

**BYLAWS OF
ASSOCIATION TECHNOLOGY SERVICES, INC.**

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BYLAWS OF ASSOCIATION TECHNOLOGY SERVICES, INC.

ARTICLE I – NAME

1.01. Name: The name of the organization shall be Association Technology Services, Inc., hereafter referred to as ATS. ATS is wholly owned by the Collin County Association of REALTORS®, hereafter referred to as CCAR. The registered office of the corporation shall be maintained at 6821 Coit Road, Plano, Texas or at such other office as may be changed by resolution of the board of directors. The fiscal year of the corporation shall begin on the 1st day of January of each year. The corporation shall maintain a corporate seal as provided by the laws of the State of Texas.

ARTICLE II – PURPOSE

2.01 Purposes: ATS will provide MLS and various other services and products to North Texas Real Estate Information Systems, Inc., hereinafter NTREIS, shareholder Participants, including, but not limited to, (a) training and education of Participants and Subscribers, (b) direct billing of fees and charges to Participants and Subscribers, and (c) the administration of applications for participation. ATS may provide training, products, billing support and other services to any NTREIS shareholder Participant(s) requesting such service. Local Multiple Listing Services area tours, meetings or other functions are the responsibility of ATS.

A Multiple Listing Services (hereinafter referred to as MLS) is a means by which authorized Participants make blanket unilateral offers of compensation to other participants (acting either as sellers agents, buyers agent, or other agents as defined by the laws of agency in Texas); 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 appraisals contribute to common databases; as is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients, customers and public. Entitlement to compensation is determined by the cooperating broker's performance as a procuring cause of the sale (or lease).

2.02 Primary Service Area: The primary service area of ATS shall be the North Texas area covered by NTREIS.

ARTICLE III - MEMBERSHIP

3.01 Participation: Participation in the ATS is available to a Brokerage Firm of any Designated REALTOR® of any association/broker of REALTORS® which is a shareholder or any Designated REALTOR® from another local association/board of REALTORS® who purchases MLS services through a shareholder without further qualification except for the payment of required dues and fees and the agreement of each Participant to abide by these Bylaws and the Rules and Regulations of the MLS, as same may be amended from time to time. However, under no circumstances is any individual or firm, regardless of membership status, entitled to MLS "Membership" or "Participation" unless he or she holds a current, valid Texas real estate broker's license, offer or accept compensation to and from other Participants or is 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 NTREIS is strictly limited

to the activities authorized under Participant's licensure(s) or certification and unauthorized uses are prohibited.

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)

3.02 Membership Designation: The Designated REALTOR® member who satisfies the requirements of section 5.04 of the Bylaws of NTREIS or a Designated Broker who complies with the NTREIS Rules & Regulations and satisfies the requirements of section 5.05 of the Bylaws of NTREIS shall be referred to herein as the "Participant". The Participant shall have all rights, benefits, and privileges of the MLS and shall accept obligations and liabilities to the stockholders from whom such Participant purchases MLS services with respect to the MLS for the Participant's Brokerage Firm, as well as for compliance with the Bylaws and the NTREIS Rules and Regulations by all persons affiliated with the Participant who utilizes the MLS. Further, none of the foregoing is intended to convey "Participation" or "Membership" or any right of access to information developed or published by NTREIS where access to such information is prohibited by law.

3.03 Nonmember Participation: Subject to approval and authorization by the Board of Directors of a shareholder, real estate brokers licensed in Texas who are not members of a local association/board of REALTORS® may apply for participation in and access to the MLS through any such shareholder upon such limited basis and upon payment of such required dues and fees as the said Board of Directors shall permit; provided, however, that any such nonmember who submits an application for participation shall sign an agreement to abide by the Bylaws and the NTREIS Rules and Regulations, as same may be amended from time to time, and expressly to abide by the Code of Ethics of the National Association of REALTORS® and to submit to the mandatory arbitration provisions as set forth in the

Code of Ethics and Arbitration Manual of the National Association of REALTORS®. Any such nonmember whose application for participation is accepted shall affirmatively state in all of his or her advertisements which refer to his or her participation in or access to the MLS that he or she is not a member of a local association/board of REALTORS®. Additionally, any such nonmember applicant shall be required to attend such orientations in the MLS Policies and Procedures as the Board of Directors of the shareholder, through which such applicant applies, shall require.

3.04 Application for Participation: Application for participation shall be made in such manner and form as prescribed by the Board of Directors of each shareholder and made available to any qualified Designated REALTOR® or other qualified nonmember applicant requesting participation subject to and in conformity with the provisions of Section 3.03 of these Bylaws. Each applicant form shall contain a signed statement agreeing to abide by these Bylaws and any other applicable NTREIS Rules and Regulations as from time to time amended or adopted. No applicant, Participant or Subscriber who has a delinquent account for unpaid fees or charges with one shareholder will be permitted to purchase MLS services through a different shareholder.

3.05 Subscribers: “Subscriber” (or “user of the MLS”) means a non-principal broker, sales associate, and a licensed or certified appraiser affiliated with a Participant. Subscriber includes each licensed person, whether licensed as a broker or as a salesperson, including a licensed or certified appraiser, who is employed by or affiliated with a Participant as an employee, or as an independent contractor. (This definition should not be construed to require any non-principal broker, sales associate or licensed or certified appraiser affiliated with a Participant to become a REALTOR® Member before having access to or using the MLS.) Subscribers shall have the right to file property listings in the MLS through their Participant.

ARTICLE IV – PRIVILEGES AND OBLIGATIONS

4.01 Rules Agreement: All Participants, Subscribers and nonmember participants shall execute an agreement designated by ATS to abide and be bound by the Bylaws of ATS and amendments thereto and the NTREIS Rules and Regulations and amendments thereto.

4.02 Obligations: Participants, Subscribers and nonmember participants have the primary responsibility to safeguard and promote the purposes, standards, interests and welfare of the MLS. They also have the right and responsibility to submit property in the MLS, utilize all the services of MLS in accordance with the MLS Rules and Regulations and abide by the fee schedules as determined by the ATS MLS Committee.

ARTICLE V – DUES AND FEES

5.01 Participant Application: The ATS MLS Committee shall determine the amount of the Participant application fee, if any, periodically. Such fee shall be consistent for all new Participants. Any change in the application fee is subject to the ratification by the Board of Directors.

5.02 Quarterly Fees: The ATS MLS Committee shall determine the quarterly fees based on the budget requirements with approval of the Board of Directors. Payment is required within 30 days after billing to avoid suspension of Services. The ATS MLS Committee may waive the quarterly fees, subject to ratification by the Board of Directors. Charges for participation by Participants and Subscribers who are REALTORS® may be less than the charges for participation by nonmembers.

5.03 Other Service Charges: Other services shall be offered and priced by ATS on stand-alone basis available to all participants, subscribers and nonmember participants. These charges will be billed and paid at time of service.

5.04 Billing: ATS shall direct bill each Participant and Nonmember Participant for all MLS fees, as appropriate. The Participant and all subscribers will be individually billed. The Participant is responsible for payment of all fees, which is required within thirty (30) days after billing to avoid suspension of Services. Services will be suspended per NTREIS Rules and Regulations.

ARTICLE VI – GOVERNMENT

6.01 Governing Documents. ATS shall be governed by its Corporate Charter Bylaws, NTREIS Bylaws, NTREIS Rules and Regulations, and the Constitution, Bylaws, Rules and Regulations, Policies and Procedures of the National Association of REALTORS®.

6.02 Board of Directors. The Board of Directors shall be the governing body of ATS and shall be composed of nine (9) members appointed by the ATS shareholder. ATS Board members must be ATS Subscribers. The number may be increased or decreased from time to time by an amendment to these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. At each annual meeting the ATS shareholder shall appoint directors to hold office until the next succeeding annual meeting.

6.03 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be appointed at an annual meeting or at a special meeting of the ATS shareholders called for that purpose.

6.04 NTREIS Shareholder Representative, Board of Directors and User Member. The Shareholder Representative, the NTREIS Board of Directors Member, and the NTREIS User Member shall be appointed by the CCAR Board of Directors. The Shareholder Representative and NTREIS Board of Directors member shall serve a two (2) year term. The User Member shall serve a one (1) year term.

6.05 MLS Committee. The ATS MLS Committee shall insure compliance with all governing regulations. The ATS MLS Committee shall determine the procedures for operation concerning the local operation of ATS MLS, subject to the approval of the Board of Directors.

6.06 Organization: The ATS MLS Committee shall consist of a Chairperson, Vice-Chairperson, and at least seven (7) other members all of whom are appointed by the Board of Directors. No more than two (2) persons from the same firm may be a member of the ATS MLS Committee.

6.07 Attendance: Any ATS MLS Committee member who fails to attend three (3) consecutive regular or special meetings of the Committee without an excuse acceptable to the Committee shall be deemed to have resigned from the Committee, and the vacancy thereby created shall be filled by the Board of Directors.

6.08 Duties: The officers of the corporation shall be appointed by the ATS Shareholder. They shall consist of at least a president and secretary and may include other officers as deemed necessary. Duties of the offices shall be those as assigned to them by the Board of Directors from time to time.

6.09 Stock: The certificates for shares of stock of the corporation shall be numbered and shall be entered in the corporation books as they are issued. The corporation shall be entitled to treat the holder of record of any share of stock as the holder in fact therefore and, accordingly shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person, except as provided by law.

ARTICLES VII – MEETINGS

7.01 Annual Meeting: The annual meeting of the ATS Shareholder shall be held in conjunction with the Collin County Association of REALTORS® 4th Quarter Board of Directors meeting. The annual meeting of the Board of Directors shall be held at such time as the ATS President may determine but in no event later than forty-five (45) days after the annual meeting of the ATS Shareholder.

7.02 Special Meetings: Special meetings may be held at such times as the ATS President may determine the need to meet. The time and place to be designated by the ATS President. Written notice, including the purpose of the meeting, shall be given at least (5) days preceding the meeting.

7.03 Quorum of Directors: A majority of the board of directors 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 Board of Directors.

ARTICLES VIII – AMENDMENTS TO THE BYLAWS

8.01 Proposed Amendments: Participants and Subscribers suggesting changes to the bylaws must submit the proposed changes in writing to the ATS MLS Committee.

8.02 Change Approval: The ATS MLS Committee will review all proposed changes with respect to governing documents. Changes deemed to be local shall be presented to the Board of Directors for approval. Proposed changes to NTREIS Bylaws, after approval by the Board of Directors, will be presented to NTREIS by the Shareholder Representative.

ARTICLE IX – SUBCOMMITTEES

9.01 Appointment: The ATS President shall appoint, subject to confirmation by the Board of Directors, any special subcommittee deemed necessary. The ATS President shall serve as an ex-officio member of all subcommittees and shall be notified of all such meetings.

9.02 Size and Duties: All subcommittees shall be of a size and have such duties, functions and powers assigned to them by the ATS President, subject to the approval of the Board of Directors.

ARTICLE X – PARTICIPANT DUTIES

10.01 Participant Duty: It shall be the duty of every Participant to thoroughly instruct their own subscribers and other office personnel concerning the content of these Bylaws, the NTREIS Rules and Regulations and the NAR Code of Ethics. The Participant shall be responsible for any violations and misconduct by any member of the Participant's organization.

10.02 Reporting a Breach: It is duty of every Participant and Subscriber to report to the ATS MLS Committee any breach of these Bylaws, NTREIS Rules and Regulations, or any conduct injurious or prejudicial to the best interest of the MLS or tending to bring discredit to the MLS.

ARTICLE XI – PENALTIES

11.01 Suspension of Service: The ATS MLS Committee will recommend suspension of services to and/or censure and/or reprimand of any Participant or Subscriber for violation of Bylaws or NTREIS Rules and Regulations.

11.02 Suspension Review: Suspensions of Participants or Subscribers shall be subject to review by the ATS MLS Committee upon receipt of a written request from the responsible Participant and Subscriber within thirty (30) days of the date of suspension.

11.03 Notification of Suspension: Participants and Subscribers shall be notified by the ATS MLS Committee in writing of their suspension and the time period of such suspension. Participants and Subscribers suspended for nonpayment of dues and fees shall not be reinstated until such dues and fees are paid in full.

11.04 Collin County Association of REALTORS® Expulsions: Any Participant or Subscriber expelled or suspended from the Collin County Association of REALTORS® is automatically suspended from ATS membership and shall not be reinstated in ATS until the ATS MLS Committee is notified by the Association Executive Officer of the restoration of Association Membership. A Participant or Subscriber expelled and then reinstated may participate in ATS by paying past due financial obligations and by making application for membership in the manner and form prescribed by the ATS MLS Committee.

11.05 Appeals: Participants or Subscribers disciplined by the ATS MLS Committee may under the NTREIS Rules and Regulations, appeal the disciplinary decision and sanction to the Professional Standards Committee of the Collin County Association of REALTORS® so that due process shall be provided and that any disciplinary action shall be consistent with the requirement of Texas Law. This appeal mechanism is designed to protect the interest of CCAR, ATS, and the MLS Participants and Subscribers.

11.06 NAR Code of Ethics Complaints or Arbitration: Alleged offenses which involve complaints related to the NAR Code of Ethics or a request for arbitration shall be referred to the CCAR Grievance

Committee for appropriate action in accordance with CCAR's adopted professional standards and arbitration procedures.

ARTICLE XII – NOTICES

12.01 Notice: All notices required by these bylaws shall be deemed given when deposited properly addressed to the last address registered with the ATS, postage prepaid in the U.S. Postal Service.

ARTICLE XIII – SUBORDINATION

13.01 Should a conflict arise between the Rules and Regulations of NTREIS, as they currently exist or as hereafter modified, and the above and forgoing Bylaws of Association Technology Services, Inc., the Bylaws of Association Technology Service, Inc. shall be deemed subordinate to the Rules and Regulations of NTREIS and shall automatically be amended to conform and comply with Rules and Regulations of NTREIS.

ARTICLE IV - DISSOLUTION

14.01 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 Collin County Association of REALTORS® (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 the Collin County Association of REALTORS®.

Revised & NAR approved: 11/30/2012
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