

**BYLAWS OF THE MULTIPLE LISTING SERVICE
OF THE
GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, Inc.**
*As amended by the MLS Board of Directors on February 19, 2020
Approved by the MLS Participants at the Annual MLS Participants meeting on September 18, 2020,
and approved by the GNIAR Board of Directors on October 28, 2020*

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**BYLAWS OF THE
MULTIPLE LISTING SERVICE
OF THE**

GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS® , INC.

As amended by the MLS Board of Directors on August 9, 2017; approved by the MLS Participants on September 29, 2017; and approved by the GNIAR Board of Directors on October 18, 2017 and July 19, 2006

Article 1, Name

The name of this organization shall be the Multiple Listing Service of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS® , INC. Hereinafter referred to as the Service, all the shares of stock of which are solely and wholly-owned by the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS® , INC.

Article 2, Purposes

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).

(Approved April 26, 2006)

Article 3, Service Area

The area, within which the Service shall function, shall at all times be coextensive with or within the territorial jurisdiction of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS® , INC.

Article 4, Participation

A. Participation Defined

Participation in the Service is available to the firm, partnership, or corporation of any REALTOR® Principal without further qualifications except payment of required dues and fees and agreement to abide by these *Bylaws* and *Rules and Regulations* of the Service and to agree to the obligation of the Multiple Listing Service Participants and their firms to arbitrate contractual disputes with other Service Participants when such disputes arise out of their relationships as Multiple Listing Service Participants. However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service unless they hold a current, valid real estate broker's license and offer or accept offering or accepting 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 this Association's Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. The REALTOR® Member Principal of any firm, partnership, or corporation or the branch office manager designated by said firm, partnership or corporation shall be termed the "Participant" in the Service and shall have all rights, benefits, and privileges of the Service, and shall accept all obligations to the Service of 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.

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.

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.

B. Application for Participation

Application for Participation shall be made in such manner and form as may be prescribed by the Board of Directors of the Service and made available to any REALTOR® (Principal) member requesting it. The application form shall contain a signed statement agreeing to abide by these *Bylaws* and any other applicable *Rules and Regulations* of the Service as from time to time adopted or amended.

The REALTOR® (Principal) shall submit and continue to submit to the Service the number of sales associates affiliated with the firm who is housed within the territorial jurisdiction of the Service and/or who may access or utilize the Service.

The REALTOR® (Principal) may subscribe to the Service for an office outside the Service Jurisdiction providing he so chooses and providing he submits and continues to submit to the Service for that office the number of Sales Associates affiliated with that office who may access or utilize the Service.

Sales Associates shall include those persons affiliated with a REALTOR® (Principal) who may subscribe to the Service, who may benefit the REALTOR® (Principal) and/or themselves individually by listing, selling, showing houses, holding open houses and other such activities normally associated with the listing and selling of real estate; and, otherwise have access to, or utilize the Service whether on an occasional, infrequent or full time basis. The Service notification shall occur in writing at the time of assignment and sales associates change. Should it be determined that the REALTOR® (Principal) submitted to the Service a number less than the actual number of sales associates affiliated with the firm who may access or utilized the Service, the REALTOR® (Principal) shall be subject to sanctions - Section VII of the Multiple Listing Service Rules and Regulations - Compliance with Rules and Regulations.

Article 4.2, Suspension of MLS Participation Due to Loss of a Managing Broker

If a participating office no longer has an eligible managing broker to conduct the firm's business, the participating office will be suspended beginning on the day the MLS has knowledge. Written notice of the suspension will be sent to the firm.

If managing broker is reactivated or replaced within a 45 day period, no fee will apply.

If managing broker is reactivated or replaced within a 46-90 period, a \$250 reinstatement fee will apply.

If managing broker is reactivated or replaced after 90 day period, suspended firm will be treated as a new office and must pay \$1000 Office Application Fee.

C.-3 Discontinuance of Service

Participants of the Service may discontinue the Service by giving the Service sixty (60) days written notice. Reapplication to the service within ninety (90) days of the last day of discontinuing the service must be submitted in writing for Board of Directors approval. Reapplication beyond the 90th day to 180 days must be accompanied by an application fee of \$100. Reapplication beyond the 180 days requires application as in the manner prescribed for new applicants to the Service.

D.-4, Subscribers

Subscribers of the Service include non-principal brokers, sales associates, and appraisers licensed or certified by an appropriate state regulatory agency to engage in the appraisal of real property, and affiliated with a Participant. Subscribers or Users may also include those whose

Participant has MLS Participation through agreements of reciprocity and/or whose Principal chooses to participate in a Multiple Listing Service.

Article 5, Service Charges

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

Article 6, Governing Body

A. Government of the Service

The Government of the Service shall be vested in a Board of Directors comprised of the elected Officers and Directors nominated and elected as described in this Article.

B. Officers of the Service

The Officers of the Service, who shall also be Directors, shall be a President, President Elect, and a Treasurer, and shall have such duties as described in this Article.

C., Board of Directors

There shall be a total of eleven (11) elected Directors, including the President, President-elect, and Treasurer of the Service, to be elected from among the Participants of the Service and/or Broker Managers as designated by the Participant, except no more than four (4) Directors may be elected from among REALTORS[®] other than Participants and/or Broker Managers of the Service. (Effective October 28, 2020)

[The reduction in the number of Directors will be phased in over a three (3) year period. In 2006, six (6) Director terms will expire. Only three (3) of these positions will be filled, reducing the total number of elected Directors to seventeen (17) for 2007. In 2007, five (5) Director terms will expire. Only two (2) of these positions will be filled, reducing the total number of elected Directors to fourteen (14) for 2008. In 2008, six (6) Director terms will expire. Only three (3) of these positions will be filled, bringing the total number of elected Directors to eleven (11) for 2009.] (Effective August 30, 2006)

In addition to the elected Directors and Officers, the current President of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC. or person appointed by him/her, and the Immediate Past President of the Service shall serve as Directors, Ex-Officio, with full voting privileges. (Effective August 30, 2006)

D. Nomination and Election of Officers and Directors

The Officers and Directors of the Service shall be nominated by a vote of the Participants in the Service in accordance with the provisions of Article VII, meetings, of these Bylaws and as further set forth following:

1. Nominating Committee. The President of the Service shall at least three (3) months prior to the Annual Participants Meeting of the Service each year appoint a Nominating Committee, which shall be comprised of no more than five (5) Participants of the Service including the

appointment of the Immediate Past President of the Service as the Chair. The Committee shall select a proposed slate of Officer(s) and Director(s) of the Service striving to achieve geographical diversity and balanced representation among the firms. Candidates for officer positions of the Service must have served a minimum of one year on the MLS Board of Directors within the immediate past three (3) years, prior to seeking an officer position (i.e. President-elect, Treasurer). Candidates shall be limited to seeking one position per election.

The Nominating Committee's proposed slate shall be reported to the President of the Service and shall be submitted to the Participants by mail, MLS delivery, telephonic communication or email at least six (6) weeks prior to the date of the Meeting of the Participants of the Service, at which the nominees shall be selected by vote of the Participants.

2. Rights of Participants to Select Additional Nominee(s). The name(s) of additional nominee(s) may be added to the list of nominee(s) selected by the Nominating Committee. A petition signed by ten (10%) percent of the duly certified voting Participants shall be forwarded to the Executive Vice President of the Service. Candidates by petition must meet the same criteria as candidates nominated by the Nominating Committee and which is outlined in Article 6-3.1. There is only one (1) candidate permitted per petition form. The said petition shall be received not less than four (4) weeks prior to the date of the Annual Participants Meeting of the Service. The name(s) contained in such a petition(s), if duly received and certified, shall be presented in writing to the Participants at the Annual Participants Meeting of the Service to elect nominee(s) for consideration for such office as specified in the petition.

3., Notice of Proposed Nominees. The Executive Vice President shall fourteen (14) days before the Annual Participants Meeting of the Service cause by mail, MLS delivery, telephonic communication or email a list of the proposed nominee(s) selected by the Nominating Committee and/or petition, duly received and certified, to be forwarded to the Participants of the Service. This notice shall set forth the time, place, and other pertinent conditions of the Meeting to select the nominee(s) for the position(s) of Officer and/or Director of the Service. A biographical profile of all eligible candidates shall be published in the Association's newsletter and/or shall be provided to the Participants of the Service via mail, MLS delivery, telephonic communication or email prior to the Annual Participants Meeting of the Service.

4. Voting . Only those officer and Board of Directors positions for which there are more candidates than positions to be filled shall be voted on by secret ballot at the Annual Meeting of the Participants of the Service. At the Annual Meeting of the Service, the President may cast the elective ballot for all officer and board positions for which there is only one (1) candidate, in place of holding the formal election for these positions.

Absentee balloting shall take place for one (1) business day at the Association office. This balloting shall be conducted 9:00 a.m. to 5:00 p.m., a minimum of five (5) business days prior to the date of the Annual Meeting of the Participants of the Service. A picture ID of the eligible voting member must be presented in order to secure a ballot. There shall be no proxy votes.

The President, with the approval of the Board of Directors, shall appoint a Tally Committee of at least three (3) Participants, in addition to the chair, to tabulate the votes. The candidate receiving a plurality shall be elected. In case of a tie vote, the election shall be determined by lot.

5. Nominees Submitted to Shareholder for Election. When nominees for Officers and Directors of the Service for the forthcoming fiscal year have been selected by vote of the Participants of the Service, such nominees shall be submitted to the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder) for election pursuant to Article VI, Section D, of the Bylaws of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. Upon election by the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder), the individuals so elected shall be considered Officers-Elect and Directors-Elect and shall assume their respective office in January following the Annual Participants Meeting of the Service.

In the event one (1) or more nominee(s) is/are not elected by the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder), and upon notice of such failure of elections, the President of the Service shall select a proposed Participant or Participants, as required, subject to confirmation by the Board of Directors, for submission as nominee(s) to the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder) to be considered for election to fill the vacancy or vacancies existing.

In the event that nominees are not duly and timely provided by the Service to the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. as provided in these *Bylaws*, then the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. shall exercise rights as sole and exclusive shareholder to elect a Participant or Participants of the Service to fill any existing vacancy or vacancies of Officers or Directors of the Service.

E. Term of Office

The Officers of the Service shall be elected to serve for a one (1)-year term. The Directors shall be elected to serve for three (3)-year terms with one-third (1/3) of the Director terms expiring each year. Elected Officers and Directors shall assume their respective office on January 1, the effective date of their offices and shall continue until their successors are elected, qualified, and installed. No Officer or Director shall be nominated and elected to the same office or director term for more than two (2) consecutive terms. After serving two (2) consecutive terms in the same position, a director or officer shall not be eligible to serve in that same position for a period of one year. After the Immediate Past President completes their term of office, they shall not be eligible for re-election as a director or an officer for a period of one year. (Effective August 30, 2006)

F. Vacancies

Any Officer or Director may resign his office at any time by delivering his resignation in writing to the Service, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

Any vacancy occurring in the Board of Directors caused by death, resignation or otherwise, shall be filled by a majority vote of the remaining members of the Board, even though a quorum may not remain, and such Officers or Directors so elected shall hold office for the unexpired portion of the term of the position to be filled, subject to the confirmation and election of the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC.

G. Duties of the Officers and Directors

1. The President shall be the Chief Elected Officer of the Service and shall preside at its meetings and those of the Board of Directors, and shall perform all duties of a President subject to declared policies and, as required, subject to confirmation of the Board of Directors.

2. The President-elect shall, in absence of the President, perform all of the duties of the President. The President-elect shall automatically ascend to the Presidency of the Multiple Listing Service upon completion of the President's term or in the event that the President resigns the Office or is unable to perform the duties of the office.

3. The Executive Vice President shall maintain the records of the Service and carry on all necessary correspondence with the National Association of REALTORS[®] and the Indiana Association of REALTORS[®]. Additionally, the Executive Vice President shall be responsible for the overall administration of the Service.

4. The Treasurer shall be the custodian of the funds of the Service and shall ensure an accurate record of all receipts and disbursements is kept. The Treasurer shall present to the Board of Directors a monthly financial statement of all accounts and the finances of the Service, and have charge of the corporate seal and affix the name of the documents properly requiring such seal.

5. (a) The Board of Directors of the Service shall be the governing body of the Service and shall have control of all the affairs of the Service and shall authorize all expenditures of funds. The Board of Directors shall, prior to the end of the fiscal year, prepare and approve a budget reflecting projected costs and expenses of the Service for the next fiscal year, indicating projected income from all sources.

5. (b) The Board of Directors shall not incur an obligation in excess of \$25,000, of any non-budget capital expense, without the authorization by a vote of a two-thirds (2/3) majority of REALTOR[®] Participants of the Service present and voting. The Board of Directors shall have the right to make an audit of all accounts at any time without notice. The Board of Directors shall have the power from time to time to adopt such rules and regulations that they may deem appropriate, subject to final approval of the Board of Directors of the ASSOCIATION OF REALTORS[®], (shareholder). Except as otherwise provided in these *Bylaws* and the *Rules & Regulations* of the Service, the action of the Board of Directors of the Service shall be final.

Article 7, Meetings

A. Annual Meeting.

The date, time and place of the Annual Meeting of the Participants shall be determined by the Board of Directors.

B. Special Meetings of the Service

Special meetings of the Participants of the Service may be called from time to time by the President, the Board of Directors, or by ten (10%) percent of the Participants of the Service. Written notice stating the day, place and hour of the meeting, and the purpose for which the meeting is called, shall be delivered by mail, MLS delivery, telephonic communication or email to all REALTORS[®] who are Participants in the Service not less than five (5) days prior to said meeting.

C. Quorum and Voting at Meetings of the Service

For the transaction of business, five (5%) percent of the Participants of the Service shall be considered a quorum. A majority vote by such Participants present and voting at a meeting of the Directors attended by a quorum shall be required for passage of motions. (Approved September 18, 2003).

D. Meetings of the Board of Directors

The Board of Directors may meet at any time it deems advisable on the call of the President or any two (2) members of the Board of Directors. Fifty (50%) percent of the Directors shall constitute a quorum. A majority vote by the Directors present and voting at a meeting attended by a Quorum shall be required for passage of motions.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior to that action: (1) a written consent to the action, either executed as a single document or in counterparts, is signed by all members of the Board of Directors; or (2) all members orally consent to the action and subsequently confirm that consent in writing. The written consent or confirmation shall set forth the action under consideration and shall be filed with the minutes of the meetings, which are kept by the Executive Vice President. A written consent or confirmed oral consent shall be treated for all purposes as a unanimous vote of the Board of Directors as though the vote had taken place at the regular meeting of the Board of Directors. (Effective November 17, 2005)

E. Attendance

Absence from two (2) consecutive meetings without an excuse deemed valid by the Board of Directors, or a total of 1/3 of the meetings, excused or unexcused, held in any twelve (12) month period shall be construed as resignation therefrom. State and national directors attending state and national board meetings will not be penalized for absences that conflict with local Association Board of Directors meetings. (Effective January 1, 2007). (Approved August 30, 2006)

F. Presiding Officer

At all meetings of the Participants of the Service, or of the Board of Directors, the President or, in the absence of the President, the President-elect shall serve as presiding officer. In the absence of the President and President-elect, the President shall name a temporary chairman, or upon failure to do so, the Board of Directors of the Service shall appoint a temporary chairman.

G. Attendance by Telephone

Members of the Board of Directors or a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall be at the discretion of the President and shall constitute presence at the meeting. (Effective November 17, 2005)

H., Electronic Transaction of Business

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means. (Effective November 17, 2005)

Article 8, Committees

A. Appointment of Committees

The President, with the approval of the Board of Directors, shall create any committee, study group or task force(s). Each committee, study group or task force shall consist of no less than two (2) Participants in the service, but may also include REALTORS[®] affiliated with a REALTOR[®] Participant.

B., Action Without Meeting

Any committee may act by unanimous consent in writing without a meeting. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more of the members of the committee.(Effective November 17, 2005)

Article 9, Fiscal Year

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

Article 10, Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Board, its Board of Directors, and committees, task forces and study groups, in all instances wherein its provisions do not conflict with these *Bylaws*.

Article 11, Amendments

A. Amendments to Bylaws

Amendments to these *Bylaws* shall be by the Participants of the Service, except those amendments which are mandated by the National Association of REALTORS® policy adopted by the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum is present, and shall be determined at an Annual Participants Meeting or special meeting of the service in accordance with the provisions of Article VII concerning meetings of the Service. Additionally, the President of the Service is authorized to correct article and section designations, punctuation, and cross references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Multiple Listing Service in connection with any amendments.

Notice by mail, MLS delivery, telephonic communication or email of all meetings at which such amendments are to be considered shall be given to every Participant of the Service at least one (1) week prior to time of meeting.

(Effective November 17, 2005)

Amendments to the *Bylaws* of the Service approved by the Participants shall further be subject to approval of the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder).

When amendments to the *Bylaws* of the Service have been approved by the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder), said amendments shall be effective immediately or as stated in the amending resolution.

If the proposed Amendments to the *Bylaws* of the Service fail approval of the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder), the Board of Directors of the Service shall be informed, and advised that the proposed amendment or amendments to the *Bylaws* be further considered and resubmitted to the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder), as approved by the Participants of the Service.

B. Amendments to Rules and Regulations

Amendments to the *Rules and Regulations* of the Service shall be by consideration and approval of the Board of Directors of the Service in accordance with the provisions of Article VII, Section D., concerning the meetings of the Board of Directors, subject to final approval by the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder).

When approved by the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS®, INC. (shareholder) as described, the amendments to the *Rules and Regulations* of the Service shall be effective immediately or as stated in the amending resolution.

If the proposed amendments of the Service *Rules and Regulations* fail approval of the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC. (shareholder), the Board of Directors of the Service shall be informed, and advised that the proposed amendment or amendments must be further considered and resubmitted as approved by the Board of Directors of the Service to the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC. (shareholder).

Article 12, Dissolution

In the event this Service shall at any time terminate its activities, the Board of Directors of the Service shall consider and adopt a plan of liquidation and dissolution with the approval of the Participants thereof and of the Board of Directors of the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC. (shareholder). Said plan shall provide the collection of all assets, the payment of all liabilities, and the remaining portions thereof be assigned to the parent corporation, namely, the GREATER NORTHWEST INDIANA ASSOCIATION OF REALTORS[®], INC.