

**Southern Oregon Multiple Listing Service, Inc.**

**BYLAWS**

Approved by Board of Directors August 2024

Approved by Users November 2018

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**BYLAWS**  
**of the Southern Oregon Multiple Listing Service, Inc.**

**ARTICLE 1**  
**NAME**

The name of the Organization shall be the Southern Oregon Multiple Listing Service, Inc., hereinafter referred to as "SOMLS". All shares of SOMLS stock are solely and wholly owned by the Rogue Valley Association of REALTORS®, Inc. *(amended 4/09)*

**ARTICLE 2**  
**PURPOSE**

A multiple listing service is a means by which cooperation among participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisal, analyses, and other valuations of real property for bona fide clients and customers; by which authorized 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. To fulfill this purpose, SOMLS accumulates information related to the sale or lease of real estate and facilitates the orderly compilation and dissemination of said information among the authorized Participants.

*(amended 8/24)*

**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 Southern Oregon Multiple Listing Service, Inc. *(amended 11/13)*

**ARTICLE 4**  
**PARTICIPATION**

**A. GENERAL**

Any REALTOR® of the Rogue Valley Association of REALTORS® or any other REALTOR® Board/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 SOMLS 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, regardless of membership status, entitled to "participation" in SOMLS unless they:

1. Holds an active, current, valid Principal Real Estate Broker's license, issued by the State of Oregon, and cooperate; or
2. Is licensed or certified by an appropriate Oregon regulatory agency to engage in the appraisal of real property.

Cooperation is the obligation to share information on listed property and to make property available to other Participants for showing to prospective purchasers and tenants when it is in the best interests of their client(s).

The REALTOR® principal of any firm, partnership, corporation, or the branch office manager designated by said firm, partnership, or corporation as the "Participant" shall have such rights, benefits, and privileges of SOMLS as outlined further in these

Bylaws and the SOMLS Rules and Regulations, and shall accept all obligations to SOMLS for the Participant's firm, partnership, or corporation, and for compliance with the SOMLS Bylaws and the SOMLS Rules and Regulations by all persons affiliated with the Participant who utilize SOMLS. Participation in SOMLS is on an individual basis and may not be transferred or sold to any corporation, firm, or other individual.

Mere possession of a Principal Real Estate Broker's license is not sufficient to qualify for MLS participation. Rather, the requirement that an individual or firm cooperate 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, share information on listed property, and make property available to other Participants for showing to prospective purchasers and tenants when it is in the best interests of their client(s). "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 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 cooperate with respect to properties of the type that are listed on the MLS in which participation is sought. Cooperation is the obligation to share information on listed property and to make property available to other Participants for showing to prospective purchasers and tenants when it is in the best interests of their client(s). 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 cooperate. An MLS may evaluate whether a Participant or potential Participant actively endeavors during the operation of its real estate business to cooperate only if the MLS has a reasonable basis to believe that the Participant or potential Participant is in fact not doing so. The participation requirement shall be applied on a nondiscriminatory manner to all Participants and potential Participants. *(amended 8/24)*

## **B. CATEGORIES**

There are four (4) categories of Participants:

### **1. Member Participant**

A Member Participant is a REALTOR® who is a primary principal broker of a firm and whose primary or secondary association membership is with a shareholder Association of SOMLS. A Member Participant shall have such rights, benefits, privileges, and obligations of SOMLS as outlined and defined in these Bylaws and the SOMLS Rules and Regulations, including voting privileges and the eligibility to be an SOMLS Officer or Director. *(amended 10/11)*

### **2. Appraiser Participant**

An Appraiser Participant is an appraiser licensed or certified by an appropriate Oregon regulatory agency to engage in the appraisal of real property and who

does not hold an active real estate license. An Appraiser Participant shall have such rights, benefits, privileges, and obligations of SOMLS as outlined and defined in these Bylaws and the SOMLS Rules and Regulations, including voting privileges and the eligibility to be an SOMLS Officer or Director, but not the right to submit listings to SOMLS. (*amended 12/04*)

**3. Association of Choice Participant**

An Association of Choice Participant is a REALTOR® who is a primary principal broker of a firm and whose primary REALTOR® membership is with an association or board not defined in parts 1 or 4 of this section and said individual does not hold a secondary membership with RVAR. An Association of Choice Participant shall have such rights, benefits, privileges, and obligations of SOMLS as outlined and defined in these Bylaws and the SOMLS Rules and Regulations, except voting privileges or the eligibility to be an SOMLS Officer or Director. (*amended 10/11*)

**4. Reciprocal Participant**

A Reciprocal Participant is a REALTOR® who is a primary principal broker of a firm and is a member of an association or a multiple listing service with whom SOMLS has a signed, current Reciprocal Agreement. A Reciprocal Participant shall have such rights, benefits, privileges, and obligations as outlined and defined in the Reciprocal Agreement, these Bylaws and the SOMLS Rules and Regulations, but shall not have voting privileges or the eligibility to be an SOMLS Officer or Director. (*amended 10/11*)

**C. DESIGNEE**

A Member, Association of Choice, or Reciprocal Participant may designate a REALTOR® who is in compliance with the Oregon Real Estate Agency's requirements for supervising other licensees and who is affiliated with the Participant's firm to represent and bind the Participant in all matters concerning SOMLS, including voting privileges and the eligibility to be an SOMLS Officer or Director as allowed in Section B of this Article. Any such designation shall be in writing and in no way releases the Participant from the obligations and responsibilities defined in Section A of this Article. The designee may thereafter be referred to as the "Designated Broker" by both SOMLS and the Participant.

(*amended 12/04*)

**D. USE OF INFORMATION**

Use of information developed or disseminated by SOMLS is strictly limited to the activities authorized under a Participant's license or certificate and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey to Participants any rights of access to information developed or disseminated by SOMLS where access to such information is prohibited by law.

**E. APPLICATION FOR PARTICIPATION**

Application for participation shall be made in such manner and form as may be prescribed by the Board of Directors of SOMLS and made available to a primary broker or appraiser who is a Designated REALTOR® member of the Rogue Valley Association of REALTORS®, or any other REALTOR® Board/Association, upon request. The application form shall require a signed statement agreeing to abide by the Bylaws, Rules and Regulations, and Policies of SOMLS as from time to time amended.

(amended 12/04)

#### **F. DISCONTINUANCE OF PARTICIPATION**

Participants of SOMLS may discontinue participation by giving fourteen (14) days written notice. Reapplication for Participation in SOMLS is by making formal application in the manner prescribed in the SOMLS Rules and Regulations and requires that all outstanding dues and fees be fully paid. (amended 04/09)

#### **G. SUBSCRIBERS**

Subscribers (or users) of SOMLS include non-Participant real estate licensees and licensed or certified appraisers affiliated with Participants. Only Subscribers affiliated with a Member Participant or an Appraiser Participant will have voting privileges and the eligibility to be an SOMLS Officer or Director. (amended 08/16)

### **ARTICLE 5**

#### **SERVICE CHARGES**

The charges and fees for participation in and use of SOMLS shall be as determined by the SOMLS Board of Directors as specified in the SOMLS Rules and Regulations and SOMLS Policies and Procedures as amended from time to time. (amended 10/11)

### **ARTICLE 6**

#### **GOVERNING BODY**

##### **A. GOVERNMENT OF SOMLS**

The government of SOMLS shall be vested in a Board of Directors comprised of the Officers and Directors nominated and elected or appointed as described in this Article.

##### **B. BOARD OF DIRECTORS GENERAL COMPOSITION**

The Board of Directors shall consist of four (4) elected officers, six (6) elected directors, two (2) ex-officio directors, and up to four (4) appointed advisory directors (collectively referred to herein as the "Directors"). At least six (6) of the ten (10) elected Directors shall be Participants as defined and allowed for in Article 4 of these Bylaws. The remaining Directors shall consist of any combination of Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws. No more than two (2) individuals affiliated with the same firm (as either a Participant or a Subscriber) may serve as voting Directors on the Board of Directors at the same time. Election or appointment of a third Director from the same firm shall be void *ab initio*.

##### **C. BOARD CLASSES**

The Board of Directors shall be comprised of the following three (3) general classes:

###### **1. Elected Officers and Directors**

This class shall consist of four (4) officers and six (6) directors. All Directors in this class shall have full voting privileges.

- i. The officers shall be the President, the President Elect, the Vice President, and the Treasurer and shall have such duties as described in this Article. All officers are elected at the Annual Meeting except the President, who assumes office after serving one year as President Elect.

In order to be elected to an officer position, the Participant or Subscriber must have served at least two (2) years on either the SOMLS or RVAR Board of Directors in either an elected or appointed position, with at least

one (1) of said years being on the SOMLS Board of Directors.

- ii. The directors are elected each year at the Annual Meeting to serve staggered three-year terms. *(amended 04/09)*

## **2. Ex-Officio Directors**

This class shall consist of:

- i. The SOMLS immediate Past President; shall have full voting privileges.
- ii. The current President of the Shareholder (RVAR) or his/her designee from the RVAR Board of Directors; shall not have voting privileges. *(amended 10/13)*

## **3. Advisory Directors**

This class shall consist of up to four (4) Directors appointed by the President and ratified by the Board of Directors. The Directors in this class shall not have voting privileges. *(amended 10/13)*

# **D. NOMINATIONS AND ELECTIONS OF OFFICERS AND DIRECTORS**

The Officers and Directors of SOMLS shall be elected by a vote of the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws in accordance with the provisions of Article 7 of these Bylaws and as further set forth below:

## **1. Nominating Committee**

Each year the President shall appoint a Nominating Committee, subject to ratification by the Board of Directors. The Committee shall be comprised of the President and four (4) SOMLS Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws and the President Elect as an Ex-Officio member with no voting privileges. The appointment of the Nominating Committee shall be made no later than April 1<sup>st</sup> of each year so as to enable the Committee to meet and propose a slate of Officers and Directors not more than ninety (90) nor less than forty-five (45) days prior to the Annual Meeting. A report of the proposed slate shall be given to the SOMLS Board of Directors and the Board(s) of Directors of the shareholder(s). Then the proposed slate of Officers and Directors will be noticed to all Participants and their Subscribers. *(amended 10/11)*

## **2. Notice of Annual Meeting**

Notice of the Annual Meeting shall be disseminated to all Participants and their Subscribers not less than thirty (30) days in advance of the scheduled date.

## **3. Additional Nominees**

Additional nominees may be added to the list of the Nominating Committee by way of petition signed by at least 5% of the voting Participants and/or Subscribers as defined and allowed for in Article 4 of these Bylaws. Petition shall be submitted to the President of SOMLS at least twenty (20) days prior to the Annual Meeting and notice of any additional nominees shall be disseminated to the SOMLS Participants and Subscribers not less than fifteen (15) days prior to the Annual Meeting.

## **4. Voting by Ballot**

The election of Officers and Directors shall take place no later than September 1<sup>st</sup> of each year. Election shall be by ballot. Ballots may be cast in person or by electronic means as established annually by the Board of Directors. There shall

be no proxy votes. The ballots shall contain the names of all candidates and specify the office for which each is nominated. In the case of a tie vote, the position shall be determined by re-balloting at the Annual Meeting.  
*(amended 4/18)*

#### **5. Shareholder(s) Approval**

A list of the newly elected SOMLS Officers and Directors shall be submitted to the Board of Directors of the shareholder(s) for ratification pursuant to the Bylaws of the shareholder(s). If ratified, they shall be considered Officers-elect and Directors-elect and shall assume their respective offices as set forth in Article 9 of these Bylaws. Disapproval of an elected individual requires a two-thirds (2/3) affirmative vote of the Board of Directors of the shareholder(s) at a duly noticed Board meeting where a quorum is present. In the event one or more candidates are not ratified by the Board of Directors of the shareholder(s), the SOMLS President shall select a suitable replacement to be approved by the SOMLS Board of Directors and ratified by the Board of Directors of the shareholder(s). The Board of Directors of the shareholder(s) must vote to ratify or disapprove of each individual SOMLS Officer-elect or Director-elect not later than the Annual Installation of Officers.

In the event that nominees are not duly and timely provided by SOMLS to the Board of Directors of the shareholder(s), as provided in these Bylaws, then the Board of Directors of the shareholder(s) shall exercise rights as shareholder to elect an SOMLS Participant or Subscriber, whichever is applicable, to fill any existing vacancy or vacancies as officers or directors of SOMLS.  
*(amended 10/11)*

### **E. TERMS OF OFFICE AND LIMITATIONS**

The Officers shall serve for a one-year term. The elected Directors shall serve for staggered three-year terms with one third of the terms expiring each year. Officers and directors shall take office upon 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 for more than two consecutive terms.  
*(amended 4/09)*

### **F. DUTIES OF OFFICERS AND DIRECTORS**

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

#### **1. President**

The President shall be the chief-elected SOMLS Officer and shall preside at its meetings and those of the Board of Directors. The President shall oversee the general operation of SOMLS in accordance with the Bylaws, Rules & Regulations, Policies, and dictates of the Board of Directors and act as spokesperson for SOMLS to the Participants, the Subscribers, and the public. The President shall be the direct supervisor for and oversee the activities of the Executive Officer of SOMLS, and shall serve as chair of the annual performance review. *(amended 10/11)*

#### **2. President Elect**

The President Elect is second-in-command behind the President and shall succeed to the Presidency. The President Elect will preside at all meetings when the President is unable to attend. The President Elect shall also serve on the Board of Directors, attend all SOMLS meetings, and be a spokesperson for

SOMLS as assigned by the President. The President Elect will participate in the annual performance review of the Executive Officer. During the course of SOMLS business, the President may delegate special responsibilities to the President Elect. *(amended 10/11)*

### **3. Vice President**

The Vice President shall perform such duties as may be delegated or appointed by the President. *(amended 10/11)*

### **4. Treasurer**

The Treasurer, in cooperation with the Executive Officer and the Executive Assistant, shall oversee the financial record keeping and financial affairs of SOMLS; including, but not limited to, ensuring that income and expenditures are in accordance with the annual budget, reporting all pertinent information, and providing budget updates to the Board of Directors. *(amended 10/11)*

### **5. Board of Directors**

The Board of Directors shall control all the affairs of SOMLS and shall authorize all expenditures of funds. The Board of Directors shall, prior to the end of each fiscal year, approve a budget reflecting projected income and expenses of SOMLS for the next fiscal year. The Board of Directors shall contract such executive, legal, accounting, and other services as deemed necessary to care for and maintain the properties of SOMLS and otherwise conduct the administrative business of SOMLS. The Board of Directors shall have the right to make an audit of all books and accounts at any time without notice. The Board of Directors shall have the power to adopt such Rules and Regulations that they may deem appropriate. Except as otherwise provided in these Bylaws and in the SOMLS Rules and Regulations, actions of the Board of Directors shall be final.

## **G. VACANCIES**

The President shall make appointments to fill all vacancies to be ratified by a majority vote of the Board of Directors. The President Elect shall fill a vacancy in the office of President automatically without further action by the Boards of Directors of SOMLS or the shareholder(s). A Director or Officer appointed to fill a vacancy shall serve for the remainder of the elective year. Appointment to serve the remainder of an unexpired term shall not be considered a "term" as it pertains to Section E of this Article. *(amended 10/11)*

## **H. REMOVAL OF OFFICERS AND DIRECTORS**

In the event that an Officer or Director of SOMLS is deemed to be incapable of fulfilling the duties for which elected, but will not voluntarily resign from office, the Officer or Director may be removed from office under the following procedure.

1. A petition requesting the removal of an Officer or Director signed by not less than one-third (1/3) of the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws or a majority of all Directors of SOMLS shall be filed with the President, or if the President is the subject of the petition, with the next-ranking officer, and shall specifically set forth the reasons the individual is deemed to be disqualified from further service.
2. Upon receipt of the petition, and not less than twenty (20) days or more than forty-five (45) days thereafter, a special meeting of the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws shall be held, the sole business



of the meeting being to consider the charge against the Officer or Director and to render a decision on such petition.

3. The special meeting shall be noticed to all Participants and Subscribers not less than ten (10) days prior to the meeting, and shall be conducted by the President unless the President's continued service in office is being considered at the meeting. In such case, the next-ranking officer will conduct the meeting or the hearing by the Participants and Subscribers. Provided a quorum is present, a three-fourths vote of Participants and Subscribers present and voting shall be required for removal from office.
4. Any vote taken by the Participants and Subscribers to remove an Officer or Director must ultimately be ratified by a majority vote of the Board of Directors of the shareholder(s). *(amended 10/11)*
5. Apart from the process described in items 1-4 of this section, the Board of Directors of the shareholder(s) may remove SOMLS Officers or Directors upon a two-thirds (2/3) affirmative vote of the Board of Directors of the shareholder(s) acting at a duly-noticed meeting. *(amended 10/11)*

#### **I. CORPORATE SECRETARY**

The Corporate Secretary shall be the Executive Officer. In the absence of an Executive Officer, the Corporate Secretary shall be appointed by the President and ratified by the Board of Directors. In the event of an appointment, the Corporate Secretary need not be a current member of the Board of Directors. *(amended 10/11)*

### **ARTICLE 7** **MEETINGS**

#### **A. ANNUAL MEETING**

The Annual Meeting of SOMLS shall be held at a date, time, and place specified by the Board of Directors not later than September 1<sup>st</sup>.

#### **B. SPECIAL MEETINGS OF SOMLS**

Special meetings of the Participants and Subscribers may be called from time to time by the President, the Board of Directors, or upon written request by ten percent (10%) of the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws. Written notice stating the day, place and hour of the meeting and the purpose(s) for which the meeting is called shall be delivered to the Participants and Subscribers not less than ten (10) days prior to said meeting.

#### **C. QUORUM AND VOTING AT MEETINGS OF SOMLS**

For the transaction of business, a quorum shall consist of those Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws, present and voting. A majority vote by such Participants and Subscribers present and voting shall be required for passage of motions. *(amended 04/09)*

#### **D. MEETINGS OF THE BOARD OF DIRECTORS**

The regular meetings of the Board of Directors shall be as proposed by the President and ratified by the Board of Directors. The Board of Directors may meet at any time it deems advisable on the call of the President or any three (3) members of the Board of Directors. A majority of the voting 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.

**E. ELECTRONIC TRANSACTION OF BUSINESS**

To the fullest extent permitted by law, the Board of Directors and/or Participants and Subscribers, may conduct SOMLS business by electronic means.

*(adopted 04/09)*

**F. ACTION WITHOUT MEETING**

Unless specifically prohibited by the Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the timeline requirements of the action fall prior to the next regularly scheduled meeting. The President, or in the President's absence, the presiding officer, must authorize the vote on the action without a meeting. The action must be noticed in writing to all members of the Board of Directors and written consent of all voting members must be received for the action to be taken. Dissemination of the notice and receipt of votes shall comply with the SOMLS Policies and Procedures. Written notice of action must include an effective date and a date by which the votes must be received. The Corporate Secretary shall file the written action and record of the vote in the corporate records. *(amended 10/11)*

**G. PRESIDING OFFICER**

At all meetings of the Participants of SOMLS, or of the Board of Directors, the President, or in absence of the President, the President Elect, shall serve as presiding officer. In the absence of both the President and President Elect, the President shall name a temporary chairperson or, upon the President's failure to do so, the Board of Directors shall appoint a temporary chairperson. *(adopted 04/09)*

**ARTICLE 8**

**TASK FORCES AND WORK GROUPS**

The President, with the approval of the Board of Directors, shall create such work groups or task forces as the President deems appropriate and shall appoint their members from the Participants and Subscribers. *(amended 10/11)*

**ARTICLE 9**

**FISCAL AND ELECTIVE YEAR**

**A.** The fiscal year of SOMLS shall be the calendar year.

**B.** The elective year of SOMLS shall commence the first business day after the final day of the Annual Meeting and Convention of the National Association of REALTORS®.

**ARTICLE 10**

**AMENDMENTS**

Amendments to these Bylaws shall be initiated by the Board of Directors. These Bylaws may be amended by a majority vote of the Board of Directors, followed by a majority vote of the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws at the Annual Meeting or a Special Meeting of SOMLS in accordance with the provisions of Article 7 of these Bylaws concerning meetings of SOMLS, and will be finalized upon ratification by the Board of Directors of the shareholder(s). Amendments shall be

disseminated to the Participants upon ratification by the Board of Directors of the shareholder(s) and shall be effective immediately unless stated otherwise in the amending resolution.

If the proposed amendments to these Bylaws fail ratification by the Board of Directors of the shareholder(s), the SOMLS Board of Directors shall be informed, and advised that the proposed amendment(s) to these Bylaws be further considered and resubmitted to the shareholder as approved by the Participants and Subscribers as defined and allowed for in Article 4 of these Bylaws.

However, mandated changes by the State or National Associations may be implemented without a vote of the Participants and Subscribers following approval by the SOMLS Board of Directors and ratification by the Board of Directors of the shareholder(s). Notice of mandated changes shall be provided in either a regular or special membership communication and clearly state the effective date. *(amended 4/18)*

## **ARTICLE 11**

### **DISSOLUTION OR STOCK TRANSFER**

#### **A. STOCK TRANSFER**

A "transfer" of any Corporation stock shall require the approval of two thirds (2/3) of the members of the Shareholder present at a duly noticed special meeting called for that purpose, a quorum being present. *(amended 10/11)*

#### **B. DISSOLUTION**

SOMLS may be dissolved only upon the affirmative vote of two thirds (2/3) of the Board of Directors and two thirds (2/3) of the members of the shareholder(s). Further, a plan of liquidation and dissolution must be approved by the Board of Directors of the shareholder(s). *(amended 10/11)*