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POLICY MANUAL

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**MetroTex Association of REALTORS® , Inc.,
A Texas Non-profit Corporation**

**POLICY MANUAL
Adopted August 27, 2020**

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SECTION 1: ASSOCIATION GOVERNANCE POLICIES

1.1 Rules of the MetroTex Association of REALTORS®. Inc. (MetroTex and/or Association)

The Association may adopt or be issued various kinds of rules. Below is a historical narrative concerning the rules of the Association .

MetroTex was established in the state of Texas in 1917, originally named the “Dallas Real Estate Board, Inc.,” and due to various mergers became the “MetroTex Association.” The Board originally filed Articles of Incorporation (not for profit corporate status) with the State of Texas on September 6, 1936.

The most current document available is the Charter which was rendered to the Association by the National Association of Real Estate Boards (now known as the National Association of REALTORS®). The Charter prescribes MetroTex's privileges and responsibilities, including the duty to abide by the Constitution and Bylaws and observe the Code of Ethics of the National Association of REALTORS®.

MetroTex was granted tax-exempt, not for profit 501 c (6) status by the U.S. Treasury Department, Internal Revenue Service. MetroTex originally filed Articles of Incorporation (not for profit corporate status) with the State of Texas on July 7, 1939.

MetroTex's Bylaws were adopted and have been amended by the membership at various membership and Board of Director meetings. The most recent amended version of the Bylaws is dated February 20, 2020.

MetroTex recognizes, in its Bylaws, the latest edition of Robert's Rules of Order as the authority governing procedures at all meetings and conferences of MetroTex.

In addition, MetroTex members at regular or special meetings, or MetroTex's Board of Directors, at a regular or special meeting, may adopt special rules governing meetings as found necessary to supplement or modify rules provided in Robert's Rules of Order. Special rules supersede any rules in the parliamentary authority with which they may conflict.

Standing Rules as outlined in the Policy Manual may also be adopted at any regular or special meeting prescribed procedure.

MetroTex is subject to all provisions of local, state and national law and regulation applying to professional, trade, tax-exempt, not for profit 501(c)(6) corporations.

The following documents pertaining to the rules of MetroTex are made a part of this manual or are located at the MetroTex corporate headquarters for review.

1. National Association Rules

- Constitution and Bylaws of the National Association of REALTORS®.
- Code of Ethics of the National Association of REALTORS® (“Code”)
- Charter issued by the National Association of REALTORS®.
- Membership Criteria of the National Association of REALTORS®

2. Federal Government Rules

- Tax-exempt, not for profit 501(c)(6) status letter granted by the US Treasury Dept., IRS

3. State Government Rules

- Articles of Incorporation granted by Texas Secretary of State, for MetroTex.

4. Association Bylaws

- Bylaws provide the foundation for Association governance, and are amended by the Board of Directors and membership as outlined in the Bylaws.

1.2 Policy Formulation vs. Policy Administration

Distinctions are quite often obscure between and among such terms as policies, rules, positions, directives, regulations, procedures and practices. Consequently, the following shall serve as definitions for MetroTex concerning the terms used in the manual and MetroTex generally:

1. **ARTICLES AND BYLAWS** are rules governing the operation of MetroTex adopted by the members and/or the Board of Directors. In the event of a conflict between the terms of the Policy Manual and the Bylaws, the Bylaws and Articles will prevail.
2. **RULES OF ORDER AND STANDING RULES** are rules governing the operation of MetroTex adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
3. **POSITIONS** are descriptive narratives, sometimes including recommendations, outlining the concerns and/or views of MetroTex members on current issues adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
4. **PROGRAMS** are descriptions of activities relating to MetroTex adopted by the Board of Directors and/or membership in session with the advice and/or recommendation of staff or legal counsel.
5. **POLICIES** are general or fundamental principles relating to Association involvement adopted by the members of the Board of Directors or membership in session with the advice and/or recommendation of staff or legal counsel. They are broad enough to allow latitude in implementation, but narrow enough to give clear guidance.
6. **PROCEDURES** are the detailed explanations, directions or actions to implement adopted articles, Bylaws, rules, positions, programs and policies selected and applied by staff with the advice and/or recommendation of the President. Such policies address specific directions telling how, by whom and when things are to be done.

1.2a Definitions

Real Estate Profession. The phrase "real estate profession" shall mean the buying, selling, exchanging, renting, leasing, managing, appraising of real property for compensation, counseling, building, developing, subdividing, or auctioning of real property.

Member. "Member" shall mean an individual who qualifies and is elected to any class of membership in the Association as defined in the Bylaws and who pays applicable membership fees.

Life Member. A Life Member shall be an individual who has been (i) a REALTOR® Member of the Association for at least twenty (20) consecutive years, (ii) has attained the age of 70 years, and (iii) has retired from active participation in the real estate profession or is disabled. A REALTOR® Member whose combined memberships exceed twenty (20) consecutive years and meets the other qualifications of this section shall be eligible for Life Membership. Refer to the Texas REALTORS® Bylaws for information concerning eligibility for Life Membership in the Texas REALTORS®.

Executive Committee. The Executive Committee is composed of and is authorized as set forth in Section 8 of Article XIII of the Bylaws. The Executive Committee operates on behalf of the total membership but is responsible directly to the Board of Directors. The role of the Executive Committee is often consultative, but the Executive Committee may be authorized to negotiate contracts or take direct administrative action on personnel matters regarding the CEO.

Standing Committee. A Standing Committee considers subjects of a particular category arising during a stated period. Standing Committees are permanent and are assigned certain areas of responsibility on a continuing basis. Standing Committees carry out functions necessary to preserve and operate the organization. A standing committee will address strategies, programs and basic capacities through its own direct action or by the creation of special sub-committees or task forces to get the work accomplished.

Forum. Committee networking events offering specialized education and informational programs. Forums are open to all members. Attendance is not required; however the “no-show” policy is enforced when applicable.

Task Force. A task force may be appointed by a Standing Committee or Special Committee Chair to do in-depth analysis. A task force reports its findings/analysis to the group which requested the information. The committee then decides what action is appropriate from those findings.

Special Committee. A committee appointed for a limited purpose by the President or a Standing Committee to handle a specific issue or program.

Presidential Advisory Group (PAG). A small group, appointed by the President with a defined beginning and a defined end with a measurable result as its outcome. A PAG will make recommendations to the Executive Committee or Board of Directors. A PAG is designed to serve as an outreach strategy to include members and non-members who are not involved in the direction of the organization. The President during whose term the PAG is expected to report shall make the appointments to the PAG, with approval of the Executive Committee. A Presidential Advisory Group follows the standard committee procedures within the current MetroTex Policy Manual including meeting minutes, documentation of the formation of a Presidential Advisory Group, purpose, method of selection, regular reporting and final report and process. (See below**)

Ex-Officio. A person included by virtue of his/her position and considered a voting member unless otherwise noted.

**Standing Committee Rules apply including: Does not subvert a Member Association Function; CEO to assign a staff member to each Presidential Advisory Group; Presidential Advisory Groups follow Open/Closed Meeting Policy; Minutes will be provided for appropriate publication.

Director Liaison. The President shall appoint with the advice and consent of the Executive Committee members of the Board of Directors as liaisons to each standing committee or task force for a given calendar year. Each Director Liaison will attend all meetings of the committee or task force for which such Director serves as liaison and will be prepared at all times to report to and keep the Board of Directors informed of activities of such committee or task force.

Despite careful descriptions and definition, it is not always easy to distinguish between what is a policy-making and Policy-administration function. These tend to merge one with the other and what one views as policy-making may be viewed by another as Policy-administration. This difficulty can be held to a minimum, however, if everyone involved seeks to follow the distinctions herein.

1.3 Definition and Role of Board of Directors

The Bylaws of MetroTex defines the Board of Directors as the governing body of MetroTex. Essentially, it is the Association's most important committee.

First and foremost, it is a policy-making body. Policy decisions are those that affect the organization as a whole, to determine mission, vision, goals, programs on the broadest scale. On the other hand, operational decisions affecting individual programs, services or people (employees), the efficiency and quality of services and day-to-day operations are the purview of the Chief Executive Officer.

As further defined in the Bylaws, the Board of Directors of MetroTex consists of the following voting and non-voting members:

- President, voting
- President-elect, voting
- Secretary/Treasurer, voting
- 16 REALTOR® Members, voting
- Immediate Past President, Ex-officio, voting
- 1 Affiliate Director, non-voting
- 1 Appointed Past President, non-voting

A basic rule is that the legal entity, rather than the Board of Directors, is the holder of legal power. The powers of the Directors are not inherent in them, but in the organization as such. The principle exists that Directors or trustees exercise the powers of the organization, but do not own it. Thus, the Board of Directors has the power and duty to carry on whatever transactions the corporation or the association itself has the power to carry on. The power of the Board of Directors is superior, in ordinary matters, so long as it is exercised lawfully and in lawful transactions.

The Board of Directors is, in essence, the trustee in the literal and legal sense of the term. No matter how the organization is structured or the degree of authority delegated to committees, staff or affiliates, the Board - and therefore the Directors - are ultimately accountable. The Board of Directors holds in trust the principal responsibility for fulfilling the Association's purpose and mission - as well as the legal accountability for its operations. This accountability does not mean that a director should fear liability for every association loss or mishap that may occur; MetroTex Board members are shielded from liability for errors of judgment - as long as directors act reasonably and in good faith, and with the basic interests of the Association as the foremost objective.

Members of the Board of Directors shall have the utmost best interests of the MetroTex in mind at all times. Directors shall avoid any contract that may serve their personal interests and should never assume any position that brings their personal interests into conflict or competition with the interests of MetroTex.

Finally, The Board of Directors, as the elected and/or appointed officials, has the responsibility to serve the entire industry or profession. Each individual member has an important responsibility to represent and promote the best interest of the Association.

1.4 Standing Rules for the Board of Directors (Board)

RULE I: MEETINGS

Section 1. Meetings shall be conducted in accordance with the Bylaws and Standing Rules. Cases not otherwise covered shall be governed by the most current edition of Robert's Rules of Order Newly Revised.

RULE II: AGENDAS

Section 1. Preliminary meeting agendas shall be prepared by the President and the Chief Executive Officer.

RULE III: EXECUTIVE SESSIONS

Section 1. Only voting Board members, Chief Executive Officer, and specified staff may attend Executive sessions unless an exception is granted by the President or majority of the Board present and voting. For security purposes electronic participation is prohibited.

RULE IV: SPEAKER RECOGNITION

Section 1. Members or Directors wishing to speak shall be recognized by the Chair before addressing the body.

RULE V: MOTIONS

Section 1. Motions for consideration by the Board of Directors shall be submitted by individual Directors to the Chair in writing, if possible.

RULE VI: VOTING

Section 1. Members and Directors shall be entitled to participate fully in all discussions and deliberations. However, only voting Directors shall be entitled to vote on matters before the body.

Section 2. Unless another form of voting is requested by a Director, voting on matters shall be by voice vote except when ballots are necessary for votes on officer and director elections, dues changes or Bylaw amendments.

Section 3. Roll call votes on matters may be requested by the meeting Chair or a Director. The President or President's designee shall call the name of each Director for their vote.

RULES VII: POLICIES

Section 1. Policies may be adopted, revised, deleted or suspended during any Board of Directors Meeting without advance notice.

Section 2. Adopted policies shall not be in conflict with the Bylaws.

Section 3. Adopted policies shall be included in the Policy Manual.

RULE VIII: MINUTES

Section 1. Minutes shall be kept for all meetings of the Board.

Section 2. The draft minutes of the Board meetings shall be communicated to each Board Member within 3 weeks following a meeting.

Section 3. After the draft minutes are approved, the minutes may be made available for general distribution.

Section 4. The draft and official Executive Session minutes shall be maintained and available only to the members of the Board who haven't recused themselves or declared a conflict of interest.

RULE IX: ATTENDANCE

Section 1. Directors shall attend all regularly scheduled and special called meetings of the Board of Directors. Absence of a Director from three (3) regularly scheduled meetings during any calendar year shall automatically terminate the Director's term of office. The Board of Directors shall elect, by majority vote, a Director to serve the unexpired term. Absence from a special called meeting is not considered towards automatic termination.

Section 2. Directors of MetroTex who are Texas REALTOR® Directors, Regional Vice Presidents of Texas REALTORS®, and NAR Directors shall be invited to attend the MetroTex Directors' meeting following the respective function of Texas REALTORS® or NAR for the purpose of discussing items affecting MetroTex.

RULE X: VOTING

Section 1. Board of Director voting on election of Officers and Directors, Bylaws, Policy and annual dues amounts shall be conducted as prescribed in the Bylaws, or through policy.

RULE XI: AMENDMENTS, DELETIONS, ADDITIONS, OR SUSPENSION

Section 1. These Standing Rules may be amended, deleted, added to or suspended at a regular or special meeting of the Board by a majority vote of those present and voting.

RULE XII: FEDERAL HOLIDAYS

If any of the deadline dates referred to in this Policy Manual fall on a Saturday, Sunday or Federal holiday then the deadline date shall be extended to the next day that is not a Saturday, Sunday or Federal holiday.

RULE XIII: QUORUM

For purposes of conducting the business of the Board of Directors at a duly called or scheduled meeting, a majority of Directors eligible to vote shall constitute a quorum.

1.5 Compliance Guidelines for the Board of Directors

The members of the Board of Directors of MetroTex acknowledge and accept the scope and extent of their duties as Directors. Directors have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set forth in the Bylaws and governance policies. Directors must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the MetroTex members and its staff. The Board of Directors has adopted the following Compliance Guidelines and Directors are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow. Board members shall not use their title of “Board member” in business negotiations.

Board Members will engage in discussions about policy decisions, financial position of the Association, members’ accounts, members’ files, future plans of the Association, professional standards, and other confidential and sensitive formation. In order to make prudent decisions that serve the best interest of the Association, it is understood that the directors will be discussing and evaluating confidential, sensitive, and proprietary information. (“Confidential Information”).

Each member of Board of Directors agrees as follows:

1. “Confidential Information” as used herein, shall mean all information, documentation, concepts, data membership lists, bank records, financial records, findings from member grievances, marketing analysis, financial projections products, services, processes, software, trade secrets and devices disclosed or made available by any of the parties hereto to any of the other parties, including without limitation, the existence of discussions concerning the possibility of mergers, consolidation, sales of assets, etc.
2. Confidential Information is proprietary and may include information that disclosure of, or unauthorized use of, may cause irreparable harm to a member or the Association. At the first meeting of each year, all Board of Directors will sign and agree to comply with the Confidentiality Agreement and the Conflict of Interest Policy (See Appendix E)
3. Once an issue has been discussed and a final decision has been made by a majority of the voting Directors, **all members of the Board agree to abide by and support the decision.**
4. The only persons with whom the Directors may share the Confidential Information are other Officers and Directors of the Association, the Association staff, and the accountants and attorneys for the Association.

5. No rights or licenses, express or implied, are hereby granted to the parties hereto by any of the other parties under any patents, copyrights, or trade secrets as a result of or related to this agreement.
6. The restrictions and obligations of this agreement shall survive any termination, cancellation or expiration of this agreement, and shall continue to bind the parties hereto and their successors and assigns.
7. This agreement may be executed in any number of counterparts, all of which together shall be an original.

A Board member who has concerns regarding compliance with these Compliance Guidelines should raise those concerns with the Executive Committee, who will determine what action shall be taken to deal with the concern. In the extremely unlikely event that a waiver of these Guidelines for a Board member would be in the best interest of the Association, the Executive Committee must approve the waiver.

Board members will annually sign a confirmation that they have read and will comply with the Code. The signed copy will be kept on file.

Violation of these guidelines is subject to consideration by the Board of Directors and may be cause for immediate removal from the Board, by majority vote.

1.6 Ownership Disclosure and Conflict of Interest Policy

In support of good governance, this Board-adopted policy covers disclosure and processing of a Conflict of Interest:

- a) Defines conflicts of interest;
 - b) Identifies classes of individuals within the organization covered by this policy;
 - c) Facilitates disclosure of information that may help identify conflicts of interest; and,
 - d) Specifies procedures to be followed in managing conflicts of interest.
1. **Definition of conflicts.** A conflict of interest arises when a person in a position of authority over the organization may benefit financially or directly from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
 2. **Individuals covered.** Persons covered by this policy are the organization’s decision making bodies, including but not limited to the Executive Committee, Board of Directors, and CEO, workgroups and other committees and task forces. Members of MetroTex’s decision-making bodies, including but not limited to, the Executive Committee, Board of Directors, workgroups, other committees and task forces (hereinafter “Committee/Director Members”) should not use their position with the Association to further their private interests. Committee/Director Members should avoid placing themselves in situations where their personal interest may conflict with the interests of the Association and should at all times avoid the appearance of conflict of interest. Association duties must be performed in good faith and for the benefit of the Association.

Committee/Director Members will be considered to have a conflict of interest on an issue when:

- a. The issue involves a business providing products or services to MetroTex in which the Committee/Director Member or a member of the Committee/Director Member’s immediate family is a principal, partner or corporate officer.

- b. The issue is one in which the Committee/Director Member or a member of the Committee/Director Member's immediate family has a financial interest involving money, employment, investments, credit or contractual rights.
- 3. **Disclosure.** Persons covered by this policy will annually disclose or update to the Board Chair on a form provided by the organization their interests that could give rise to conflicts of interest, such as a list of family members, membership and leadership in related organizations, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
- 4. **Managing conflicts.** For each conflict of interest disclosed to the Board Chair, he or she will determine whether to:
 - (a) Take no action;
 - (b) Assure full disclosure to the board of directors and other individuals covered by this policy;
 - (c) Recuse the person from participation in related discussions or decisions related to the conflict of interest within the organization; or
 - (d) Ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's CEO will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Board Chair in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.
- 5. **Violation of policy.** If a Committee/Director Member is believed to have an undisclosed conflict of interest, a five (5) person panel, appointed by the Board Chair, from the Board of Directors shall be convened under the policies of an Ethics hearing, and a decision shall be rendered to the Board of Directors absent the accused. The panel is allowed to impose all of the penalties within the jurisdiction of a Professional Standard Committee's procedures as well as to recommend removal from any positions in the Association of the person found to have violated the Conflict of Interest policy. The Directors shall be required to ratify the sanction by a majority vote. If the Directors are unable to ratify the actions by majority vote, all charges against the person shall be dismissed.

1.7 Duties of the President

1.7.a Serves as executive elected officer representing the entire Association membership and its best interests within the limits of the Articles of Incorporation, Bylaws and Policies, the President is responsible for and has commensurate authority.

1.7.b Serves as the chairperson of the Board of Directors and the Executive Committee and keeps them informed of the condition and operation of the Association.

1.7.c Serves as spokesperson for the Association in conjunction with the Chief Executive Officer.

1.7.d Monitors and coordinates the activities of the Chief Executive Officer in accordance with the Chief Executive Officer's employment and job description.

1.7.e Conducts the Executive Committee meeting for an annual review of organizational performance and Association effectiveness, including a review of the Chief Executive Officer's performance.

1.7.f Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of the Association.

1.7.g Serves as official host of the Association at its social events.

1.7.h Approves contracts and official documents in conjunction with the Chief Executive Officer as directed by the Board of Directors.

1.7.i Serves as ex-officio member of the MetroTex committees pursuant to the Robert's Rules of Order.

1.7.j Monitors expenditures to assure operation within the annual budget.

1.7.k Appoints, subject to consent of the Board of Directors, Chairperson and members of Association committees, forums and task forces and to outline their purpose and duties, and to monitor their progress.

1.7.l Performs those duties as directed by the Board of Directors and the Executive Committee.

1.7.m The President shall automatically become a Texas REALTORS® Director, a NAR Director, and a RVP.

1.8 Duties of the President-Elect

1.8.a Assumes the responsibilities of the executive elected officer in his or her absence. Assists the executive elected officer in carrying out the functions of that office and performs specific duties delegated by the executive elected officer. This position may be used as an orientation for the future executive elected officer.

1.8.b Serves as a member of the Board of Directors and as Vice Chairperson of the Executive Committee.

1.8.c Performs duties assigned by the executive elected officer which may include serving as Chairperson of one or more of the Association committees.

1.8.d Recommends committee Chairperson, vice Chairperson and members to the President.

1.8.e Represents the Association with other associations or organizations as requested by the executive elected officer.

1.8.f Plans programs and activities appropriate for the upcoming year in concert with the Strategic Plan and in coordination with the Association.

1.8.g Assists the executive elected officer in the performance of his or her duties whenever requested to do so.

1.8.h The President-Elect shall automatically become a Texas REALTORS® Director and a NAR Director.

1.8.i Serves as Chairperson of the North Texas Real Estate Information Network Board of Directors Committee.

1.9 Duties of the Secretary/Treasurer

1.9.a Ensures the integrity of the fiscal affairs of the Association and serves on the Executive Committee and the Board of Directors.

1.9.b Serves as Chairperson of the Finance Committee and reviews and recommends the annual budget to the Board of Directors.

1.9.c Reviews monthly financial statements and reports to the Board of Directors, highlighting current and prospective variances between budget and actual, citing the reasons and authority for such variances; and reviews as necessary all financial accounts and records of the Association.

1.9.d Perform other duties as outlined in the Policies and Procedures or as assigned by the President.

1.9.e Serves as Chairperson of the Investment Committee.

1.9.f Serves as Vice Chairperson of the North Texas Real Estate Information Network Board of Directors Committee.

1.10 Duties of a MetroTex Director

1.10.a Ultimate responsibility for the Association rests with the Board of Directors. The responsibility is recognized by state and federal laws; legally, the Board of Directors is responsible for the activities, employees and fiscal integrity of the Association. The appropriate role of the Board of Directors is to set policies that ensure it fulfills its legal and professional responsibilities to the Association. The Board of Directors should set the tone for dynamic and aggressive leadership within the Association.

1.10.b Ensure that the needs of the membership are met.

1.10.c Approve and evaluate programs and activities of the Association.

1.10.d Plan the future direction of the Association.

1.10.e Establish Association policies to guide the operation of the Association.

1.10.f Select and hire the Chief Executive Officer (CEO) and monitor and evaluate the CEO'S performance.

1.10.g Set financial objectives and monitor their achievement.

1.11 Duties of the Immediate Past President

1.11.a Serve as an ex-officio member of the Board of Directors, and as a resource to the succeeding leadership.

1.11.b Serve as a member of the Executive Committee.

1.11.c Serve and perform other duties as directed by the President.

1.11.d Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

1.11.e The Immediate Past President serves in this office in the calendar year immediately following the year served as President.

1.11.f Serve as Chair of the MetroTex Association of REALTORS® Nominating Committee.

1.12 Duties of the Appointed Ex-Officio, Non-voting Affiliate Director

1.12.a An Affiliate member will be appointed to the Board of Directors as a non-voting member.

1.12.b The Affiliate Director must be a member of the Association and shall have been an active member of the affiliate

committee, and remain active during the term of his/her office, and will be appointed by the President to serve a one (1) year term.

1.13 Duties of the Appointed Ex-Officio, Non-voting Past President Director

1.13.a A Past President will be appointed by the incoming President to the Board of Directors as a non-voting member.

1.13.b The Past President Director must be a member of the Association and shall remain active during the term of his/her office and will be appointed by the President to serve a one (1) year term.

1.14 Duties of a (MetroTex) Texas REALTORS® Director

1.14.a Attend all Texas REALTORS® Board of Directors' meetings.

1.14.b Attend the annual Texas REALTORS® Legislative Day in Austin.

1.14.c Keep the MetroTex Board of Directors informed of the activities of the Texas REALTORS®.

1.14.d Present to the MetroTex Board of Directors any programs, suggestions or concerns of Texas REALTORS®.

1.14.e Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

1.14.f All MetroTex elected Texas REALTORS® Directors are to receive official invitations to attend the MetroTex Directors' meetings immediately preceding and following the respective function of Texas REALTORS® for the purpose of discussing agenda items.

1.15 Duties of a Regional Vice President

1.15.a Attend all Texas REALTORS® Executive Committee and Board of Directors' meetings.

1.15.b Attend the annual Texas REALTORS® Legislative Day in Austin.

1.15.c Keep the MetroTex Board of Directors informed of the activities of the Texas REALTORS®.

1.15.d Present to the MetroTex Board of Directors any programs, suggestions or concerns of Texas REALTORS®.

1.15.e Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

1.15.f All MetroTex elected Regional Vice Presidents are to receive official invitations to attend the MetroTex Directors' meetings immediately preceding and following the respective function of Texas REALTORS® for the purpose of discussing agenda items.

1.16 Duties of a NAR Director

1.16.a Serve as a NAR Board Director.

1.16.b Attend all State and NAR Board of Directors' meetings.

1.16.c Upon request, report to the MetroTex Board of Directors and members on each NAR Board of Directors meeting.

1.16.d Seek the opinions and/or advice of local and state Association leadership on issues under consideration by the NAR Board of Directors.

1.16.e Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

1.16.f All MetroTex elected NAR Directors are to receive official invitations to attend the MetroTex Directors' meetings immediately preceding and following the respective function of NAR for the purpose of discussing agenda items.

1.17 Duties of the Chief Executive Officer

The Board of Directors shall appoint a Chief Executive Officer who shall be the chief administrative officer of the Association. The Chief Executive Officer shall have the authority to hire, supervise, evaluate and terminate other staff, and shall perform such other duties as prescribed by the Board of Directors. The Chief Executive Officer shall not hold an active Texas real estate license.

1.18 Texas REALTORS® and NAR Director Voting

Inasmuch as Directors of Texas REALTORS® and NAR are elected and/or appointed by the Board of Directors of MetroTex to act and represent the membership of the local and state, those Directors should be left to cast their vote(s) according to their conscience in the best interests] of Texas REALTORS® or NAR, as applicable.

Therefore, on all matters to be voted upon by the Board of Directors of Texas REALTORS® and NAR, although the Board of Directors of the Association may take a position on the particular matter, MetroTex Directors may only suggest, but never require, that a Texas REALTORS® or a NAR Director vote the position of the Association Board of Directors.

1.19 Duties of the MetroTex Director Liaison

1.19.a The Director Liaison to a committee should attend all meetings and become familiar with that committee and be a non-voting member of that committee.

1.19.b The liaison should be able to assist in an unbiased manner and relay information to the Directors with an unbiased, objective viewpoint, putting aside personal opinions.

1.20 Election Process

1.20.a Officer and Director Candidate Requirements.

The Association and staff shall promote and encourage the membership to consider submitting a Candidate Application on the required form. The Candidate Application will be mailed or transmitted electronically to the membership no later than the 1st day of March and must be returned to the Association office no later than the 30th day of April, properly signed and completed to be considered.

In order to qualify as a candidate to serve as an Officer or local Director of the Association, the following requirements must be fulfilled:

1.20.b Candidate Application. Complete a Candidate Application Form and return it to the MetroTex office within the required timeframe.

1.20.c Application Deadline. A deadline for candidates to turn in their candidate applications for Director or Officer position shall be established annually by the Board of Directors.

1.20.d Candidate Orientation. Candidates must complete a MetroTex Candidate Orientation in the same calendar year as the election. All candidates, excluding current Board members, will complete a *Candidate Orientation* prior to the candidate interview process. Both a *Director Orientation* and an *Officer Orientation* will be scheduled each year.

1.20.e Election of Officers and Directors.

1. Appointment of the Nominating Committee. At the February meeting of the Executive Committee each year, the Executive Committee shall appoint twelve (12) Members to serve on the Nominating Committee, subject to approval by the Board of Directors. The Association and staff shall promote and encourage the membership to consider submitting a Candidate Application on the required form. The Candidate Application will be mailed or transmitted electronically to the membership no later than the 1st day of March and must be returned to the Association office no later than the 30th day of April, properly signed and completed to be considered.

2. Composition of the Nominating Committee. The Nominating Committee shall be composed of the Immediate Past President of the Association as Chair, the President-Elect, one Past President of the Association, two directors currently serving on the Board of Directors of the Association, six (6) Members of the Association (who are not officers or directors of the Association) and the President, as an ex-officio non-voting Member. When appointing Members of the Nominating Committee, the Executive Committee shall take into consideration and follow the Nominating Committee Guidelines of the Association. Should a Nominating Committee Member have a conflict of interest with any Candidate, the Nominating Committee Member shall recuse himself/herself and be deemed unqualified to serve.

3. Term Limitation. Other than the President-Elect, no Member of the Nominating Committee may serve on the Nominating Committee for more than two consecutive terms. In the event a Member of the Nominating Committee is unable to serve, the Executive Committee with approval of the Board of Directors shall appoint a replacement Member in accordance with Section 1.20.e above.

4. Duties. The Nominating Committee shall implement and comply with the Nominating Committee Guidelines and Responsibilities of the Association. The Nominating Committee shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form. The Nominating Committee shall certify each Candidate who satisfies the qualifications set forth in these Bylaws. The Nominating Committee shall interview all eligible Candidates at times and places designed in writing by the Nominating Committee. The Nominating Committee shall furnish a written notice to each eligible Candidate of the date, time and place for the interview. The Nominating Committee shall complete all of the interviews of Candidates, no later than the 4th Wednesday of June. The Nominating Committee shall recommend to the Board of Directors on or before the June meeting of the Board of Directors, a slate of Candidates for officers and for the available seats on the Board of Directors for the next calendar year. The Nominating Committee shall obtain the acceptance of the nomination by each Candidate who must deliver to the Association a signed Pledge Form. Any Director who is elected as an Officer shall vacate the current position effective at the end of the current year, and the Nominating Committee shall nominate a person to fill such vacancy.

The Secretary/Treasurer shall post the list of Nominees in the Association's office no later than the 10th day of July and shall cause a list of said Nominees to be mailed or electronically transmitted to all REALTOR[®] Members no later than the 15th day of July.

5. Members Nominations. After notification to the REALTOR[®] Members of the list of Nominees, other than for the Office of President, additional nominations of qualified Members may be made to the Secretary/Treasurer no

later than the 15th day of August, provided that each nomination shall be in writing and signed by not less than three percent (3%) of the REALTOR® Members of the Association.

6. Election Procedure - If No Additional Nominations. In the event there is no contest for an office or directorship of this Association, the REALTOR® Member nominated shall be declared elected.

7. Election Procedure - If Additional Nominations. The Secretary/Treasurer shall approve mail or electronic transmittal, no later than the 25th day of August, to each REALTOR® Member qualified to vote, a ballot listing all Candidates, together with notification that said ballot must be received in the Association's office no later than 5 p.m. on the 10th day of September to be counted.

The names of all qualified candidates shall appear in alphabetical order on the ballot under the designated office or directorship.

The Election procedures will be followed as outlined in the MetroTex Bylaws.

1.20.f Nominating Committee Guidelines and Responsibilities:

Members of the Nominating Committee carry special duties and responsibilities to the Association. These guidelines serve as a pledge, that if selected, you will fulfill these responsibilities as a member of the Nominating Committee. Please read each qualification/responsibility carefully, sign the document indicating your commitment, and return to the Professional Development Department prior to attending the first meeting of the Committee.

I. Overview of the Committee:

Article XI, Section 4 of the Association Bylaws details the formal process for the election of officers and directors for compliance by the Nominating Committee:

- a. Each year, at its first meeting, the Nominating Committee may select up to three (3) of its Members to serve a two (2) year term. No REALTOR® Member may serve on the Nominating Committee for more than two (2) consecutive terms. Except for members who are currently serving as an officer or director, Nominating Committee Members shall not be eligible as Nominees for an Association Office or Director.
- b. The Association solicits written Candidate Applications from the REALTOR® Members for candidates for Association Offices and Directorships. Written solicitations are electronically transmitted to Members no later than the 1st day of March of each year. Written Candidate Applications for candidates must be received in the Association's office no later than 5 p.m. on the 30th day of April of each year to be considered. The Nominating Committee shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form.
- c. The Nominating Committee shall deliver the slate of candidates for Association's Offices and Directorships to the Secretary/Treasurer no later than the 10th day of July of the current year. The Nominating Committee shall obtain the acceptance of the nomination by each candidate. Any Director who is elected as an Officer shall vacate the current position effective at the end of the current term. The Nominating Committee shall nominate a person to fill such vacancy. The Secretary/Treasurer shall post the list of candidates in the Association's office no later than the 20th day of July and shall cause a list of said candidates to be electronically transmitted to REALTOR® Members no later than the 31st day of July.
- d. After notification to the REALTOR® Members of the list of candidates, additional nominations of qualified Members may be made to the Secretary/Treasurer no later than the 15th day of August, provided that each

nomination shall be in writing and signed by not less than three percent (3%) of the REALTOR® Members of the Association.

- e. In the event there is no contest for an office of this Association, the REALTOR® Member nominated shall be declared elected.

II. Commitment of Impartiality

Each Nominating Committee member acknowledges that his/her personal conduct must reflect favorably on the Association. As a member of this Committee, you are no longer representing “just yourself”, and this should be kept in mind at all times. You are expected to subordinate your area, personal or business bias, and/or special interests for the best interests of the Association and its members when serving on this Committee.

III. Responsibilities to the Membership:

- a. Diverse and widespread representation is critical. Less than 50% of the membership office in “Dallas” so consider candidates from all geographical areas represented by MetroTex.
- b. Consider candidates from various office sizes and compositions, as well as candidates who are brokers, managers and sales agents. Each of these individuals will be representing the unique and valuable interests of MetroTex members.
- c. Consider candidates of diverse age, ethnicity and gender. The Board of Directors, as the governing body of the Association should reflect the makeup of the Association’s membership.
- d. Consider not only candidates from your own brokerage, but individuals you may have had business transactions with who impressed you because of their competence, expertise, and/or professionalism.
- e. Consider a candidate’s commitment and capacity to serve. Each Director elected is a representative for the entire membership. Every Director should be viewed as a potential Officer. Typically, Leadership MetroTex graduates, Committee Members and Committee Chairpersons serve as the primary source for identifying potential Directors. Not only does activity in these areas serve as training ground for leadership, but it also serves as a test of member dedication to the organization.
- f. A potential Director must be interested in more than the honor. A commitment to serve the membership and the ability to communicate effectively makes the honor possible. A candidate must show his/her willingness to learn the workings of the Association. Leadership requires more than just showing up at a monthly Directors' meeting. A candidate must have shown his/her dedication and interest in learning ALL about the organization.
- g. Removing personal biases is one of the hardest obligations of a Director. It is not "what's best for me." It must be what's best for the membership and the Association. The Association acts and speaks for the entire membership, therefore, a Director cannot be a special advocate for his/her own interests. However, a Director should make special use of his/her own experiences and is expected to advocate the interests of his/her own constituents.
- h. Only one Officer may be elected from the same real estate office whose physical address is the same as another Officer. An exception will be made if a current Officer transfers to a real estate office whose physical address is the same as another current Officer during his or her term of office.

IV. Commitment to Attend Meetings:

- a. The Nominating Committee holds a minimum of three meetings annually. Each meeting has specific business to conduct as outlined below:
 1. First Meeting - Early May: The MetroTex CEO reviews the rules which will govern the Nominating Committee. If desired, three at large members of the Nominating Committee are recommended to serve a two year term.
 2. Second Meeting – Late May or Early June: The Committee certifies each Candidate who satisfies the qualifications set forth in Article XI, Section 2 and 3 of the Association Bylaws. The Nominating Committee establishes a list of Candidates to interview for MetroTex Officer and Director positions for the following year.
 3. Final Meeting(s) – On or before the fourth Wednesday in June: The Nominating Committee conducts all-day interviews at the Association office for all candidates designated above. At the completion of interviews the Nominating Committee will select the following positions for the MetroTex Board of Directors (1) President-Elect (who will automatically become President), (2) Secretary/Treasurer, (3) Eight Directors (possibly nine if a current Director is selected as the Secretary/Treasurer)
- b. Because each meeting is essential to successfully carry out the duties and responsibilities of this Committee, your full attendance and participation is expected at all meetings of the Committee.
- c. An Association staff member will serve as staff liaison and shall be present for all meetings of the Nominating Committee.

V. Conflicts of Interest:

A Nominating Committee member shall recuse himself or herself from any and all discussion, interviews and voting if a member being considered as a candidate for an Association Officer or Director is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of said member.

VI. Confidentiality*:

- a. As a member of the Nominating Committee, you will engage in discussions about Association members, members' files, and future plans of the association, professional standards, and other confidential and sensitive formation. In order to make prudent decisions that serve the best interest of the Association, it is understood that committee members will be discussing and evaluating confidential, sensitive, and proprietary information. ("Confidential Information").
- b. Each member of the Nominating Committee agrees to the following:
 1. "Confidential Information" as used herein, shall mean all information, documentation, concepts, data, membership lists, findings from member records, trade secrets and devices disclosed or made available to the Committee.
 2. Nominating Committee members acknowledge and agree that the Confidential Information is proprietary and may include information that disclosure of or unauthorized use of this information may cause irreparable harm to member(s) or the Association.
 3. Once an issue has been discussed and a final decision has been made by a majority of the members of the Nominating Committee, all members of the Committee agree to abide by and support the decision.

4. The only persons with whom members of the Nominating Committee may share the Confidential Information are other members of the Nominating Committee, the Association staff assigned to this Committee, and the CEO of the Association.

*Nominating Committee Confidentiality Agreement – See Appendix C.2

1.20.g Contested Election Points of Policy.

1. All required Ballots shall be posted with the names of the candidates for each position listed in alphabetical order.
2. Ballots shall clearly state the number of candidates who may be selected for each position. Only REALTOR® members in good standing are entitled to vote.
3. The election notification shall be delivered electronically to each voting member in good standing. Each member eligible to vote shall receive a ballot with an explanation of the voting instructions including the deadline for voting.
4. The Association shall maintain the roster of those eligible to vote. If a member indicates voting information is needed, staff shall provide voting instructions, including the deadline for voting.
5. There shall be only one Ballot allowed per member. No proxy votes shall be cast by or for anyone.
6. New members who join the Association on the day of the election, and members in good standing who appear in person, shall be given the privilege of voting prior to 5:00 p.m. on the day of the election. Votes received up to 5:00 p.m. on the day of the election shall be tabulated.
7. Candidates receiving the highest number of votes, corresponding with the number of positions to be filled shall be deemed elected, subject to the Bylaws.
8. Active campaigning on Association property during the voting period is prohibited, except at approved MetroTex sponsored campaign events. Promotional materials are allowed on Association property within the designated “Candidate Campaign Area” during the voting period. Campaign materials cannot include photos with any public or association related officials without their written permission.
9. Members of the Board of Directors and Nominating Committee must remain neutral and shall not publicly endorse candidates running for Director or Officer positions, individually or with their title.
10. No extensions will be allowed during the Election timeframe.
11. Each candidate will be allowed to make a presentation, up to two (2) minutes in length, twice per approved marketing function meeting location.
12. The electronic results will be destroyed ninety (90) days after the election if no election challenge or objection is filed with the Chief Executive Officer or Association President. The Teller’s Report will be provided upon request by any member.
13. Any challenge to the election must be submitted in writing to the Chief Executive Officer or Association President and signed by the challenger, specifying exactly who or what is being challenged within five (5) business days after the results of the election were announced. Any cost shall be borne by the challenger regardless of the outcome.

14. All rules and information regarding the election shall be made available to the membership and shall be published no later than ten (10) days prior to the notification of the availability of the Ballots, on the Association website (www.MyMetroTex.com).

1.20.h Candidate Campaign Policies

- 1) 1. Members of the Board of Directors and Nominating Committee shall not advocate, endorse, or publicly promote individual candidates running for Director or Officer positions and will comply with the required confidentiality agreement in Appendix C1.
2. Each candidate will be allowed to make a presentation, up to two (2) minutes in length, as approved and coordinated with MLS Meeting Representatives. Candidates will be allowed to distribute campaign materials at the MLS meetings.
3. Campaign photos will be limited to individual pictures of the candidate.
4. All campaign materials must remain respectful, professional, and truthful.
5. Campaigning shall be conducted to uphold the spirit of friendly competition and the REALTOR® image, both in personal conduct and in campaign materials.
6. There shall be no active campaigning on Association property during the voting period, except at approved MetroTex sponsored campaign events. Campaign materials may be placed at the designated locations within the MetroTex offices. Materials may not be distributed at/during committee meetings. Candidates are responsible for removing leftover campaign items after the close of elections. Remaining items after elections will otherwise be discarded.
7. Violation of Policy:
 - a. Reporting of violations shall be sent to the MetroTex CEO.
 - b. Candidates found in violation of the campaign policies (by a panel of 3 past presidents appointed by the President with no business or personal affiliation with said candidate) within 7 days of reported violation, may determine an appropriate sanction, penalty or remedy, which could include being declared disqualified for the elected position they are seeking.

* Candidate Acknowledgement Form – Appendix C.1

1.20.i Installation of Officers and Directors.

During the Installation Meeting, the Officers and Directors-elect shall be installed. A pledge should be administered by a National Association of REALTORS® elected official, an elected official of the Texas REALTORS® or by a person appointed by the President of MetroTex. If the elected person is unable to attend, that person shall take the pledge at the first Directors' meeting in which he/she is in attendance.

SECTION 2: COMMITTEE/TASK FORCE POLICIES

RULE I: AUTHORIZATION

Section 1. The Standing Committees, Board of Directors or President may authorize Special Committees or Task Forces. However, no Committee or Task Force shall be authorized or appointed which would have the intent of subverting an Association function.

Section 2. Committees and Task Forces may be terminated by the authorizing body.

RULE II: CHARGES

Section 1. Annually the charges of the Standing Committees will be reviewed and approved by the Board of Directors. Each Standing Committee will prepare its work plan based on the strategic plan, and submit the plan and budget to the Executive Committee and Board for approval. In emergency situations the President may assign a charge until such time as the Board can consider its approval.

Section 2. Special committees shall receive their charges from the appropriate Committee. (Note: Said charge shall not go beyond the parameters of the "parent committee" charges.)

RULE III: COMMITTEE RECRUITMENT/TERMS/SELECTION PROCESS

RECRUITMENT OF MEMBERS:

1. The Association will provide members with Committee Request Forms after approval of the Strategic Plan for the following year.
2. A cutoff date will be put on the Committee Request Form to avoid confusion as to when the form needs to be submitted, and to avoid issues with last minute submissions.
3. The Association will provide members with Applications for Officer, Director, and Committee Vice Chair positions along with a description of the position.

COMMITTEE TERMS:

1. For committees that have term limits members may serve up to two (2) consecutive terms – at the discretion of the incoming Committee Chair. However, the incoming Chair shall attempt to have at least five (5) new members selected each year.
2. Members may serve on up to 3 committees and an unlimited number of Forums, excluding automatic appointments. (I.e. Budget and Finance.)

COMMITTEE SELECTION PROCESS:

1. All Committee Request Forms must be submitted between October 1st and November 30th each year.
2. A maximum number of committee members may be established by the Chair and Vice Chair and included in the Committee Request Form.
3. Staff will compile the request forms and create a matrix to send to the incoming President and Chairs.
4. Committee Matrix will include:
 - a. Entire list of those requesting a committee, and will show their 1st, 2nd, and 3rd choice.
 - b. Staff will only screen committee applications where individuals are applying for committees that have restrictions.
5. Staff will send to incoming Chairs:
 - a. Committee Request Matrix
 - b. A copy of the current year Committee Roster.

6. Incoming Chairs will respond to their staff committee liaison within 10 days.
 - a. Response will include the list of individuals they have selected to serve on a committee.
 - b. Response will include the list of individuals not selected for a committee, but who they wish to have serve on a task force.
7. Recruitment by incoming Chairs.
 - a. If the incoming Chair is unable to fill the number of committee positions available, with the names given on the matrix, the Chair shall be responsible for the recruitment of additional committee members.
8. Invitations to serve on Standing Committees will be emailed to members:
 - a. Staff will send the lists provided to staff by the incoming Chairs, to the association incoming President for approval by the Executive Committee and Board as soon as possible.
 - b. Staff will notify members to confirm committee/task force assignments.
9. All committees shall be comprised of at least 80% REALTOR® members. (Excluding Affiliates.) Additional “Ex-officio non-voting members” may be selected at the discretion of the Chair.

COMMITTEE TIMELINE:

August – *Application for Chair and Vice Chair* positions will be sent to all members.

September – Incoming President and President-Elect appoints Committee Chairs & Vice Chairs with the approval of the Executive Committee and Board of Directors

October/November - Incoming Committees/Task Forces are announced and the *Committee Request Form* is sent out to all members.

November 30th – *Committee Request Forms* are due.

December – Committee member lists are compiled and presented to Chairs for appointments.

December – Committee appointments are approved by the Executive Committee and ratified by the Board.

December – Committee notifications are sent to members.

RULE IV: ATTENDANCE

A committee Member who fails to attend 25% of the regular and called meetings shall be removed from the committee. As needed, a replacement may be appointed by the Chairperson.

RULE V: OPEN MEETINGS

Board meetings will be open and accessible to any member who wishes to attend, with the exception of personnel or other matters deemed by the Board of Directors to be of a sensitive nature, for which the Board may choose to go into Executive Session. Only the voting Officers and Directors, CEO, and approved staff shall be entitled to attend the Executive Session.

2.2 Standing Committees

The President shall appoint with the advice and consent of the Executive Committee from among the REALTOR® Members, subject to confirmation by the Board of Directors, the following standing committees:

- | | |
|-------------------|---|
| Affiliate | Investment* |
| Budget & Finance* | Texas REALTORS® Leadership Program (TRLP) Alumni* |
| Commercial | Leasing & Property Management |

Community Outreach
Diversity
Forms & Contracts
Global Business Council
Government Affairs

Nominating*
Professional Development
TREPAC
Volunteer Leadership Development Committee
Young Professionals Network (YPN)

*These meetings are closed to non-committee members.

The creation of any additional standing committee(s), the sunset of any standing committee(s) or the change in name of any standing committee(s) shall be designated by the President, with the advice and consent of the Executive Committee subject to confirmation by the Board of Directors.

2.2.a AFFILIATE COMMITTEE. MetroTex Affiliate members are professionals from businesses that directly support the real estate industry such as mortgage lenders, title company representatives, appraisers, home inspectors and other specialties.

2.2.b BUDGET & FINANCE COMMITTEE. The Budget & Finance Committee of the Association is responsible for monitoring the income and expense accounts of the Association, determining the best methods of financing Association programs, projects and services, and recommending the annual budget to the Board of Directors for approval. Meetings begin in late June or early July and conclude in September. The annual budget shall be submitted to the Board of Directors in September for approval, preceding the budget year.

2.2.c COMMERCIAL. To provide best in class education, networking and resources to MetroTex members practicing in the Commercial Real Estate fields.

2.2.d COMMUNITY OUTREACH. MetroTex's Community Outreach Committee is responsible for building and maintaining positive relationships through community involvement and outreach.

2.2.e DIVERSITY COMMITTEE. The Diversity Committee explores how businesses and governments respond to diversity issues. The committee also explores multiple housing programs and options in an effort to advance the availability of home ownership. The goal of this committee is to continually educate MetroTex members on how to serve clients and conduct business in an increasingly diverse environment.

2.2.f FORMS & CONTRACTS COMMITTEE. Committee members generate forms, contracts and business aids that will allow members to save time and protect their interests in a transaction. The committee periodically reviews all MetroTex, Texas REALTORS® and TREC forms and contracts for legal or operational deficiencies and compliance with legislative changes.

2.2.g GLOBAL BUSINESS COUNCIL. Global Business Council will drive the Global Business Forum activities, providing direction, prioritization and guidance. Global Business Council members must have been active on the Global Business Council or Forum for the year prior to application to the Committee. Strong preference will be given to applicants with CIPS, AHWD, as well as those having experience working with the global market segment. The Global Business Council members are expected to participate in Global Business Forum activities such as inbound Trade Missions, networking events and the global business and diversity events.

2.2.h GOVERNMENT AFFAIRS COMMITTEE. Monitors local legislation and recommends positions, in concert with Texas REALTORS® & NAR; Responsible for responding to member Texas REALTORS® & NAR "Calls to Action"; responsible for interviewing, recommending, and promoting candidates, with emphasis on the local level.

2.2.i INVESTMENT COMMITTEE. The Investment Committee maintains the financial integrity of the organization by establishing financial policy for all Association reserves. The committee meets annually with the Investment Managers of

the Association to review the portfolio investment strategy and discuss any other matters pertinent to the assets. The committee also reviews quarterly portfolio reports and recommends changes to the Investment Objectives and Guidelines of the Association as needed.

2.2.j LEASING & PROPERTY MANAGEMENT COMMITTEE. Ensures that forms and contracts that pertain to the leasing market are available to real estate professionals. Provide educational workshops, and support for leasing & property management professionals.

2.2.k NOMINATING COMMITTEE. Responsible for interviewing and selecting incoming president elect, secretary/treasurer and board of directors.

2.2.1 PROFESSIONAL DEVELOPMENT COMMITTEE. Responsible for planning and promoting the educational offerings of the Association. Assists with promotion of special seminars and educational offerings of other Association committees and NAR sanctioned Institutes, Societies or Councils.

2.2.m TEXAS REALTORS® LEADERSHIP PROGRAM (TRLP) ALUMNI.* Responsible for maintaining an on-going leadership skills development program to prepare members for future leadership roles in the Association, their profession and the community. This committee is for MetroTex TRLP Leadership Alumni only.

2.2.n TREPAC. TREPAC is a statewide, nonpartisan group of real estate professionals working to protect private property rights for REALTORS® and Property Owners. The TREPAC committee raises money and awareness for the Texas Real Estate Political Action Committee (TREPAC). Committee members are also encouraged to educate others about how TREPAC protects property rights and the real estate industry. Committee members are also asked to commit to help at least one TREPAC event planning group as they plan their area TREPAC fundraising event.

2.2.o VOLUNTEER LEADERSHIP DEVELOPMENT. Coordinates volunteer leadership development through recruitment/identification of volunteer leaders; establishing a mentorship program and increase education offerings to further educate and train new leaders for local, state, and NAR positions.

2.2.p YOUNG PROFESSIONALS NETWORK. (YPN) The MetroTex Young Professionals Network helps build relationships among young real estate professionals through education, social networking, technology, community affairs, and political involvement. The MetroTex YPN is a member-driven organization that helps young real estate professionals excel in their careers by giving them the tools and encouragement to become involved.

2.3 Forums/Special Committees/Programs

2.3.a FORUMS. Standing Committees may plan and coordinate “Forums” for the purpose of offering networking events, specialized educational, and informational programs. Forums are open to all members throughout the year, without term limits.

2.3.b SPECIAL COMMITTEES. The President shall appoint, subject to confirmation by the Board of Directors, such special committees and their Chairperson as deemed necessary.

2.3.c TEXAS REALTORS® LEADERSHIP PROGRAM (TRLP).** MetroTex provides leadership training through its “TRLP.” The TRLP follows the guidelines as established by the Texas REALTORS®.

*See *TRLP Alumni Committee Guidelines* in Appendix A

** Find *Texas REALTORS® Leadership Program Rules and Regulations* in Appendix B

2.4 Responsibilities of Chair

1. The work of a chair shall always encompass the missions and goals of the Association and shall never be influenced by self aims and personal objectives and shall avoid self-dealings in any matters relating to the Association.
2. Before each meeting, consult with MetroTex staff and other key members of the committee in planning the committee's/task force's objectives and activities and meeting agenda. The entire program of work should be thoroughly reviewed so that individual committee/task force and PAG assignments can be made.
3. Direct the committee in reviewing and achieving the committee's objectives. Be responsible for stimulating group thinking, encourage and channel discussion, weigh the value of expressed ideas and suggestions, summarize constructive suggestions and seek out decisions.
4. In coordination with staff, insure that accurate minutes are kept, motions recorded, necessary reports prepared, and a record of committee work maintained.
5. Remain constantly informed regarding the progress of individual committee/task force and PAG members' assignments.
6. Motivate the members of the committee/task force and PAGs toward active participation and involvement. With the Association and the committee objectives in mind, channel the interests and talents of individual members into productive efforts and insure the necessary follow-up action.
7. Have a thorough knowledge of Association's policies.
8. Select Special Committee chairs, as directed by committee policy and provide such chairs with the Special Committee charge.
9. Be familiar with the events of other committees so as to avoid duplication.
10. Shall be expected to attend the "MetroTex Leadership Kickoff," and "Business Planning" session.
11. Continually review and evaluate the committee's business plans and their progress.
12. Accept all responsibilities as assigned by the President and the Board of Directors.

2.5 Responsibilities of Vice Chair

1. Be responsible for all the duties and responsibilities of the Committee Chair in the event of the Chair's absence or incapacity.
2. Serve and perform other duties as directed by the Chair.
3. Shall be expected to attend all "MetroTex Leadership Kickoff," Strategic Planning and Business Planning session.
4. Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

2.6 Responsibilities of Committee Members

While the duties of the individual committee member may vary, there are certain basic responsibilities when a committee member accepts an appointment.

1. The work of a member shall always encompass the missions and goals of the Association and shall never be influenced by self-aims and personal objectives and shall avoid self-dealings in any matter relating to the Association.
2. Acknowledge immediately all communications regarding committee work.
3. Determine a member's availability for committee meetings and inform the chair or staff as soon as possible.
4. Insure that a member's organization's superiors are fully aware of such member's responsibilities and commitments for meetings.
5. Become acquainted with committee members early in the year.
6. Thoroughly review all pertinent background material and the agenda before attending meetings.
7. Take an active part in all discussions.
8. Seek to understand and have respect for others' ideas and conflicting viewpoints.
9. Consider all issues and problems objectively and impersonally.
10. Seek clarification on any point or problem not fully understood.
11. Follow through on accepted assignments as requested by the chair or committee.

2.7 Role of Committee Staff

An important consideration is to understand the role of the staff and its relationship to committees. The staff should render all possible support and assistance, but should never assume the committee's prerogative. The staff representative is involved so as to answer questions, offer suggestions or raise questions when appropriate. The staff representatives are expected to be knowledgeable on Association policy, committee scope, and the subject under discussion. That representative is not, however, to serve as accomplishers of the committee's tasks.

The control of internal operating activities and procedures of the Association rests with the Chief Executive Officer. Staff allocation remains the responsibility of the CEO.

2.8 Executive Committee

Purpose: To conduct the affairs of the Association in accordance with the policies and instructions of the Board of Directors and to make recommendations concerning any policy changes of the Association to the Board of Directors.

The Executive Committee is responsible for ensuring that the Association's overall goals are met. The Executive Committee's agenda should focus on the Association's strategic initiatives and oversight of allocation processes and results.

Composition: The Executive Committee shall consist of the President, President-Elect, Secretary/Treasurer, and Immediate Past President. In addition, the Association's Chief Executive Officer shall serve in an ex-officio, non-voting capacity.

Areas of Responsibility:

1. Provide budget oversight of all programs as outlined in the budget policies.
2. Hire the Chief Executive Officer, enter into an employment agreement as appropriate and approve extensions to such agreement as specified in the agreement.
3. Conduct an annual review of the CEO.
4. All personnel issues dealing with the CEO, including the annual review process, shall be conducted by the President, President-elect, Immediate Past President and Secretary/Treasurer. However, the full Board of Directors shall vote on the hiring and firing of the CEO.
5. Review the annual budget as submitted by the Budget and Finance Committee and make recommendations on a draft budget to be presented to the Board for approval.

Committee Procedures: Meetings shall be chaired by the President and conducted in accordance with the Bylaws and the intent of Standing Rules for the Board of Directors.

Agenda items should be presented to the President and the Chief Executive Officer at least ten (10) days prior to a meeting whenever possible.

The Executive Committee, between meetings of the Board of Directors, may act upon matters of policy subject to Board ratification at its next meeting, that are necessary to conduct the affairs of the Association. In addition, the Executive Committee shall review progress of the Association, including work of standing and special committees, task forces, administration, and periodically report its findings, conclusions and recommendations.

SECTION 3: FINANCIAL POLICIES

3.1 Budget Timeline

March/April – Strategic Planning Conducted & Draft Plan Formulated

May – Board of Directors will review and approve the Strategic Plan

June – Committee Vice Chairs and staff liaisons begin developing Committee Business Plans based on approved Strategic Plan.

July – The Budget & Finance Committee will meet to set the preliminary membership projections for the following year

July - Detailed budget and history reports through June 30th are provided to Committee Chairs and Senior Staff for finalizing Budgets and Business Plans

July - Senior Staff return budget projections and Business Plans for their areas to the Director of Finance for assembly.

July – Draft operating budget for following year and two year draft operating forecasts assembled. Details reviewed by CEO and Senior Staff. Three year draft budget sent to the Budget & Finance Committee for review.

August – The Executive Committee will review and approve the NTRER Management Fee that will be assessed through the MetroTex budget.

August/September – The Executive Committee will finalize any Operating Budget issues before sending the Budget to the Board of Directors for approval at its September meeting.

September – The Board of Directors will meet and may amend the proposed budgets, if necessary, prior to final approval.

January – New Budget Cycle commences.

3.2 General Dues/Fee Policies – Need to update with current practices.

3.2.a DUES & FEES. Payment of dues and fees is subject to the Bylaws and is a membership obligation. MetroTex does not accept personal checks or cash for any dues, fees, or store purchases.

3.2.b ANNUAL DUES PAYMENT. Dues are assessed annually by the Board of Directors in accordance with the Bylaws. Dues are the property of the Association and are non-refundable after December 31st.

Note: The Institutes, Societies and Councils of the National Association shall be responsible for collecting and remitting dues to the National Association for Institute Affiliate Members \$105. The National Association shall credit \$35 to the account of a local association for each Institute Affiliate Member whose office address is within the assigned territorial jurisdiction of that association, provided, however, if the office location is also within the territorial jurisdiction of a Commercial Overlay Board (COB), the \$35 amount will be credited to the COB, unless the Institute Affiliate Member directs that the dues be distributed to the other board. The National Association shall also credit \$35 to the account of the state associations for each Institute Affiliate Member whose office address is located within the territorial jurisdiction of the state association. Local and state associations may not establish any additional entrance, initiation fees or dues for Institute Affiliate Members, but may provide service packages to which Institute Affiliate Members may voluntarily subscribe.

3.2.c DELINQUENCY. If the annual dues, are not paid by December 31st of each year, the dues shall be declared delinquent. The Board of Directors will determine the amount of a late fee for payments received after December 31st. After January 30th, a notice shall be sent to the delinquent member’s designated broker, indicating non-payment of dues and given 15 days to cure such delinquency.

3.2.d APPLICATION FEE AND REQUIREMENTS. The application fee must accompany the application for membership. All requirements for membership, including orientation, must be completed within sixty (60) days of application or Association services are suspended.

3.2.e INSUFFICIENT FUNDS POLICY. Any member who submits a check for payment of dues or fees owed to the Association that is returned for insufficient funds shall be charged a \$30 administrative fee to process and re-submit the checks for payment.

If a check is unable to be resubmitted for payment or it is returned a second time, then the member who submitted the check shall deliver or cause to be delivered to the Association, cash, money order, cashier's check or other certifiable funds in the amount of the uncollected debt plus the \$50 fee for the insufficient check, and the member is put on a cash, money order, cashier’s check or other certifiable funds basis for a period of one year.

3.2.f FAILURE TO COMPLY WITH NAR MANDATORY CODE OF ETHICS COURSE REQUIREMENTS. MetroTex staff shall send a notice to members who are out of compliance with Article V, Section 5 of the Bylaws indicating those members have until December 31st to complete the course (online or in person) or will be subject to suspension of membership outlined in Article V, Section 5 of the Bylaws.

Failure to satisfy the required periodic ethics training shall be considered a violation of a membership duty. Failure to meet the requirement in any three year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three year cycle or until the requirement is met, whichever occurs sooner.

On March 1 of that year, the membership of a member who is still suspended as of that date will be automatically terminated.

3.3 General Financial Policies

3.3.a All items under Financial Policy 3 shall be reviewed and updated prior to the annual budget preparation process.

3.3.b ANNUAL BUDGET. The annual budget shall be submitted to the Directors in September for approval, preceding the budget year.

3.3.c The Board of Directors shall supervise the expenditures of the Association's funds and shall designate the depository in which such funds are deposited. The President, President Elect, Secretary/Treasurer, Chief Executive Officer or CEO's designee are authorized to sign the checks on the Association's checking accounts.

Contracts and agreements with vendors can only be entered into by the Association with the approval of the Board of Directors and executed by the CEO, or CEO's designee, as defined by the limits placed on expenditures for budgeted and non-budgeted items.

Investments and reserves shall be governed by the Investment Policy approved by the Board of Directors.

The President shall cause an audit of the Association's financial statements annually and review such audit with the Board of Directors. The Association President may review the checking accounts monthly and date and initial the review by the last check written. The Directors shall review the monthly financial reports. No distribution of funds shall be made without proper invoice or receipt being submitted.

3.3.d SPENDING FOR NON-BUDGETED ITEMS. Non-budgeted items are reviewed by the Executive Committee and if recommended, are presented to the Board of Directors for approval. No personal loans shall be made to staff without the approval of the Board of Directors.

3.3.e RESOLUTION OF DEPOSIT. WHEREAS: The MetroTex Association of REALTORS®, Inc. is a not for profit corporation receiving dues, fees and other monies from its members, and

WHEREAS: These funds should be deposited in a financial institution within the jurisdictional boundaries of the Association; now therefore be it:

RESOLVED: That all FDIC or FSLIC insured financial institutions within the jurisdictional boundaries of the Association that are duly authorized Texas banking institutions be acceptable depositories in which funds of the Association may be deposited; further, that any officer of the Association is hereby authorized for and on behalf of the Association to open an account or accounts with said financial institutions, to accept the provisions and conditions set forth on the financial institutions' required signature card(s) relating to said account or accounts, and to make arrangements for the conduct thereof as he or she shall deem proper; and that the Chief Executive Officer or his/her designee of the Association be duly authorized to sign checks that indent the Association and further, that any one of the following named Officers of the Association shall also be authorized to sign checks indenting the Association effective during the duration of their elected term: President, President-Elect, and Secretary/Treasurer.

And be it further:

RESOLVED: That one signature of any of the above named representatives of the Association be required to withdraw funds or close established accounts with any duly authorized depositor(s); and, be it further:

RESOLVED: That the approved depositories be authorized and directed to honor and pay checks that are properly executed in accordance with the Bylaws and this resolution; and be it further:

RESOLVED: That the foregoing resolution shall remain in full force and effect until written notice of the amendment or rescission thereof shall have been delivered and receipted by the depository institution; and, be it further:

RESOLVED: That the Chief Executive Officer of the Association be, and he/she hereby is, authorized and directed to certify to the Bank that these resolutions and the provisions thereof are in conformity with the Articles of Incorporation and the Bylaws of the Association.

3.3.f CHECKING RECONCILIATION. Monthly bank statements shall be reconciled with the respective general ledger account balance.

3.3.g PERSONAL VEHICLE USE REIMBURSEMENT POLICY. The owner of a vehicle that is used for authorized association business will be reimbursed at the IRS allowable rate per mile. The allowable rate per mile changes periodically and is updated on the Concur Solutions software. Personal auto mileage is reimbursable only when other modes of transportation are unobtainable, or when personal auto use is less expensive or equal to other available modes of transportation. When submitting expense reports, miles are reported using the Concur Solutions software mileage calculator. The “Business Purpose” as well as “From Location” and “To Location” fields are required for each trip submitted for mileage reimbursement.

Parking/tolls: Actual cost is reimbursed. Original receipts or toll tag statement should be provided. The Association will not reimburse for valet parking services at airports.

3.3.h ASSOCIATION RELATED TRAVEL. All items of Association related travel shall be reviewed and updated prior to the annual budget preparation process and reviewed by Budget & Finance Committee annually.

3.3.i TRAVEL EXPENSES. The travel policy shall cover travel expense reimbursement to all meetings considered regular and normal, local, State, Regional or National, approved by the Board of Directors. The Board of Directors reserves the right to determine in their annual budget who gets reimbursed for travel expenses.

3.3.j REIMBURSEMENT. The Association expense reimbursement policies have been formulated to comply with the regulations of the Internal Revenue Service (IRS). The IRS establishes an “accountable plan” travel-expense allowance based on what is considered to be ordinary, necessary, and directly related to the active conduct of one’s trade or business. Accordingly, the Association limits of reimbursement may seem somewhat restrictive.

Expenses must be actually incurred and documented by dated and itemized receipts in order to warrant reimbursement under the Association policies. “Trade-offs” (i.e., submission of an expense voucher for other expenditures in lieu of transportation, lodging, and meals) do not meet the IRS criteria of “directly related” and therefore are not reimbursable.

When receipts are submitted for reimbursement, the Association limits, as stated herein, apply. **Detailed itemized receipts including date of service, itemization of expense and gratuity are required for ALL receipts.**

3.3.k REIMBURSEABLE EXPENSES – DEFINITIONS

EXPENSE REPORT FORMS

The Association, Inc. travel reimbursement process is initiated with the submission of a travel expense report through the SAP Concur App and the Concur Desktop reporting via www.concursolutions.com. You will receive account credentials in order to use these tools. They are designed to assist you in organizing and accounting for essential information necessary to receive reimbursement. The SAP Concur app allows for you to take pictures of your receipts. These pictures will download automatically to your Concur Solutions account.

Information such as time, place, and business purpose of the meeting attended, type of expense, related cost, and the party

to be reimbursed are required and will be notated through the Concur Solutions Desktop software. All travel expense reimbursement requests will be completed and submitted online through the using the Concur Solutions Desktop software. Detailed and itemized receipts and complete information must be submitted in order to receive reimbursement.

All expenses must be submitted within 30 days of the completed trip. Those expenses submitted after 30 days, under special circumstances, may be approved. Except for special circumstances, no expenses will be reimbursed if submitted more than 60 days after the expense is incurred.

GENERAL EXPENSE REIMBURSEMENT GUIDELINES

General Note

All expenses are strictly based on the number of days the individual must be in attendance. If an individual chooses to arrive early or remain after the conclusion of his/her business required stay, all additional expenses (lodging, meals, communication, etc.) will be paid by the individual.

Transportation

Air: Airline reservations should be made as far in advance as possible to take advantage of purchase discounts. All individuals should look for the least expensive flight and not settle for one carrier in order to receive points, miles, credits, perks, etc. Commercial air travel is reimbursed at the coach-class rate. Preferred seating costs will not be reimbursed. Any lost refund resulting from cancellation or rescheduling of air travel is the sole responsibility of the individual, unless related to a documented and legitimate business reason. Curbside baggage-handling fees are reimbursed at the actual cost, plus \$1 per bag/box for a tip. The cost for bags/boxes exceeding the weight limit or number of bag limit will not be reimbursed. All unused flight coupons or airfare tickets must be submitted at the time the expense report is submitted. Any upgrades or enhancement to trips is considered personal expenditures and will not be reimbursed. In these circumstances, the cost of a coach ticket (with all available discounts applied) for the same trip should be determined, and verification printed-out. This documentation must be submitted with the receipt for the actual ticket and reimbursement will be made based on the cost of the coach ticket.

Limo/taxi/bus: Actual cost is reimbursed, and original receipts must be provided. When traveling by taxi, shuttle, limo or other forms of miscellaneous transportation (excluding auto and air) individual must clearly write on the receipt where individual is traveling and for what business purpose. Tipping for taxi/limo shall not exceed 15% of the actual fare.

Rental car: Rental cars are reimbursable only when other modes of transportation are unobtainable or are more expensive. Insurance shall not be purchased when renting. Individuals must notify the Association and the car rental agency, if applicable, of any type of accident, minor or major, that such individual was involved in within 24 hours of the occurrence.

Lodging MetroTex Limit: The actual cost of the room, based on a single-room rate for the facility is the reimbursable limit. If attending a meeting or conference where a special rate is negotiated (i.e., meetings of the Texas REALTORS® or the National Association of REALTORS®), the reimbursement will be limited to the negotiated rate. Should you choose to stay at a different facility; the limit of the reimbursement will be based on the negotiated rate at the stated meeting facility. If you choose to stay at a different facility, it is your responsibility to cancel any reservation that the Association may have made for you at the original facility to ensure reimbursement. When direct billing of lodging expenses to the Association has been arranged, personal or non-reimbursable expenses are considered your responsibility and should be settled with the facility at check-out. If expenses are reimbursable, original receipts should be attached to the expense report. Overnight lodging is not reimbursable for meetings held in the DFW metroplex, or when the first meeting starts at or after 10:00 a.m. and the last meeting adjourns by 4:00 p.m., unless travel time exceeds three hours one way or commercial travel modes do not accommodate the meeting's start or end time. Any exceptions to this policy are subject to approval prior to incurring the expense.

Tipping: For a maid, \$2 per day per room is reimbursable. For a bellhop or doorman, \$1 per bag is reimbursable.

Personal or non-reimbursable expenses include but are not limited to:

- Entertainment such as in-room movies, tours, or any other non-business function
- Books, periodicals or magazines
- Airline headsets for movies
- Childcare/animal care
- Laundry service (for travelers away less than five business days)
- Barber or beautician services
- Toiletries and other personal items
- Spa service or Fitness-center fees
- Golf fees
- Mini-bar or bottled water fees
- All fines for traffic or parking/toll violations
- Valet service if self-parking is available

Meals MetroTex limit: The maximum daily limit including tips for all meals, beverages and snacks is \$100, provided receipts are attached. The lesser of the limit and the receipt will be reimbursed. The name of each person and the purpose of the business meal must be written on the back of each **itemized receipt**. Meals while in the DFW metroplex are not reimbursable. Breakfast expenses may be reimbursed if an individual is required to leave home for a trip earlier than the customary eating time. Evening meal expenses are reimbursable if an employee could not arrive home from a trip until later than the customary eating time.

Tipping: If dining at a restaurant the maximum reimbursable tip is 20% of the bill, while for room service, the maximum is 15% or as mandated by the hotel.

Conference Registration Fees - MetroTex Limit: Registration fees and the cost for ticketed events (conference banquets or luncheons) for meetings of the Texas REALTORS® or the National Association of REALTORS® are reimbursable. These meals will still be reimbursed in full if the daily meal limit above is exceeded. Tickets purchased for additional seminars or training sessions offered at these meetings are not reimbursable.

Hosting/Entertaining: The Association will reimburse the actual costs incurred in situations where it is deemed appropriate for the individual to pay for several individuals at a meal. Entertainment expenditures draw the greatest attention from the IRS, and thus require a higher degree of discretion. IRS regulations require the expenditure to be adequately explained with information concerning the purpose of the gathering, a list of individuals attending, the name of the organization each individual represents, the name and location where the expense was incurred. And all costs included. Any hosting expense must be within the Association budget.

Communication

Telephone: All Association related calls or fax transmissions are reimbursed based on actual charges. Charges for personal business are not reimbursable.

Internet: Internet access charges for Association business purposes are reimbursable based on actual cost.

Misc. Supplies and Other Expenses:

Unless the receipt clearly explains what the purchase is, individual must detail on the expense report exactly what was purchased and how it is business related. It should be clear at all times for reviewers what the individual is submitting for reimbursement. Receipts that are not made clear by the individual will be held in abeyance until clearly explained.

NAR DIRECTOR REIMBURSEMENT

Each NAR Director representing NAR Region 10 is eligible for reimbursement of up to \$475 per day for attendance at the

NAR Legislative Conference and Expo (May) and the NAR Annual Convention (November). Travel costs (airfare or mileage driven at the IRS approved rate in effect) are divided over the days of travel to determine the daily reimbursement limit.

Any reimbursement is subject to the expense reimbursement guidelines as outlined in the Travel Policy and Guidelines for the Association. At the conclusion of the meeting, the NAR Director must submit an expense report to the Association Accounting Department using the Concur Online Expense Reporting Tool. The NAR Director Expense Reimbursement Report must also be included with the expense report.

No reimbursement will be made for any day the NAR Director did not attend any NAR program/meeting/event. **Receipts with detail** are to be attached documenting the expenditure and all attendees. No reimbursement can be authorized for reports received after a 30 day period from the final date of the NAR meeting.

No reimbursement shall be made for any expense that NAR or other related organizations (CRS, WCR, RLI, etc.) reimburse for travel. Reimbursement requests should be made from these organizations first, and any amounts not reimbursed may be submitted with sufficient documentation on an expense report submitted to the Association.

*Please be aware that the Association budget does not allow for any hotel nights to be reimbursed in any year that the NAR Convention is held in the metroplex.

TEXAS REALTORS® DIRECTOR AND RVP REIMBURSEMENT

Each Texas REALTORS® Director and Regional Vice President representing Texas REALTORS® Region 12 is eligible for reimbursement of up to \$425 per day for attendance at the Texas REALTORS® Winter meeting (February) and the Texas REALTORS® Annual Convention (September). Travel costs (airfare or mileage driven at the IRS approved rate in effect) are divided over the days of travel to determine the daily reimbursement limit.

Any reimbursement is subject to the expense reimbursement guidelines as outlined in the Travel Policy and Guidelines for the Association. At the conclusion of the meeting, the Texas REALTORS® Director and/or RVP must submit an expense report to the Association Accounting Department using the Concur Online Expense Reporting Tool. The Texas REALTORS® Director Expense Reimbursement Report and/or RVP Report must also be included with the expense report.

No reimbursement will be made for any day the Texas REALTORS® Director and/or RVP did not attend any Texas REALTORS® program/meeting/event. **Receipts with detail** are to be attached documenting the expenditure and all attendees. No reimbursement can be authorized for reports received after a 30 day period from the final date of the Texas REALTORS® meeting.

No reimbursement shall be made for any expense that Texas REALTORS® or other related organizations (CRS, WCR, RLI, etc.) reimburse for travel. Reimbursement requests should be made from these organizations first, and any amounts not reimbursed may be submitted with sufficient documentation on an expense report submitted to the Association .

*Please be aware that the Association budget does not allow for any hotel nights to be reimbursed in any year that the Texas REALTORS® Annual Convention is held in the metroplex.

3.3.1 OFFICE TRANSFER FEE. All changes in member affiliation (except transfers with the same Designated Broker) shall be made in writing and shall be submitted with a \$10 transfer fee. No fee will be charged for an agent changing from one branch office to another.

3.3.m EDUCATION CREDIT/REFUND POLICY. There is a "no refund" policy for prepaid registration to Association educational programs. If a registrant is unable to attend a prepaid educational program, credit may be applied to a subsequent

program. However, no cash refund will be made.

3.3.n LATE FEES. Any REALTOR® or Affiliate member who has incurred a late fee and who is not currently on the Auto Payment service will be provided the opportunity to sign up for the service for the term of that member's membership in the Association. By doing so, the member will receive a waiver of the late fee as a one-time courtesy. Any further late fee assessments will not be eligible for an additional waiver, even if the member reinstates the Auto Payment service.

SECTION 4: GENERAL POLICIES

4.1 Facilities & Association Property

4.1.a ASSOCIATION ASSETS. Membership dues or fees shall not create a vested interest in any properties owned by the Association.

4.1.b OFFICIAL ADDRESS. The Directors shall designate an address as the official headquarters and office of the Association if any change should be made from the Association's present address.

4.1.c SMOKING. The Association facilities have been designated as non-smoking facilities.

4.1.d ALCOHOLIC BEVERAGES. There will be no open bars at a local function of the Association, only cash bars and not more than two free drink tickets per person attending any function of the Association shall be approved by the Board of Directors. Special exemption of this policy can be approved by the Board of Directors. There will be no alcoholic beverages at Board of Directors' meetings.

4.2 General Membership Policies

4.2.a BROKER AFFILIATION CHANGE. All changes in member affiliation shall be made in writing and shall be submitted to the Association within thirty (30) days of the change. The Association shall maintain a form for the use by members to sever, add, or transfer a member or licensee. However, a letter or statement in writing, signed by the broker or his assignee, shall be acceptable.

4.2.b CERTIFICATION OF REALTORS®. Designated REALTOR® members of the Association shall certify to the Association during the month of September on a form provided by the Association, a complete listing of all licensed individual(s) with the Designated REALTOR® firm and other pertinent data within the State of Texas and shall designate a primary Association for each individual who holds membership. Designated REALTORS® shall also identify any non-member licensees in the REALTOR®'s office(s) and if designated REALTOR® dues have been paid to another association based on said non-member licensees, the designated REALTOR® shall identify the association to which dues have been remitted. These declarations shall be used for purposes of calculating dues under Article X, Section 2(a) of the Bylaws. "Designated" REALTOR® Members shall also notify the Association of any additional individual(s) licensed or certified with the firm(s) within (10) ten days of the date of affiliation or severance of the individual.

4.2.c ORIENTATION POLICY. Any former member who is reapplying for membership will be credited with having completed the orientation requirement if the applicant can show proof of completion of the Association Orientation course within the previous two years, unless membership has been previously terminated "not in good standing."

4.2.d When a Designated REALTOR® notifies the Association office of a termination of a REALTOR® member, the

termination results in an automatic resignation from the Association. REALTOR® members who have been terminated have ten (10) days in which to apply for a withdrawal or associate with another Designated REALTOR® member. REALTOR® members who have been terminated shall automatically be reinstated to REALTOR® membership within the ten (10) day period by notifying the Association of affiliation or employment with a Designated REALTOR® member of the Association, providing proper written notice is provided to the Association within the ten (10) day period.

4.2.e Temporary Designated REALTOR® membership shall automatically terminate ninety (90) days after the date of Application unless extended by the Board of Directors. Permanent status will be given upon completion of application requirements and approval by the Board of Directors.

4.3 Document Retention Policy

4.3.a DOCUMENT DESTRUCTION AND RETENTION. The Association shall retain records for the period of such records immediate or current use, unless longer retention is necessary for historical reference or to comply with contractual or legal requirements. Records and documents outlined in this policy include paper, electronic files (including emails) and voice mail records.

In accordance with 18 USC §1519 and the Sarbanes Oxley Act, the Association shall not knowingly destroy a document with the intent to obstruct or influence an investigation or proper administration of any matter within the proper jurisdiction of the United States. If an official investigation is anticipated or underway, document purging will stop. Further, to eliminate accidental or innocent destruction, the Association follows a Records Retention Schedule as set forth below.

Description (alphabetically)	Retention Period
Accident Reports and Claims (settled cases)	7 years
Accounts payable ledgers and schedules	7 years
Accounts receivable ledgers and schedules	7 years
Audit reports of accountants	permanently
Bank reconciliations	7 years
Board Minutes	permanently
Corporate Minute Books	permanently
Capital stock and bond records; ledgers, transfer registers, stubs showing issues, record of interest coupons, options, etc.	permanently
Charts of accounts	permanently
Checks (canceled but see exception below)	7 years
Checks (canceled for important payments, i.e., taxes, purchases of property, special contracts, etc. [checks should be filed with the papers pertaining to the underlying transaction])	permanently
Contracts and leases (expired)	7 years
Contracts and leases still in effect	permanently
Correspondence (routine) with members, customers, or vendors	2 years
Correspondence (general)	3 years
Correspondence (legal and important matters only)	permanently
Deeds, mortgages, and bill of sale	permanently
Depreciation schedules	permanently
Duplicate deposit slips	2 years
Employee personnel records (after termination)	5 years
Employment applications	3 years
Expense analyses and expense distribution schedules	7 years
Financial statements (end-of-year, other months optional)	permanently

General and private ledgers (and end-of-year trial balances)	permanently
Insurance policies (expired)	7 years
Insurance records, current accident reports, claims, policies, etc.	permanently
Internal reports (miscellaneous)	7 years

4.3.b RETENTION OF PROFESSIONAL STANDARDS ETHICS FILES.

1. Ethics Case: If respondent is found in violation of the Code of Ethics, paperwork will be presented to the Board of Directors for final approval and returned to the Texas REALTORS®. (A copy of the decision will remain at the Association office).

4.4 Legal Policies

4.4.a LEGAL COUNSEL. The Board of Directors may employ a legal counsel.

4.4.b ACCESS TO ASSOCIATION ATTORNEY. Only the President, President-Elect, and Chief Executive Officer or their designee is authorized to contact the Association attorney on official business of the Association. Billings for unauthorized contacts will be the responsibility of the contacting party.

4.4.c LEGAL CASES AND LEGAL INFORMATION. No member, or group of members, shall be permitted to obligate the Association for legal fees or litigation costs in which individual members of the Association are involved. No member of the Association shall seek legal information from the Officers, Directors or office staff of the Association; whenever an Association member requires legal advice, he/she shall consult an attorney. If a member requests legal advice from the Association's attorney, he/she shall do so with the understanding he/she is seeking such information as an individual and is obligated to pay any legal charges for such services rendered.

4.4.d WHISTLE BLOWER. The Association is committed to lawful and ethical behavior in all of its activities and requires its staff to conduct themselves in a manner that complies with all applicable laws and regulations. If at any time a concern exists regarding the propriety or legality of action contemplated to be taken or that has been taken by an Officer, Director, staff, Association member, committee member or any contract or vendor as the action relates to Association activities, or if an action needs to be taken in order for the Association to be in compliance with law or appropriate ethical standards you can address the issue directly by going to the CEO, President or President-Elect as needed until matters are satisfactorily resolved.

Alternatively, if you are not comfortable speaking to the CEO about the matter or do not feel your issue has been properly addressed; you may contact the Association President or President-Elect about the matter. If you do not believe that direct channels of communication can/should be used to express your concerns, you can send an anonymous letter or mail utilizing the U.S. mail or any internet hosted email service (using an anonymous name) to the CEO, President, or President-Elect.

4.5 Harassment Policies

This MetroTex Code of Conduct and Anti-Harassment Policy (Policy) applies to all MetroTex-related meetings or events, whether held in public or private facilities, including meetings or events sponsored by organizations other than MetroTex and held in conjunction with MetroTex meetings or events, and any MetroTex member communications related to MetroTex business or with MetroTex staff.

METROTEX COMMITMENT:

MetroTex is committed to providing a productive and welcoming environment that is free from discrimination and harassment. Members are expected to act with courtesy and mutual respect toward each other, MetroTex staff, service providers, speakers and event participants.

HARASSMENT:

Harassment in any form is strictly prohibited. Harassment includes inappropriate conduct, comment, display, action, or gesture based on another person's sex, color, race, religion, national origin, age, disability, sexual orientation, gender identity, and any other protected characteristic.

Examples of harassment include, but are not limited to: epithets, slurs or negative stereotyping; threatening, bullying, intimidating or hostile acts; denigrating jokes; and the display or circulation of written or graphic material that denigrates or shows hostility toward an individual or group based on a protected characteristic.

SEXUAL HARASSMENT:

Sexual harassment is one form of harassment. Sexual harassment may involve individuals of the same or different gender. Like all harassment, sexual harassment is strictly prohibited.

SEXUAL HARASSMENT CAN BE:

- Verbal: Sexual innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions, or threats.
- Non-Verbal: Sexually suggestive objects or pictures, graphic commentaries, suggestive or insulting sounds, leering, whistling, or obscene gestures.
- Physical: Unwanted physical contact, including touching, pinching, coerced sexual intercourse, or assault.

HOW TO REPORT INCIDENTS OF HARASSMENT OR INAPPROPRIATE BEHAVIOR:

Any member who believes that member experienced or witnessed harassment or other inappropriate behavior in violation of this Policy should promptly report the incident to one of the following individuals: the CEO, the President, or the President-Elect.

INVESTIGATION AND DISCIPLINE

Upon receipt of a member's report of possible harassment or inappropriate behavior in violation of this Policy, the Association will promptly conduct an investigation at the direction of MetroTex's legal counsel. During the investigation, MetroTex will involve only those persons deemed necessary to the investigation, and disclosures will only be made on an as-needed basis. If it is determined that the investigation substantiates that a violation of this Policy has occurred, the President, President-Elect, and one Board of Director, selected by the President, in consultation with legal counsel, will determine any disciplinary action. If one or more of the foregoing officers are named in the complaint of harassment or inappropriate behavior, MetroTex's legal counsel will identify a substitute to be selected from the Executive Committee.

MetroTex reserves the right to take any necessary and appropriate action against a member who engages in any form of

harassment or inappropriate behavior in violation of this Policy. Such actions may include, but are not limited to, prohibition from attendance at future MetroTex meetings or events, removal from a committee appointment, expulsion from membership, attend specific educational classes, assess a fine, or any other sanction deemed appropriate by MetroTex.

In instances in which harassment is found to have occurred, a member of the investigatory team will remain in communication with the victim to find out whether the harassment has ceased or if any retaliation has occurred.

4.6 Awards

4.6.a SERVICE AWARDS. Awards for service to the Association shall be given to the outgoing President, President-Elect, Secretary/Treasurer, Directors and qualifiers for other service Awards as approved by the President.

Any changes to award criteria or process shall become effective January 1st of the following year after approval of the Board of Directors.

The ballots for service awards go out in mid-September and are due back by the end of September. The award selection committee meetings are scheduled in mid-October.

Awards Criteria: All award nominees must be members of MetroTex in good standing.

REALTOR® of the Year - Lois Hair Bernay's* - The Lois Hair Bernays award will recognize the residential salesperson of the year, and nominees are required to meet a minimum of \$3 million dollars in closed dollar volume or fifteen units of closed sales or leases for either the current year or the most recent calendar year period. Selection is based on - Activity in the MetroTex Association, Texas REALTORS®, and/or NAR (60%) - Service to the real estate profession (20%) - Civic activity/community service (20%).

Community Service Award - Ebby Halliday * - The Ebby Halliday award will recognize an individual who has made a significant impact to the community by donating time, money, and material goods to a program that improves the livability of a local community and is suitable as a role model for all real estate professionals. The award is intended to recognize individual contributions, not association or company-wide efforts, and some portion of the nominee's community work must have taken place in the current year. Selection is based on civic activity and/or community service (100%).

*The current Lois Hair Bernay's and Ebby Halliday award winners co-chair the selection committee for those awards, and the committee consists of committee chairs from MetroTex standing committees. Staff coordinates with the chairs to set the meeting date for the Lois Hair Bernay's and Ebby Halliday award selection committee.

Broker/Manager/Executive of the Year - Easterwood Cup - The Easterwood Cup Award will recognize the REALTOR® member who is a manager/broker/corporate executive or owner and has demonstrated outstanding service to the real estate profession, the community and particularly to the Association . Selection is based on - Activity in the MetroTex Association, Texas REALTORS®, and/or NAR (60%) - Service to the real estate profession (20%) - Civic activity/community service (20%).

The September Executive Committee agenda includes choosing the Easterwood Selection Committee and scheduling a date and place for its selection meeting in October. The current Easterwood Cup award winner is the chair of the Easterwood Cup award selection committee.

Affiliate of the Year - David Fair Award - The Affiliate of the Year – David Fair" award will recognize the affiliate member who has demonstrated outstanding service to the real estate profession, the community and particularly to the Association . Selection is based on - Activity in the MetroTex Association, Texas REALTORS®, and/or NAR (50%) - Service to the real estate profession (30%) - Civic activity/community service (20%).

The current Affiliate of the Year, along with the Executive Committee, selects the new Affiliate of the Year at the October Executive Committee meeting.

Staff must have the names of all of the award winners by the end of October to ensure ample time to order plaques and engraved prior to the Awards Ceremony.

4.7 Political Candidate Policies

4.7.a Only endorsed MetroTex or Texas REALTORS® candidates for political office may speak at MLS meetings.

4.7.b Candidates will be introduced by the MLS Area Representative or a member of the Government Affairs Committee who must state a brief disclaimer prior to the introduction.

4.7.c The MLS Area Representative will have the option of setting the time limit for each speaker. All candidates will be given equal time and be treated fairly.

4.8 Communication Policies

4.8.a ROSTER AND INFORMATION DISTRIBUTION*. MetroTex does not sell or distribute member information.

* See Appendix D, MetroTex Privacy Policy.

4.8.b USE OF OFFICIAL TITLE. Officers and/or Directors may use the title bestowed upon them by the Association as a statement of fact.

4.8.c OFFICIAL SPOKESPERSON. The President and Chief Executive Officer of MetroTex are the only official spokespersons for MetroTex. The President may also appoint an official spokesperson on behalf of the Association.

4.8.d EXTERNAL COMMUNICATION POLICY. All correspondence which involves the Association's standing or reputation in the community or correspondence from any committee, or communication from any Director to an external source, or any external correspondence of a legal nature, must either be signed or authorized in writing by the President or Chief Executive Officer of the Association before the communication is mailed. It is extremely critical that the Association knows what correspondence is being distributed which materially affects the reputation or operations of the Association.

4.8.e SOCIAL MEDIA MARKETING DISCLOSURE POLICY. Social media usage is a dynamic method for communication. Social media are media for social interaction, using highly accessible and scalable publishing techniques for web-based technologies enabling interactive rather than one-directional communication between users and the MetroTex Association of REALTORS®, Inc. (hereafter referred to as “MetroTex”), and/or the Greater Metro Multiple Listing System (hereafter referred to as “GMMLS”).

When you attend either a course, educational seminar, program or other event (“Event”) sponsored by MetroTex or GMMLS, you enter an area where photography, audio and video recording may occur. By entering the Event premises, you consent to any and all photography, audio recording, video recording and its release, publications, exhibition, and/or reproduction to be used for social media, webcasts, simulcasts, promotional purposes, advertising, inclusion on websites, news, telecasts, or any other purposes by MetroTex and GMMLS and its representatives. You hereby release MetroTex, GMMLS, its officers, directors and employees, and all other persons involved in such photography, audio and video recording of and from any and all liability connected with or related to the taking, recording, digitizing or publication of interviews, photographs, computer images, video and/or sound recordings.

By entering the Event premises you waive all rights for claims of payment or royalties in connection with any exhibition,

streaming, web casting, televising, or other publication whether or not a fee for admission or sponsorship is charged. You also waive any right to inspect or approve any photo, video, or audio recording taken by MetroTex or GMMLS at an Event or the representative designated to do so by MetroTex or GMMLS.

These tools are provided as a service of MetroTex and GMMLS. MetroTex and GMMLS are not responsible for the opinions and information posted on social media sites by others. MetroTex and GMMLS disclaim all warranties with regard to information, opinion or statement posted on this site, whether posted by a member or any third party. This disclaimer includes all implied warranties of merchantability and fitness. In no event shall MetroTex or GMMLS be liable for any special, indirect, or consequential damages or any damages whatsoever resulting from loss of use, data, or profits, arising out of or in connection with the use or performance of any information, opinion or statement posted on this site.

You have been fully informed of your consent, waiver of liability, and release before entering the event.

TRLP Alumni Committee and Task Force Guidelines

There shall be a TRLP Alumni Committee, to give direction to the TRLP and TRLP Alumni Task Forces. The committee is responsible for maintaining an on-going leadership skills development program to prepare committee members for leadership roles in their community, their profession and at all levels of the Association. After approval of the committee business plan each year, task forces will be established to implement the plan.

1. The Chairperson of the Committee shall be a REALTOR® member in good standing of the Association and shall be appointed by the President of the Association. The Chairperson, among his/her other duties, shall be responsible for conducting monthly meetings of the Committee and for making presentations to the Board of Directors of the Association.
2. The chairperson and vice chairperson of the TRLP Alumni Committee, and all Committee members, shall be graduates of the TRLP.
3. All task force members shall be members of the Committee.
4. The vice Chairperson of the Committee shall be a REALTOR® member in good standing of the Association and shall be appointed by the President Elect of the Association. The vice Chairperson, among other duties, in the absence of the Chairperson, will act as Chairperson of the Committee. The vice Chairperson shall act as the chair of the Application and Selection Task Force.
5. The incoming Chairperson and the incoming vice Chairperson of the Committee are responsible for the creation of all task forces.
6. Application and Selection Task Force
The Application and Selection Task Force shall include the incoming chair and the incoming vice chair of the TRLP Alumni Committee and each shall be a voting member of this task force. In addition, the chair will also select no more than three (3) additional alumni of the TRLP program to assist with selection, and one (1) of these three (3) members shall be an affiliate practitioner.

The Application and Selection Task Force, shall consider, when selecting participants for the program, a representative balance of participants from the membership of the Association. The number of applications and the names of the possible participants will be kept confidential. The names of the incoming class participants shall be announced after all candidates have been notified, and tuition is paid in full.

7. If scholarships are to be offered, notification of intent to provide the scholarship and verification of funds shall be given to the chair of the TRLP Alumni Committee no later than one month prior to the deadline of the submission of the TRLP application.

The Application and Selection Task Force shall meet following the completion of TRLP interviews to select scholarship recipients.

The number of scholarship applications received and the names of the possible/actual recipients will be kept confidential.

8. Nominating/Recruiting Events
No solicitation of funds or promotional items shall be permitted in the name of recruiting/nominating events/information sessions for the TRLP by any of its alumni, participants, staff, or officers. Sponsorship of offsite events shall be limited to facility use only.

9. Alumni Dues

TRLP Alumni will have an opportunity each year to pay dues, which will be used to offset the cost of closed alumni programs and events. The dues levels are \$35, \$50, \$75 and \$100.



Texas REALTORS® Leadership Program

RULES AND REGULATIONS:

Associations who host TRLP agree to abide by the following:

1. The Texas REALTORS® Leadership Program is designed to be delivered to active, practicing real estate agents and brokers. However, we recognize that certain local boards have different dynamics and may desire to offer affiliate member participation. It is also at the local board's discretion to set the parameters for their program that participants are practicing REALTOR® members, and not include affiliate members.
2. Local boards will utilize some type of personality or leadership assessment as part of their program, preferably in the opening retreat. This assessment is used and carried throughout the program and reviewed in the context of additional sessions.
3. The Spokesperson Training component of TRLP will be taught by the Texas Association of REALTORS® staff and/or their approved instructors unless otherwise approved in advance by Texas Association of REALTORS® leadership. This session incorporates handling and responding to media calls and requests and interacting with the media, as well as general public speaking skills and addressing various groups. High-level information such as an overview of the local market, market conditions, and how Texas REALTORS® can assist buyers and sellers will be included in the training.
4. The Texas REALTORS® Governmental Affairs department will schedule and offer two Austin sessions that satisfy the requirements for Law, Legislature, and the Texas REALTOR® within Module 7. Requests for exceptions to schedule a separate session outside of these group sessions should be directed to the Government Affairs department. They will evaluate and must confirm any separate or additional requests.
5. In order to be eligible to graduate from the Texas REALTORS® Leadership program, the participants must participate in your opening retreat, the Spokesperson Training session, and the Law, Legislature, and the Texas REALTOR® session. Participants may, at the discretion of the local governing body, be allowed to miss one other session and still graduate. If a participant cannot attend the Spokesperson Training or Law, Legislature, and the Texas REALTOR® session due to travel constraints or other circumstances, they may still graduate from the program, and make-up that session during next year's program or at another participating area program.
6. CE may be offered for certain sessions through Texas REALTORS®. Program facilitators and staff should contact Professional Development for details regarding CE.
7. Local associations are allowed to obtain sponsorships for leadership program functions or events, but must adhere to TREC rules if CE is being offered.
8. To avoid scheduling mishaps, leadership program staff facilitators will ensure Texas REALTORS® designated staff is provided a copy of their overall program schedule and updated on any changes to said schedule.
9. Texas REALTORS® will provide program facilitator access to available resources including exercise and activity ideas, speaker suggestions, and reading recommendations, and will provide Spokesperson Training recordings and out-takes when requested, as well as graduation pins and certificates.
10. Each TRLP class will complete a Leadership Project. Leadership projects are independent projects planned and executed by the participants. Staff will approve the group's project, but the project should not be staff driven or staff supported. The group should reach consensus on the idea or project and determine the time-frame for execution with staff supervision and guidance. Leadership projects can be completed within the time-frame of the program or after graduation.

Ideas include:

- City, school or blighted neighborhood refurbishment projects
- Community outreach projects
- Fund-raising projects to support identified causes

Groups may contact organizations such as the Chamber of Commerce, Habitat for Humanity, places of worship, or other local charitable or non-profit organizations to identify a project or need where the local group may be able to make a difference in their community.

1-17 are required for all TRLP participants. 11-20 are specific to MetroTex TRLP

Participants.

11. There shall be no more than ten percent (10%) participants in the TRLP selected from non-REALTOR organizations, (subsidiary or affiliate), to participate as students in any one (1) program year.
12. All tuition shall be payable to the Association. Total tuition is due in full upon acceptance into the program. **TUITION FEES ARE NON-REFUNDABLE.**
13. There shall be no less than twenty (20) or the number of participants necessary to cover all expenses of the program, and no more than thirty (30) participants selected for each program year. In the event 20 or fewer participants are enrolled after the tuition cutoff date, only the MetroTex Association of REALTORS Board of Directors may authorize the beginning of a program year.
14. The TRLP is company neutral, therefore no solicitation of funds, items of value, donations or promotional items shall be permitted in the name of the TRLP by any of its participants, staff, or officers.
15. Program days are to be held in accordance with TRLP Guidelines. Prior approval from the Association is required for media coverage during the program. Participants who are employed by the media are prohibited from using information acquired at the programs for reporting news.
16. TRLP is structured to be politically non-partisan. No participant, Committee member or staff member may use the name of the program in a political campaign nor imply endorsement by the program.
17. Any request for exceptions to the terms and conditions of these Rules and Regulations shall be presented to the Chair of the TRLP Alumni Committee for consideration.
18. Any proposed changes to these Rules and Regulations shall be submitted to the Association's Board of Directors for approval.
19. Should a timely decision need to be made with regard to the administration of this program, including the suspension or termination of a participant of this program, such decision may be made by the Chairperson of this TRLP Alumni Committee and a panel consisting of at least two (2) other Committee members appointed by the Committee Chairperson.

APPENDIX C
FORMS

C.1 Candidate Campaign Policies

C.2 Nominating Committee Confidentiality Agreement

METROTEX CANDIDATE CAMPAIGN POLICY ACKNOWLEDGEMENT

CANDIDATE CAMPAIGN POLICIES

1. MetroTex Board of Directors and Nominating Committee members shall not advocate or publically promote individual candidates running for Director or Officer positions and will comply with the required confidentiality agreement.
2. Each candidate will be allowed to make a presentation, up to two (2) minutes in length, as approved and coordinated with MLS Meeting Representatives. Candidates will be allowed to distribute campaign materials at the MLS meetings.
3. Campaign photos will be limited to individual pictures of the candidate.
4. All campaign materials must remain respectful, professional, and truthful.
5. The Campaign shall be conducted to uphold the spirit of friendly competition and the REALTOR® image, both in personal conduct and in campaign materials.
6. There shall be no active campaigning on Association property during the voting period, except at approved MetroTex sponsored campaign events. Campaign materials may be placed at the designated locations within the MetroTex offices. Materials may not be distributed at/during committee meetings. Candidates are responsible for removing leftover campaign items after the close of elections. Remaining items after elections will otherwise be discarded.

Violation of Policy:

Reporting of violations shall be sent to the MetroTex CEO.

Candidates found in violation of the campaign policies (by a panel of 3 past presidents, with no business or personal affiliation) within 7 days of reported violation, may be subject to an appropriate sanction, penalty or remedy, which could include being deemed disqualified for the elected position such candidate is seeking.

Candidate Acknowledgement of Receipt:

Signature

Dated: _____

METROTEX ASSOCIATION OF REALTORS, INC.**NOMINATING COMMITTEE GUIDELINES AND RESPONSIBILITIES**

Members of the Nominating Committee carry special duties and responsibilities to the MetroTex Association of REALTORS[®], Inc. This document serves as a pledge, that if selected, you will fulfill these responsibilities as a member of the Nominating Committee. Please read each qualification/responsibility carefully, sign the document indicating your commitment, and return to the Professional Development Department prior to attending the first meeting of the Committee.

I. Overview of the Committee:

Article XI, Section 4(g) of the MetroTex Association of REALTORS, Inc. Bylaws and Section 1.20.e of the Policy Manual of the MetroTex Association of REALTORS, Inc. details the formal process for the election of officers and directors observed by the Nominating Committee:

- a.* Each year, at its first meeting, the Nominating Committee may select up to three (3) of its Members to serve a two (2) year term. No REALTOR[®] Member may serve on the Nominating Committee for more than two (2) consecutive terms. Except for members who are currently serving as an officer or director, Nominating Committee Members shall not be eligible as Nominees for an Association Office or Director.
- b.* The Association solicits written Candidate Applications from the REALTOR[®] Members for candidates for Association Offices and Directorships. Written solicitations are electronically transmitted to Members no later than the 1st day of March of each year. Written Candidate Applications for candidates must be received in the Association's office no later than 5 p.m. on the 30th day of April of each year to be considered. The Nominating Committee shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form. The Nominating Committee shall deliver the list of candidates for Association's Offices and Directorships to the Secretary/Treasurer no later than the 10th day of July of the current year.
- c.* The Nominating Committee shall obtain the acceptance of the nomination by each candidate. Any Director who is elected as an Officer shall vacate the directorship effective at the end of the current term. The Nominating Committee shall nominate a person to fill such vacancy. The Secretary/Treasurer shall post the list of candidates in the Association's office no later than the 20th day of July, and shall cause a list of said candidates to be electronically transmitted to REALTOR[®] Members no later than the 31st day of July.
- d.* After notification to the REALTOR[®] Members of the list of candidates, additional nominations of qualified Members may be made to the Secretary/Treasurer no later than the 15th day of August, provided that each nomination shall be in writing and signed by not less than three percent (3%) of the REALTOR[®] Members of the Association.
- e.* In the event there is no contest for an office of this Association, the REALTOR[®] Member nominated shall be declared elected.

II. Commitment of Impartiality:

Each Nominating Committee member acknowledges that his/her personal conduct must reflect favorably on

the Association. As a member of the Nominating Committee, you are no longer representing “just yourself”, and this concept must be kept in mind at all times. You are expected to subordinate your area, personal or business bias, and/or special interests for the best interests of the Association and its members when serving on the Nominating Committee.

III. Responsibilities to the Membership:

- a. Diverse and widespread representation is critical. Less than 50% of the membership maintains an office in “Dallas” so consider candidates from all geographical areas represented by MetroTex.
- b. Consider candidates from various brokerages, office sizes and compositions, as well as candidates who are brokers, managers and sales agents. Each of these individuals will be representing unique and valuable interests of MetroTex members.
- c. Consider candidates of various age, ethnicity and gender. Ideally, the Board of Directors, as the governing body of the MetroTex Association of REALTORS, Inc. should reflect the makeup of the Association’s membership.
- d. Consider not only candidates from your own company, but individuals you may have had business transactions with who impressed you because of their competence, expertise, and/or professionalism.
- e. Consider a candidate’s commitment and capacity to serve. Each Director elected is a representative for the entire membership. Every Director should be viewed as a potential Officer. Typically, Leadership MetroTex graduates, Committee Members and Committee Chairpersons serve as the primary source for identifying potential Directors. Not only does activity in these areas serve as training ground for leadership, but it also serves as a test of member dedication to the organization.
- f. A potential Director must be interested in more than the honor. A commitment to serve the membership and the ability to communicate effectively make the honor possible. A candidate must show his/her willingness to learn the workings of the Association. Leadership requires more than just showing up at a monthly Directors' meeting. A candidate must have shown his/her dedication and interest in learning ALL about the organization.
- g. Removing personal biases is one of the hardest obligations of a Director. The standard is not "what's best for me," but must be what's best for the membership and the Association. The Association acts and speaks for the entire membership, therefore, a Director cannot be a special advocate for his/her own interests. However, a Director should make special use of his/her own experiences and is expected to advocate the interests of his/her own constituents.
- h. Only one Officer may be elected from the same real estate office whose physical address is the same as another Officer. An exception will be made if a current Officer transfers to a real estate office whose physical address is the same as another current Officer during his or her term of office.

IV. Commitment to Attend Meetings:

- a. The Nominating Committee holds a minimum of three meetings annually. Each meeting has specific business to conduct as outlined below:

1. First Meeting - Early May: The MetroTex CEO reviews the rules which will govern the Nominating Committee. If desired, three at large members of the Nominating Committee are recommended to serve a two year term.
2. Second Meeting – Late May or Early June: The Committee certifies each Candidate who satisfies the qualifications set forth in Article XI, Section 2 and 3 of the Association Bylaws. The Nominating Committee establishes a list of Candidates to interview for MetroTex Officer and Director positions for the following year.
3. Final Meeting(s) – On or before the fourth Wednesday in June: The Nominating Committee conducts all-day interviews [at the Association office or elsewhere] for all candidates designated above. At the completion of interviews the Nominating Committee will select the following positions for the MetroTex Board of Directors (1) President-Elect (who will automatically become President), (2) Secretary/Treasurer, (3) Eight Directors (possibly nine if a current Director is selected as the Secretary/Treasurer)

V. Because each meeting is essential to successfully carry out the duties and responsibilities of the Nominating Committee, your full attendance and participation is expected at all meetings of the Nominating Committee.

VI. An Association staff member will serve as staff liaison and shall be present for all meetings of the Nominating Committee.

VII. Conflicts of Interest:

A Nominating Committee member shall recuse himself or herself from any and all discussion, interviews and voting if a member being considered as a candidate for an Association Officer or Director is a spouse, domestic partner, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister of said member.

VIII. Confidentiality:

- a. As a member of the Nominating Committee, you will engage in discussions about Association members, members' files, future plans of the Association, professional standards, and other confidential and sensitive formation. In order to make prudent decisions that serve the best interest of the Association, it is understood that committee members will be discussing and evaluating confidential, sensitive, and proprietary information. ("Confidential Information").
- b. Each member of the Nominating Committee agrees to the following:
 1. "Confidential Information" as used herein, shall mean all information, documentation, concepts, data membership lists, findings from member records, trade secrets and devices disclosed or made available to the Committee.
 2. Nominating Committee members acknowledge and agree that the Confidential Information is proprietary and may include information that disclosure of or unauthorized use of this information may cause irreparable harm to member(s) or the Association.
 3. Once an issue has been discussed and a final decision has been made by a majority of the members of the Nominating Committee, all members of the Committee agree to abide by and support the decision.
 4. The only persons with whom members of the Nominating Committee may share the Confidential Information are other members of the Nominating Committee, the Association staff assigned to this Committee, and the CEO of the Association.

I pledge to fulfill the above mentioned duties to the best of my ability:

Sign_____

Date_____

**METROTEX ASSOCIATION OF REALTORS, INC.
GREATER METRO MULTIPLE LISTING SERVICE
PRIVACY POLICY NOTICE**

The Association, Inc. (hereafter referred to as “MetroTex”) and Greater Metro Multiple Listing System (hereafter referred to as “GMMLS”) are strongly committed to the protection and security of the information provided to us by the professionals who are members, affiliates or service providers of mymetrotex.com. We respect your right to keep your personal information confidential and understand your desire to avoid unwanted solicitations. We hope by taking a few moments to read this policy, you will have a better understanding of how we strive to protect the information you entrust to us.

Types of Information We Collect

We collect certain personal information about you – but only when that information is provided by you or is obtained by us with your permission in order to process your transactions, fulfill your requests, and maintain our membership records. Personal information is information in a consumer report or an individual’s first name or initial and last name in combination with any of the following:

- (a) birth date;
- (b) social security number or other government issued identification number;
- (c) mother’s maiden name;
- (d) unique biometric data (fingerprint, voice print, retina image);
- (e) unique electronic identification number or routing code;
- (f) tele-communication access devices including debit or credit card information; or financial institution or account information.

Examples of sources from which we collect information include:

- (a) Phone calls with you
- (b) Member applications submitted in person, by mail, fax, or email
- (c) Keycard lease agreements and equipment issue forms
- (d) Letters, e-mails or faxes from you
- (e) Questionnaires or surveys
- (f) Information provided by you online at mymetrotex.org

How We Use This Information

- (a) Improve and customize the content and layout of our sites and other communication both online and in print.
- (b) To obtain credit checks on designated REALTOR applicants.
- (c) Notify you of updates to our site.
- (d) Notify you of relevant products and services.
- (e) Notify you of upcoming events and programs.
- (f) Compile directories about which you will be made aware
- (g) Send notifications of billing posted on mymetrotex.org
- (h) Assist state and national REALTOR® associations and affiliated Institutes, Societies and Councils in membership tracking and for their use for purposes similar to those listed above.

MetroTex and/or GMMLS does not share, sell, or trade e-mail addresses, but may provide you with on-line informational or marketing messages that have been approved by MetroTex and/or GMMLS for the purposes described below: We will not share, sell or otherwise provide information about you to third parties, except for:

- (a) Vendors for the limited purpose of contacting targeted groups of members, through marketing vehicles approved by MetroTex.
- (b) When required by law or valid legal process, or to protect the personal safety of our members or the public.

How Is This Information Protected?

Electronic records are protected under an access name and password assigned to authorized employees of MetroTex and/or GMMLS. The company and its agents exercise reasonable discretion when discussing any personal information to others only as described by this policy. MetroTex and/or GMMLS instructs its employees to protect the personal information in the membership files in the same manner as described in this policy.

Credit information that you and credit authorizers provide when you make payments by credit card or electronic check for products, dues or other services via the Internet Member Services System will only be used to process the transactions you request. This information will be provided to and maintained by reputable credit reporting databases, but will never be sold, shared, or provided to other third parties.

We maintain security procedures and standards which we believe are as safe as today's technology permits. We test these procedures and modify them regularly as new technologies become feasible. In addition to the information members, affiliates and service providers voluntarily submit, we may collect your IP (Internet Protocol) address to administer our site and best serve our members. When a web browser or email application requests a web page or email from another computer on the Internet, it automatically gives that computer the address where it should send the information. This is called the computer's "IP address". This "address" does not contain any personally identifiable information.

Who Has Access to The Personal Information?

Association staff who work directly with membership data entry, billing, or accounts receivable have access to personal information in MetroTex and/or GMMLS company files. Personal information is not given to other members or consumers.

MetroTex and/or GMMLS uses reasonable measures to dispose of personal information. Personal information is usually disposed of by shredding documents, erasing electronic files by means that make the files unreadable or undecipherable, or by eradicating personal information from documents or electronic files in ways that make the personal information unreadable.

Erroneous Records

MetroTex and/or GMMLS offer you the opportunity to correct, update and amend information by emailing information to us, or you can log on at mymetrotex.org at any time to make changes yourself or verify your information at any time. If you have any concerns, please feel free to notify us by e-mail or phone and we will make every effort to correct, update or amend your information. You may contact us by e-mail at membership@dfwre.com.

If MetroTex and/or GMMLS erroneously reports information to a consumer reporting agency, we will act to correct the information in the company's records and request the reporting agency to correct the information in its records promptly after we have learned and determined that the report was in error.

If MetroTex and/or GMMLS maintains an erroneous record that a member has issued a dishonored check, we will promptly delete the record after the company and the member agree that the information is in error or after the member provides the company with a law enforcement agency report stating that the dishonored check was not authorized.

Data Security

We use industry accepted tools and procedures that protect the files in our data system and have established an offline privacy policy regarding the membership and other information maintained by MetroTex and/or GMMLS. SSL encryption is used to transmit sensitive data such as credit card numbers to the site. You need to be aware that due to the open communication nature of the Internet we cannot guarantee that communication between you and us and us and you

will be free from unauthorized access by third parties nor can MetroTex and/or GMMLS be responsible for members', affiliates, and service providers' information stolen from our web site by information harvesting software which may have the ability to scrape data, such as your email address.

Business & Privacy Issues with Links to Other Sites

Neither MetroTex and/or GMMLS is responsible for the availability of or the business and privacy practices of other Web sites which are linked from www.mymetrotex.com. We provided these links for information and service. We do not take responsibility for the contents, advertising, products, or other materials made available through any other Web site nor for their data collection practices. We refer you to their Privacy Statements and Policies to learn how they collect and use information about you.

Privacy Statement Changes

MetroTex and/or GMMLS reserve the right to change or amend its Members' Privacy Policy to address new issues of privacy and information security and to reflect changes to our Web site or business practices. If we make material changes to this policy in how we use your personal information, we will notify you here, by email, or by means of a notice on our home page.

Questions about Our Privacy Statement

If you have any questions about this Privacy Statement you can send an email to: communications@dfwre.com.

**METROTEX ASSOCIATION OF REALTORS, INC.
CONFIDENTIALITY AGREEMENT**

This **Confidentiality Agreement** is entered into between all members of the Board of Directors and the organization.

As a member of the board, you will engage in discussions about policy decisions, financial position of the association, members' accounts, members' files, future plans of the association, professional standards, and other confidential and sensitive formation. In order to make prudent decisions that serve the best interest of the association, it is understood that the directors will be discussion and evaluating confidential, sensitive, and proprietary information. ("Confidential Information").

Each member of Board of Directors agrees to the following:

1. "Confidential Information" as used herein, shall mean all information, documentation, concepts, data membership lists, bank records, financial records, findings from member grievances, marketing analysis, financial projections products, services, processes, software, trade secrets and devices disclosed or made available by any of the parties hereto to any of the other parties, including without limitation, the existence of discussions concerning the possibility of mergers, consolidation, sales of assets, etc..
2. Directors acknowledge and agree that the Confidential Information is proprietary and may include information that disclosure of, or unauthorized use of, may cause irreparable harm to member or the association.
3. Once an issue has been discussed and a final decision has been made by a majority of the officers and directors, all members of the board agree to abide by and support the decision.
4. The only persons with whom the directors may share the Confidential Information are other Officers and Directors of the association, the association staff, and the accountants and attorneys for association.
5. No rights or licenses, express or implied, are hereby granted to the parties hereto by any of the other parties under any patents, copyrights, or trade secrets as a result of or related to this agreement.
6. The restrictions and obligations of this agreement shall survive any termination, cancellation or expiration of this agreement, and shall continue to bind the parties hereto and their successors and assigns.
7. This agreement may be executed in any number of counterparts, all of which together shall be an original.

Print Name: _____

Signature _____

Date Signed: _____

METROTEX ASSOCIATION OF REALTORS, INC.
CONFLICT OF INTEREST POLICY

In support of good governance, this Board-adopted policy covers disclosure and processing of a Conflict of Interest:

- a. Defines conflicts of interest;
 - b. Identifies classes of individuals within the organization covered by this policy;
 - c. Facilitates disclosure of information that may help identify conflicts of interest; and,
 - d. Specifies procedures to be followed in managing conflicts of interest.
- 1. Definition of conflicts.** A conflict of interest arises when a person in a position of authority over the organization may benefit financially or directly from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons.
 - 2. Individuals covered.** Persons covered by this policy are the organization's officers, directors, chief employed executive and chief employed finance executive.
 - 3. Disclosure.** Persons covered by this policy will annually disclose or update to the board chair on a form provided by the organization their interests that could give rise to conflicts of interest, such as a list of family members, membership and leadership in related organizations, substantial business or investment holdings, and other transactions or affiliations with businesses and other organizations or those of family members.
 - 4. Managing conflicts.** For each interest disclosed to the board chair, he or she will determine whether to:
 - (a) Take no action;
 - (b) Assure full disclosure to the board of directors and other individuals covered by this policy;
 - (c) Ask the person to recuse from participation in related discussions or decisions within the organization; or
 - (d) Ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's CEO will monitor proposed or ongoing transactions for conflicts of interest and disclose them to the board chair in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

Signature _____ Date _____