaws.
- E. Treasurer:
 - 1. The Treasurer or his/her designee shall have oversight responsibility for the custody of all funds, property and securities of Canopy MLS, subject to such regulations as may be imposed by the Board. When necessary or proper, the Treasurer or his/her designee may endorse, on behalf of Canopy MLS, such checks, notes and other obligations as the Board may designate, and shall deposit same to the credit of Canopy MLS at such bank or banks or depository as the Board may designate.
 - 2. The Treasurer or his/her designee shall sign all checks, receipts and vouchers of Canopy MLS and all bills of exchange and promissory notes issued by Canopy MLS,

except in cases where the signing and execution thereof shall be expressly designated by the Board or these Bylaws to some other Officer or agent of Canopy MLS.

3. The Treasurer or his/her designee shall perform, in general, all duties incident to the office of Treasurer, subject to the control of the Board and shall assist the Board, as necessary, for them to carry out their duties under these Bylaws.
 4. The Treasurer or his/her designee shall furnish to the Canopy MLS Member Participants and Subscribers, in the first quarter of each calendar year, a report of the income and expenses of Canopy MLS with comparison to budget for the prior year.
 5. The Treasurer or his/her designee shall also have such duties as described in the Association Bylaws.
- F. Board of Directors. The Board of Directors shall be the governing body of Canopy MLS and shall have control of all affairs of Canopy MLS. The Board shall, prior to the end of each fiscal year, prepare or cause to be prepared, a budget reflecting projected income from all sources and projected costs and expenses of Canopy MLS for the next fiscal year. The budget shall be submitted to the Board for approval on a date not less than thirty (30) days prior to the first day of the next fiscal year. The budget must then be submitted to the Association's Board of Directors for final approval. The Canopy MLS Board of Directors after consideration at a minimum of two consecutive Board of Director meetings shall not incur an obligation in excess of cash on hand without the authorization of the Association's Board of Directors and, if deemed necessary by the Canopy MLS Board of Directors, by vote of a two-thirds (2/3) majority of REALTOR® Member Participants and Subscribers of Canopy MLS present and voting.
- G. Chief Executive Officer. The Association's Board may employ a CEO to serve as the CEO of the Association, Canopy MLS and the Charlotte Regional REALTOR® Association Housing Opportunity Foundation and may delegate to the CEO all or part of the duties of the Secretary and Treasurer and any other functions they may prescribe. In the event of absence or illness of the Secretary and/or the Treasurer, the CEO may assume the duties of that Officer without further authority. The CEO shall serve as an Ex-Officio member of the Board, without voting privileges. The CEO shall have the authority to hire, supervise, evaluate and terminate other staff and/or professional service providers and resources as necessary and shall perform such other duties as prescribed by the Board. In the event of a vacancy in the position of CEO, the Executive Committee shall have the responsibility of insuring that the duties of the CEO are carried out by the staff, following the procedures outlined in the Adverse Issues Plan policy document, until the position of CEO is filled.

Section 7. The Officers and Directors shall receive a nominal remuneration for serving in such capacities and shall be reimbursed for all Canopy MLS business related expenses.

All Officers and Directors agree to abide by all applicable laws of North Carolina and South Carolina and to adhere to the duties enumerated for general standards of conduct of a director of a for-profit corporation.

ARTICLE VII - COMMITTEES

Section 1. Committees, Advisory Groups and Task Forces. The President shall, with the approval of the Board, appoint such committees, advisory groups and task forces, as the President deems necessary. Such may include Member Participants or Subscribers, employed by or affiliated as independent contractors with a Member Participant, who may serve either as a chair or member of such.

Section 2. The President, President-Elect and CEO (or his/her designee) shall be ex-officio members of all committees, advisory groups and task forces and shall be notified of all meetings. The President and President-Elect shall have voting privileges, but the CEO (or his/her designee), shall not have voting privileges.

ARTICLE VIII - MEETINGS

Section 1. Annual Meeting. The annual meeting of Member Participants and Subscribers of Canopy MLS shall be held each year at a time and place specified by the Board.

Section 2. Special Meetings. Special meetings of Member Participants and Subscribers of Canopy MLS may be called from time to time by the President or by the Board. Written or electronic notice stating the day, place and hour of the meeting, the purpose(s) for which the meeting is called, shall be given to all Member Participants and Subscribers as may be required by law.

Section 3. Quorum and Voting at Meetings of Canopy MLS. A quorum for the transaction of business at a meeting of the Member Participants and Subscribers of Canopy MLS shall consist of those Member Participants and Subscribers present and eligible to vote. A majority vote by such Member Participants and Subscribers present and voting at a meeting attended by a quorum shall be required for passage of motions.

Section 4. Proxy Voting. Proxy voting shall not be permitted in connection with the business of Canopy MLS.

Section 5. Electronic Transaction of Business. To the fullest extent permitted by law, Canopy MLS and its Board may conduct business by electronic means.

Section 6. Meetings of the Board. The Board of Directors shall designate a regular time and place for its regular meetings. Meetings may be held at other times as the President or the Board may determine.

Section 7. Absences. Absence by a Director from three (3) regular meetings in a calendar year shall be construed as a resignation. Exceptions may be granted by the Executive Committee for extreme situations. From time to time, the Board shall adopt a policy or policies (such as the Association's Board Responsibilities Document) regarding the extent to which remote attendance at Board meetings is/is not allowed, the number of absences from Board meetings a Director will be allowed in a given year, etc. Any such policy may be modified, at any time, by the Board. It is understood that any such policy or policies adopted by the Board of the Association shall apply to the Board of Canopy MLS.

Section 8. Presiding Officer. At all meetings of the Member Participants and Subscribers, or of the Board, the President, or, in the absence of the President, the President-Elect, shall serve as presiding Officer. In the absence of the President and President-Elect, the President shall

name a temporary Chairperson, or upon the President's failure to do so, the Board shall appoint a temporary Chairperson.

Section 9. Action without Meeting. Any action required or permitted to be taken at a meeting of the Board of Canopy MLS may be taken without a meeting if a consent in writing, electronically or otherwise, setting forth the action so taken, shall be agreed upon by all of the Directors. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of all Directors. All the approvals evidencing the consent shall be delivered to the CEO to be filed with the corporate records. Any action so taken shall be effective when all the Directors have approved the consent unless the consent specifies a different effective date.

ARTICLE IX - FISCAL YEAR

The fiscal year of Canopy MLS shall commence on January 1 and shall end on December 31 of each year.

ARTICLE X - RULES OF ORDER

The Rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern Canopy MLS business meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order Canopy MLS may adopt.

ARTICLE XI - AMENDMENTS

Section 1. Amendments to Bylaws. Amendments to these Bylaws shall be by consideration and approval of the Board by a majority vote of those Directors voting on the amendment at a meeting at which a quorum is present.

Amendments mandated by the National Association of REALTORS® for verbatim adoption by member MLSs shall be incorporated into these Bylaws and shall become effective upon review by the Board of Directors.

Section 2. Amendments to Rules and Regulations. Amendments to the Rules and Regulations of Canopy MLS shall be by consideration and approval of the Board.

ARTICLE XII - DISSOLUTION

In the event Canopy MLS shall at any time terminate its activities, the Board shall consider and adopt a plan of liquidation and dissolution with the approval of its shareholder, if required by law. Said plan shall provide for the collection of all assets, the payment of all liabilities and the remaining portions thereof to be assigned to the Association.

ARTICLE XIII – BONDS

The Canopy MLS Board may, by resolution, require any Officer to give bond to Canopy MLS, with sufficient sureties, conditioned on the faithful performance of the Officer's duties.

ARTICLE XIV - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association and Canopy MLS shall indemnify any Director or Officer or former Director or Officer of Canopy MLS or any person who has served at its request as a Director or Officer of another corporation, partnership, joint venture trust or other enterprise, his or her heirs, executors and administrators, against liabilities and reasonable litigation expenses, including attorneys fees, incurred by him/her in connection with actions, suits or proceedings in which he/she is made or is threatened to be made a party by reason of being or having been such Director or Officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of duty. The Association and Canopy MLS may also reimburse any Director or Officer in settling said action, suit or proceeding should the Association decide that it is to the best interests of the Association that such settlement be made. The foregoing right to indemnification shall not be deemed exclusive of any other rights to which such Director or Officer may be entitled under any Bylaws, agreement, vote of the Board, or otherwise.

ARTICLE XV - MEMBER HARASSMENT POLICY

The Member Participants and Subscribers of the Canopy MLS are to abide by the highest ethical standards. No type of harassment shall be tolerated between such persons and staff. Harassment shall include sexual harassment, violent harassment (actual or implied threat of disruptive physical behavior or verbal intimidation), obscene language and harassment on any other basis. As used in this Article, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. Harassment also includes actions, words, jokes or comments based on the individual's sex, sexual orientation, race, color, national origin, age, religion, disability, citizenship, sexual orientation or any other characteristic will not be tolerated. Therefore, any Member Participant or Subscriber of Canopy MLS may be reprimanded, placed on probation, suspended or expelled for harassment of an employee. The appropriate disciplinary action to be taken shall be made by a committee comprised of the President, the President-Elect and one Member of the Board selected by the highest-ranking Officer not named in the complaint, upon consultation with legal counsel for Canopy MLS. Disciplinary action may include any sanction authorized in the REALTOR®'s Code of Ethics and Arbitration Manual. If the complaint names the President or President-Elect, he/she shall not participate in the proceedings and shall be replaced by the Immediate Past-President or, alternatively, by another Member of the Board selected by the highest-ranking Officer not named in the complaint. The decision of the committee shall be final.