

NOTICE OF BYLAWS CHANGE AND VOTE BY MLS PARTICIPANTS

On June 28, 2011, the Great Plains REALTORS® Multiple Listing Service Board of Directors voted to approve the following amendment to Article VII, Section 5(a) of the Bylaws, subject to approval by the MLS Participants and the OABR Board of Directors:

5a. Quorum and Voting at Meetings of the Board of Directors.

Between May 1 and May 15 of each year, the Board of Directors shall prepare a list of Participants certifying the number of subscribers affiliated with each Participant. This list shall be known as the Annual Certification and shall be used to define each Participants Category and shall remain valid until the next annual certification. For purposes of certification and voting, Participants shall be included and counted as subscribers; if a Participant's company has multiple offices, those participants and subscribers shall be grouped together.

Rationale for the highlighted change: The GPRMLS Board was established with director-voting based on a representative system with one director from each large company voting for all of the MLS Subscribers affiliated with the broker of that company; one representative voting for all subscribers affiliated with all real estate appraisal firms; and three directors each voting for one-third of all remaining MLS Subscribers not affiliated with a large firm or an appraisal firm.

This "housekeeping" item enables each director to not only represent the affiliated licensees within their respective category, but also vote for the Participant (broker) of each office which was formerly overlooked in the bylaws for the calculation of votes. In most voting scenarios the net effect of this change will be unnoticed. To be clear, a vote "FOR" the change will create a shift in the total number of votes for each director on the GPRMLS Board of Directors as shown below:

EXISTING

Subscribers (total 2144)

Category 1

1541 (71.87%)
496 CBSHome (**23.13%**)
456 NP Dodge (**21.27%**)
322 Prudential (**15.02%**)
267 Deeb (**12.45%**)

Category 2

36 (**1.68%**)

Category 3

567 (26.45% / 3 = **8.82%**)

PROPOSED

Subscribers + Participants (total 2411)

Category 1

1541+13=**1554** (64.46%)
497 (**20.61%**)
466 (**19.33%**)
323 (**13.40%**)
268 (**11.12%**)

Category 2

36+84=**120** (**4.98%**)

Category 3

567+170=**737** (30.57% / 3 = **10.19%**)

Voting by Broker-Participants will take place at the Annual Picnic on August 10, 2011 from 11:00 a.m. to 1:00 p.m., or you may respond to this email indicating "FOR" or "AGAINST" the change prior to August 10, 2011.