

# GMAR Bylaw Change

To: GMAR Primary and Secondary members  
From: Dee Dee Ohara-Blizard  
Date: February 2024  
RE: 2024 Bylaw Changes for Approval

To ensure that our governing documents are in line with our current structure, the following changes are being presented to membership, following approval from the Board of Directors.

Additionally, a change is also being requested to Article XIX: Chapters, as stated below.

## **Article XVI, Section 1 of the GMAR Bylaws state:**

These Bylaws may be amended by a majority vote of the members present and qualified to vote at a meeting at which a quorum is present or by an electronic vote of at least 50 members, provided the substance of such proposed amendment or amendments shall be plainly stated in the call for the meeting or the request for vote by electronic means.

Following a thorough review of the GMAR Bylaws the following items should be amended and/or removed as stated below.

### 1. **Article XI: Officers and Directors**

Section 1: Definition of Elected Leadership

GMAR leadership, for the purposes of this Article, shall be defined as:

Directors (Section 2)

Elective Officers (Section 3)

Executive Committee (Section 4)

**Governors of Realcomp II (Section 5) Replace with Managers of MichRIC**

Chief Executive Officer (Section 6)

### 2. **Section 2: Directors**

*Add the following language:*

In the event a Chapter is formed within GMAR's membership, additional Directors may be appointed to represent that Chapter, per Article XIX: Chapters, Section 5. Nominees for these Director positions would be subject to the existing criteria as provided otherwise in these Bylaws.

### 3. **REPLACE SECTION 5, as stated below, with SECTION 5: Managers of MichRIC**

#### **Sections 5: Managers of MichRIC**

(a) Definition: The MichRIC Managers shall represent the interests of the Greater Metropolitan Association of REALTORS® membership while serving on the MichRIC Board of Managers as either Manager or alternate Manager.



(b) Qualifications: The Manager must be a primary REALTOR® member in good standing of the Association; have been a REALTOR® the three (3) years just prior to being elected or appointed; is a current “user” of GMAR MLS prior to being elected or appointed and shall not be the Chief Executive Officer or a paid employee of the Association.

If an elected or appointed Manager is no longer a REALTOR® Member of the Greater Metropolitan Association of REALTORS® and current Participant in the GMAR MLS, that Manager shall be deemed to have resigned as a MichRIC Manager.

(c) Term of Office: A Manager shall be elected or appointed to a two-year term.

(d) Election to Office: The Board of Directors shall appoint the Manager by a simple majority of the Directors present at the meeting called for the selection/election of the Manager or at a regular meeting of the Directors where the selection/election of the Manager has been placed upon an agenda of the Board of Directors regular meeting published to the Directors. At a meeting called for the selection/election of a Manager by the Board of Directors, the Directors will vote on candidates as presented and, if on the first ballot, a simple majority of the votes is not cast for a single candidate, then another vote will be taken and the candidate with the lowest vote will be dropped from the ballot, etc., until a candidate receives a majority vote.

(e) Duties: It shall be the duty of the MichRIC Manager(s) to keep the Board of Directors apprised of major initiatives, policies and legal issues that arise during the Managers' terms of office, except those initiatives, issues or policies that, if revealed, would compromise the Manager(s) duty to confidentiality to MichRIC.

(f) Vacancies: Vacancies of Managers representing the Association caused by the resignation, removal (either by the Association or MichRIC pursuant to MichRIC Bylaws) or death of a Manager will be filled by the President of the Association within forty-eight (48) hours of the vacancy, and thereafter ratified by the Board of Directors within thirty (30) days. If the President is unavailable to make the appointment (the appointment can be made by telephone or electronic means), then the appointment will be made by the President Elect, and if neither the President nor the President Elect is available, then by the Treasurer. If a Manager is not ratified by a simple majority of the Directors called for the purpose of ratifying an appointment of a Manager, said Manager shall be replaced by a Manager selected by a simple majority vote of the Board of Directors present at the meeting. If a majority vote cannot be reached for the selection of Manager to replace the Manager appointed by the President, then the appointed Manager shall remain a Manager until the successor is elected. A Manager selected or appointed to fill a vacancy shall complete the term of the Manager for whom they were elected or appointed to replace.

(g) Removal of MichRIC Managers: Petition for the removal of a MichRIC Managers(s): In the event that a Manager is deemed to be incapable of fulfilling the duties for which elected but will not resign from office voluntarily, the Manager may be removed from office under the following procedure:

(1) A petition for the removal of the MichRIC Manager supported by a majority of the Directors shall be presented to the Chief Executive Officer, which request shall specifically set forth the reason(s) the individual is deemed to be disqualified from further service.



(2) Not less than ten (10) days and no more than thirty, (30) days after receipt of such request, a special meeting of the Board of Directors shall be held and the sole business of such meeting shall be to consider the charge(s) against the Manager, and to render a decision on the request for removal. The special meeting shall be noticed at least ten (10) days prior to the meeting. A three-fourths (3/4) vote of the Directors shall be required for removal of the Manager.

#### **4. Article XVIII: Multiple Listing**

**Section 1. Authority** The Association of REALTORS® shall maintain for the use of its members a multiple listing service which shall be a lawful corporation of the State of Michigan and wholly owned by the Association or Associations of REALTORS®.

#### **Change to/Add:**

#### **Article XVIII: Multiple Listing**

#### **Multiple Listing Service Operated as a Committee of the Association**

**Section 1. Authority.** The association of REALTORS® shall maintain for the use of its members a Multiple Listing Service which shall be subject to the Bylaws of the association of REALTORS® and such rules and regulations as may be hereinafter adopted.

**Section 2. Purpose.** A multiple listing service is a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or nonagency capacities defined by law); by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which participants engaging in real estate appraisal contribute to common databases; and is a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and the public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease). (Amended 11/04)

**Section 3. Participation.** 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 offer or accept compensation to and from other participants or are licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property.\*\* Use of information developed by or published by 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. (Adopted 11/08)

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 accepts cooperation and compensation



means that the participant actively endeavors during the operation of its real estate business to list real property of the type listed on the MLS and/or to accept offers of cooperation and compensation made by listing brokers or agents in the MLS. “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. (Adopted 11/08)

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 the MLS in which participation is sought. 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 make or accept offers of cooperation and compensation. An MLS may evaluate whether a participant or potential participant actively endeavors during the operation of its real estate business to offer or accept cooperation and compensation 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. (Adopted 11/08)

**Section 4. Supervision.** The activity shall be operated under the supervision of the multiple listing committee, in accordance with the rules and regulations, subject to approval of the Board of Directors of the association of REALTORS®.

**Section 5. Appointment of Committee.** The President shall appoint a Multiple Listing Committee of 12 REALTOR® members. All members of the committee shall be participants in multiple listing except, at the option of the local association, REALTORS® (or REALTOR-ASSOCIATE®s, where applicable) affiliated with participants may be appointed to serve in such numbers as determined by the local association.

The committee members so named shall serve two-year, staggered terms, the original appointments being divided between one- and two-year terms. The chairperson may be designated by the President.

Any single real estate firm may not have more than two (2) active members serving on the committee at the same time.

**Section 6. Vacancies.** Vacancies in unexpired terms shall be filled as in the case of original appointees.

**Section 7. Attendance.** Any committee member who fails to attend three (3) meetings during a calendar year shall be determined to have immediately resigned and the vacancy shall be filled herein as provided for original appointments.



**Section 8. Subscribers.** Subscribers (or users) of the MLS include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with participants.

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 9. Rules and Regulations.** The Board of Directors may adopt such rules and regulations as may be required from time to time, which shall be subject to the Bylaws of the Association.

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## Chapters:

**Article XIX: Chapters, Section 5. Board of Directors Involvement:** The Board of Directors of the Greater Metropolitan Association of REALTORS® **shall include Director positions for Chapter representation, based on the individual Chapters agreement , approved by the Board of Directors at the establishment of the Chapter.** ~~may approve a chapter representative as a voting member of the Board of Directors of the Greater Metropolitan Association of REALTORS®. The chapter has the right to appoint their representative on the Board using the standard election format as established by the Greater Metropolitan Association of Realtors® to serve a two (2) year term.~~ **The Chapter Director positions will be nominated during the general election and voted on exclusively by Chapter members during the regular GMAR election.**

