



# POLICY MANUAL



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## SECTION 1: ASSOCIATION GOVERNANCE POLICIES

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

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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 in 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**

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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.

### **1.2 a Definitions**

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**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 Advisory Group.** A Standing Advisory Group considers subjects of a particular category arising during a stated period. Standing Advisory Groups are permanent and are assigned certain areas of responsibility on a continuing basis. Standing Advisory Groups carry out functions necessary to preserve and operate the organization. A standing advisory group will address strategies, programs and basic capacities through its own direct action or by the creation of task forces,

other advisory groups or PAGs to get the work accomplished.

**Forum.** Advisory Group 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 Advisory Group or Other Advisory Group Chair to do in-depth analysis. A task force reports its findings/analysis to the group which requested the information. The advisory group then decides what action is appropriate from those findings.

**Other Advisory Group.** An advisory group appointed for a limited purpose by the President or a Standing Advisory Group 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/their position and considered a voting member unless otherwise noted.

\*\*Standing Advisory Group 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 advisory group or task force for a given calendar year. Each Director Liaison will attend all meetings of the advisory group 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 advisory group or task force.

Despite careful descriptions and definition, it is not always easy to distinguish between what is a policymaking and Policy-administration function. These tend to merge one with the other and what one views as policymaking 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***

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

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 interests of the Association.

#### ***1.4 Standing Rules for the Board of Directors (Board)***

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##### **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**

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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**

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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/she/they 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, CEO, workgroups, other advisory groups and task forces. Members of MetroTex's decision-making bodies, including but not limited to, the Executive Committee, Board of Directors, workgroups, other advisory groups and task forces (hereinafter "Advisory Group/Director Members") should not use their position with the Association to further their private interests. Advisory Group/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.

Advisory Group/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 Advisory Group/Director Member or a member of the Advisory Group/Director or Member's immediate family is a principal, partner or corporate officer.
  - b. The issue is one in which the Advisory Group/Director Member or a member of the Advisory Group/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/she/they 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 their 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 an Advisory Group/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***

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- 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 ensure 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 outlines their purpose and duties and monitors 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***

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- 1.8.a** Assumes the responsibilities of the executive elected officer in their 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 Finance Advisory Group, 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 Advisory Groups.
- 1.8.d** Recommends advisory group 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 their 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***

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- 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 Advisory Group 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** Performs other duties as outlined in the Policies and Procedures or as assigned by the President.
- 1.9.e** Serves as Chairperson of the Investment Advisory Group.
- 1.9.f** Serves as Vice Chairperson of the North Texas Real Estate Information Network Board of Directors Committee.
- 1.9.g** Shall attend the local, state and NAR meetings as budgeted.

#### **1.10    *Duties of a MetroTex Director***

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- 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***

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- 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 and the Budget & Finance Advisory Group.
- 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 Advisory Group.

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

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- 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 advisory group, and remain active during the term of his/her/their 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***

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- 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/their office and will be appointed by the President to serve a one (1) year term.

**1.14 *Duties and qualifications of a (MetroTex) Texas REALTORS® Director***

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- 1.14.a** All candidates for Texas REALTORS® Director positions from MetroTex must be an active primary REALTOR® member of the Association.
- 1.14.b** Attend all Texas REALTORS® Board of Directors' meetings.
- 1.14.c** Attend the annual Texas REALTORS® Legislative Day in Austin.
- 1.14.d** Keep the MetroTex Board of Directors informed of the activities of the Texas REALTORS®.
- 1.14.e** Present to the MetroTex Board of Directors any programs, suggestions or concerns of Texas REALTORS®.
- 1.14.f** 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.g** 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.
- 1.14.h** Any Texas REALTOR® Director who misses more than one Texas REALTORS® Board of Directors meeting in a calendar year will be removed from their position.

**1.15 *Duties and qualifications of a Regional Vice President***

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- 1.15.a** All candidates for REALTOR® Regional Vice President (RVP) positions recommended from MetroTex must:
  - Be an active member in good standing of MetroTex.
  - Must have served on a Texas REALTORS® committee, task force, or Texas REALTORS® Board of Directors within the past three (3) years

In addition, the candidate should have attended four (4) of the previous six (6) annual Texas REALTORS® meetings



as set forth in Article VI of the Texas REALTORS® Bylaws, and should have done at least one (1) of the following:

- (i) served at least one (1) year on their local Board of Directors
- (ii) served at least one (1) year on the board of a qualified institute, society, or council affiliated with NAR

**1.15.b** Attend all Texas REALTORS® Executive Committee and Board of Directors’ meetings.

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

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

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

**1.15.f** 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.g** 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 and qualifications of a MetroTex appointed NAR Director**

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**1.16.a** All candidates for NAR Director positions from MetroTex:

- Must meet the NAR Director qualifications and performance expectations during their term as outlined by NAR. (Appendix F)
- Must have the endorsement of the local Association.
- Must be a REALTOR® member in good standing of a local association for at least 7 years
- Must have held office at the local association (committee/advisory group, chair, vice-chair, Director or Officer).
- Must have served a minimum of 2 years as a Texas REALTOR® Director, or be a TRLP graduate, or chaired a NAR Committee
- Must have served on a Texas REALTOR® committee or task force for 2 of the last 3 yrs. and attended 4 of the last 6 Texas REALTOR® meetings.
- Must complete NAR’s written application.

**1.16.b** Serve as a NAR Board Director.

**1.16.c** Attend all State and NAR Board of Directors’ meetings.

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

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

**1.16.f** 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.g** 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**

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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. In the extended absence or termination of the CEO, the association shall follow the prescribed “CEO

Succession Plan” as outlined in the Policy Manual. (Appendix G)

#### **1.18 Texas REALTORS® and NAR Director Voting**

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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**

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

**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**

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##### ***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 1<sup>st</sup> day of March and must be returned to the Association office no later than the 30<sup>th</sup> 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 Advisory Group. At the February meeting of the Executive Committee each year, the Executive Committee shall appoint twelve (12) Members to serve on the Nominating Advisory Group, 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 1<sup>st</sup> day of March and must be returned to the Association office no later than the 30<sup>th</sup> day of April, properly signed and completed to be considered.
2. Composition of the Nominating Advisory Group. The Nominating Advisory Group 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 Advisory Group, the Executive Committee shall take into consideration and follow the Nominating Advisory Group Guidelines of the Association. Should a Nominating Advisory Group Member have a conflict of interest with any Candidate, the Nominating Advisory Group Member shall recuse himself/herself and be deemed unqualified to serve.

3. Term Limitation. Other than the President-Elect, no Member of the Nominating Advisory Group may serve on the Nominating Advisory Group for more than two consecutive terms. In the event a Member of the Nominating Advisory Group 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 Advisory Group shall implement and comply with the Nominating Advisory Group Guidelines and Responsibilities of the Association. The Nominating Advisory Group shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form. The Nominating Advisory Group shall certify each Candidate who satisfies the qualifications set forth in these Bylaws. The Nominating Advisory Group shall interview all eligible Candidates at times and places designed in writing by the Nominating Advisory Group. The Nominating Advisory Group shall furnish a written notice to each eligible Candidate of the date, time and place for the interview. The Nominating Advisory Group shall complete all of the interviews of Candidates, no later than the 4<sup>th</sup> Wednesday of June. The Nominating Advisory Group 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 Advisory Group 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 Advisory Group 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 Advisory Group Guidelines and Responsibilities:***

Members of the Nominating Advisory Group 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 Advisory Group. 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 Advisory Group.



## **I. Overview of the Advisory Group:**

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

- a. Each year, at its first meeting, the Nominating Advisory Group may select up to three (3) of its members to serve a two (2) year term. No REALTOR® Member may serve on the Nominating Advisory Group for more than two (2) consecutive terms. Except for members who are currently serving as an officer or director, Nominating Advisory Group 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 Advisory Group 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 Advisory Group 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 Advisory Group 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 Advisory Group 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 10th day of July and shall cause a list of said candidates to be electronically transmitted to REALTOR® Members no later than the 15th 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 Advisory Group member acknowledges that his/her/their personal conduct must reflect favorably on the Association. As a member of this Advisory Group, 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 Advisory Group.

## **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, Advisory Group Members and Advisory Group 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/their 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/their 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/their own interests. However, a Director should make special use of his/her/their own experiences and is expected to advocate the interests of his/her/their 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 their term of office.

#### **IV. Commitment to Attend Meetings:**

- a. The Nominating Advisory Group 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 Advisory Group. If desired, three at large members of the Nominating Advisory Group are recommended to serve a two year term.
  - 2. Second Meeting – Late May or Early June: The Advisory Group certifies each Candidate who satisfies the qualifications set forth in Article XI, Section 2 and 3 of the Association Bylaws. The Nominating Advisory Group 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 Advisory Group conducts all-day interviews at the Association office for all candidates designated above. At the completion of interviews the Nominating Advisory Group 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 Advisory Group, your full attendance and participation is expected at all meetings of the Advisory Group.
- c. An Association staff member will serve as staff liaison and shall be present for all meetings of the Nominating Advisory Group.

#### **V. Conflicts of Interest:**

A Nominating Advisory Group member shall recuse themselves 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 Advisory Group, 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 advisory group members will be discussing and evaluating confidential, sensitive, and proprietary information. ("Confidential Information").
- b. Each member of the Nominating Advisory Group 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 Advisory Group.
  2. Nominating Advisory Group 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 Advisory Group, all members of the Advisory Group agree to abide by and support the decision.
  4. The only persons with whom members of the Nominating Advisory Group may share the Confidential Information are other members of the Nominating Advisory Group, the Association staff assigned to this Advisory Group, and the CEO of the Association.

\*Nominating Advisory Group 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 Advisory Group 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](http://www.MyMetroTex.com)).

#### ***1.20.h Candidate Campaign Policies***

1. Members of the Board of Directors and Nominating Advisory Group 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 Area REALTOR® Meeting Representatives. Candidates will be allowed to distribute campaign materials at the Area REALTOR® 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 advisory group 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/they is in attendance.

## **SECTION 2: ADVISORY GROUPS/TASK FORCE POLICIES**

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### ***2.1 Standing Rules of Advisory Groups and Task Forces***

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#### **RULE I: AUTHORIZATION**

**Section 1.** 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 advisory groups:

Affiliate +	Investment +
Budget & Finance *	TRLP Leadership Alumni*+
Commercial	Leasing & Property Management
Community Outreach	Legislative Management*+
Diversity	Nominating*+
Forms & Contracts	Professional Development
Global Business Council	Government Affairs
Volunteer Leadership Development	Young Professionals Network (YPN)

\*These meetings are closed to non-advisory group members.

+ Must qualify to be appointed to these advisory groups

**Section 2.** The Board of Directors or President may authorize other Advisory Groups or Task Forces. However, no Advisory Group or Task Force shall be authorized or appointed which would have the intent of subverting an Association function.

**Section 3.** Advisory Groups and Task Forces may be terminated by the authorizing body.

#### **RULE II: CHARGES**

**Section 1.** Annually the charges of the Advisory Groups and Task Forces will be reviewed and approved by the Board of Directors. Each Advisory Group or Task Force 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.** Other advisory groups or task forces shall receive their charges from the President and Board of Directors. (Note: Said charge shall not go beyond the parameters of the "parent advisory group" charges.)

#### **RULE III: ADVISORY GROUP RECRUITMENT/TERMS/SELECTION**

##### **PROCESS RECRUITMENT OF MEMBERS:**

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

##### **ADVISORY GROUP TERMS:**



1. For advisory groups that have term limits members may serve up to two (2) consecutive terms – at the discretion of the incoming Advisory Group 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 advisory groups and an unlimited number of Forums.

#### **ADVISORY GROUP SELECTION PROCESS:**

1. All Advisory Group Request Forms must be submitted between September 1<sup>st</sup> and October 31<sup>st</sup> each year.
2. A maximum number of advisory group members may be established by the Chair and Vice Chair and included in the Advisory Group Request Form.
3. Staff will compile the request forms and create a matrix to send to the incoming President.
4. Advisory Group Matrix will include:
  - a. Entire list of those requesting an advisory group.
  - b. Staff will only screen advisory group applications where individuals are applying for advisory groups that have restrictions.
5. Recruitment by incoming Chairs.
  - a. If the incoming President is unable to fill the number of advisory group positions available, with the names given on the matrix, the incoming President may seek recruitment of additional advisory group members.
6. Invitations to serve on Advisory Group will be emailed to members:
  - a. Staff will send the lists provided for approval by the Executive Committee and Board as soon as possible.
  - b. Staff will notify members to confirm advisory group/task force assignments.
7. All advisory groups 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.

#### **ADVISORY GROUP TIMELINE:**

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

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

**September/October** - Incoming Advisory Groups/Task Forces are announced and the *Advisory Group Request Form* is sent out to all members.

**October 31<sup>st</sup>** – *Advisory Group Request Forms* are due.

**November** – Advisory Group member lists are compiled and presented to the President-elect for appointments. **November** – Advisory Group appointments are approved by the Executive Advisory Group and ratified by the Board. **November** – Advisory Group notifications are sent to members.

#### **RULE IV: ATTENDANCE**

An advisory group Member who fails to attend 25% of the regular and called meetings shall be removed from the advisory group. 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 ***Advisory Groups Defined***

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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 advisory groups:

- 2.2.a AFFILIATE ADVISORY GROUP.** 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 ADVISORY GROUP.** The Budget & Finance Advisory Group 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 ADVISORY GROUP.** The Commercial Advisory Group guides MetroTex on issues affecting the commercial practitioner. The advisory group makes recommendations on education, networking and services that they feel will help commercial practitioners be successful in their business. .
- 2.2.d COMMUNITY OUTREACH ADVISORY GROUP.** MetroTex’s Community Outreach Advisory Group is responsible for building and maintaining positive relationships through community involvement and outreach. This advisory group is dedicated to public, charitable, and educational purposes and is responsible for adopting organizational plans annually and establishing and implementing projects to improve our presence in the community.
- 2.2.e DIVERSITY ADVISORY GROUP.** The Diversity Advisory Group explores how businesses and governments respond to diversity issues. The advisory group also explores multiple housing programs and options in an effort to advance the availability of home ownership. The goal of this advisory group is to continually educate MetroTex members on how to serve clients and conduct business in an increasingly diverse environment.
- 2.2.f FORMS & CONTRACTS ADVISORY GROUP.** Advisory Group members generate forms, contracts and business aids that will allow members to save time and protect their interests in a transaction. The advisory group 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 ADVISORY GROUP.** Global Business Advisory Group will drive the Global Business Forum activities, providing direction, prioritization and guidance. Global Business Advisory Group members must have been active on the Global Business Forum for the year prior to application to the Advisory Group. 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 Advisory Group 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 ADVISORY GROUP.** The Government Affairs Advisory Group 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 ADVISORY GROUP.** The Investment Advisory Group is charged with protecting and growing the Association’s investments in accordance with its investment strategy, policy and risk tolerance. This includes overseeing portfolio performance and monitoring risk levels. The advisory group meets with the Investment Manager quarterly to review the portfolio and fund performance.
- 2.2.j LEASING & PROPERTY MANAGEMENT ADVISORY GROUP.** This advisory group ensures that forms and contracts that pertain to the leasing market are available to real estate professionals. It also provides educational workshops, and support for leasing & property management professionals.

**2.2.k LEGISLATIVE MANAGEMENT ADVISORY GROUP.** This advisory group has final approval of all local endorsed candidates and candidate contributions. This committee makes recommendations to TREPAC for state level candidate endorsements and to RPAC for federal candidate endorsements for final decisions. The advisory group also determines and approves opportunity race requests and coordinates issue mobilization requests as deemed appropriate.

**2.2.l NOMINATING ADVISORY GROUP.** This advisory group is responsible for interviewing and selecting the recommended slate for the incoming president elect, secretary/treasurer and board of directors.

**2.2.m PROFESSIONAL DEVELOPMENT ADVISORY GROUP.** This advisory group is responsible for planning and promoting the educational offerings of the Association. It assists with the promotion of special seminars and educational offerings of other Association advisory groups and NAR sanctioned Institutes, Societies or Councils.

**2.2.n TEXAS REALTORS® LEADERSHIP PROGRAM (TRLP) ALUMNI ADVISORY GROUP.\*** This advisory group is 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 advisory group is only open to MetroTex TRLP Leadership Alumni.

**2.2.o VOLUNTEER LEADERSHIP DEVELOPMENT ADVISORY GROUP.** The Volunteer Leadership Advisory Group promotes volunteer leadership development through the active recruitment/identification of volunteer leaders; establishing a mentorship program and increasing educational offerings to further educate and train new leaders for local, state, and NAR positions.

**2.2.p YOUNG PROFESSIONALS NETWORK ADVISORY GROUP. (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 group that helps young real estate professionals excel in their careers by giving them the tools and encouragement to become involved.

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

### 2.3 Special Forums/Programs

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**2.3.a FORUMS.** Advisory Groups 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 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 Advisory Group Guidelines* in Appendix A

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

### 2.4 Responsibilities of Chair

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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 advisory group/task in planning the advisory group/task force's objectives and activities and meeting agenda. The entire program of work should

be thoroughly reviewed so that individual advisory group/task force and PAG assignments can be made.

3. Direct the advisory group in reviewing and achieving the advisory groups 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, ensure that accurate minutes are kept, motions recorded, necessary reports prepared, and a record of advisory group work maintained.
5. Remain constantly informed regarding the progress of individual advisory group/task force and PAG members' assignments.
6. Motivate the members of the advisory group/task force and PAGs toward active participation and involvement. With the Association and the advisory group 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 other advisory group chairs, as directed by advisory group policy and provide such chairs with the other advisory group charge.
9. Be familiar with the events of other advisory group 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 advisory group'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***

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1. Be responsible for all the duties and responsibilities of the Advisory Group 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 Advisory Group Members***

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While the duties of the individual advisory group member may vary, there are certain basic responsibilities when an advisory group 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 advisory group work.
3. Determine a member's availability for advisory group meetings and inform the chair or staff as soon as possible.
4. Ensure that a member's organization's superiors are fully aware of such member's responsibilities and commitments for meetings.

5. Become acquainted with advisory group 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 advisory group.

## 2.7    ***Role of Advisory Group Staff***

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An important consideration is to understand the role of the staff and its relationship to advisory groups. The staff should render all possible support and assistance but should never assume the advisory group'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, advisory group scope, and the subject under discussion. That representative is not, however, to serve as accomplishers of the advisory group'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***

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**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.

The Executive Committee has the authority to take executive action on matters that may arise between the regular meetings of the Directors, and has the duty to recommend to the Directors appropriate action in regard to policy decisions and general executive decisions that the Directors must make from time to time.

### **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 Advisory Group and make recommendations on a draft budget to be presented to the Board for approval.



**Meeting 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 other advisory groups task forces, PAGS, administration, and periodically report its findings, conclusions and recommendations.

### SECTION 3: FINANCIAL POLICIES

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#### **3.1    *Budget Timeline***

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**March/April** – Strategic Planning Conducted & Draft Plan Formulated

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

**May/June** – Advisory Group Chairs, Vice Chairs and staff liaisons begin developing Advisory Group Business Plans based on approved Strategic Plan.

**July** – The Budget & Finance Advisory Group will meet to set the preliminary membership projections for the following year.

**July** - Detailed budget and history reports through June 30<sup>th</sup> are provided to Advisory Group 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 Advisory Group 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***

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**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 30<sup>th</sup>, 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***

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**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/she/they shall deem proper; and that the Chief Executive Officer or his/her/their designee of the Association be duly authorized to sign checks that indebted the Association and further, that any one of the following named Officers of the Association shall also be authorized to sign checks indebted 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/they 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 Advisory Group 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](http://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 use of 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/their business required stay, all additional expenses (lodging, meals, communication, etc.) will be paid by the individual.

##### **Reimbursement Limitation**

Travel reimbursements, as approved by the Budget and Finance Advisory Group and MetroTex Board of Directors, are intended to offset travel expenses for members serving in leadership roles and representing the Association at the state and/or national level. A member who serves in multiple roles where a reimbursement is budgeted, will indicate which reimbursement they will be utilizing when submitting their expense report. A member will be required to designate this for each conference attended, and under no circumstance will more than one MetroTex approved reimbursement be permitted for any single conference or event attended. (i.e. Members are limited to one eligible reimbursement per conference.)

##### **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 \$3 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 20% 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, \$5 per day per room is reimbursable. For a bellhop or doorman, \$2 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, as approved by the Budget and Finance Advisory Group and MetroTex Board of Directors, 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.

#### **Communications:**

**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, as approved by the Budget and Finance Advisory Group and MetroTex Board of Directors, 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, as approved by the Budget and Finance Advisory Group and MetroTex Board of Directors, 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.i 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 OPERATION POLICIES

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##### *4.1 Facilities & Association Property*

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**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*

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- 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 the purpose 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/they shall consult an attorney. If a member requests legal advice from the Association's attorney, he/she/they shall do so with the understanding he/she/they is/are 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, advisory group 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**

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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 an advisory group 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.

#### **4.1 Awards**

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**4.1.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.

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.

**No individual will be eligible for more than one award in the same year.** Staff will notify the individual if they've been nominated for more than one award, and the nominee can specify which they feel most closely resembles their career efforts.

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

**REALTOR® of the Year - Lois Hair Bernay's\*** - The Lois Hair Bernay's award will recognize the residential salesperson of the year, and nominees are required to be a producing agent. 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, 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%).

**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%).

**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 (60%) - Service to the real estate profession (20%) - Civic activity/community service (20%).

\* The Selection Committee for **REALTOR of the Year** - Lois Hair Bernay's Award, **Community Service** - Ebby Halliday Award, **Broker/Manager/Executive of the Year** - Easterwood Cup, and **Affiliate of the Year** - David Fair Award will consist of the most recent award recipient available to chair the committee. The remainder of the committee will be made up of past award recipients with a minimum of 4 and a maximum of 8 committee members. Staff coordinates with the chairs to set the meeting date for the award selection committees.

**MetroTex Distinguished Service Award** - The candidates nominated for this honor must have made significant industry contributions throughout their career and are also judged on their participation in local activities and civic organizations. These leaders are true professionals and outstanding citizens of their community.

1. No more than one REALTOR® may be honored each year. The recipient is selected by the Easterwood selection committee plus any past MetroTex DSA recipients.
2. Past presidents/chairman of Texas REALTORS® and previous recipients of the Texas REALTORS® REALTOR® of the YEAR honor are not eligible to be recognized with the MetroTex Distinguished Service Award.
3. The Distinguished Service Award recipient shall have a **minimum of 25 years of service** within the real estate industry and shall currently be a REALTOR® member with an active real estate license. Years of service while a member of another state/local association are accepted.

**DSA Award Criteria:**

**Local Service (30%)**

Include all contributions and service at the local level, i.e., advisory group assignments, special assignments, participation in PAC activities, meeting attendance, offices held, seminar activity, education work, membership and offices held in local chapters of the institutes or other related organizations.

**State Service (30%)**

Includes all Texas REALTORS® contributions and service at the state level, i.e. committee assignments, attendance at annual meetings, and offices held. Participation in legislative assemblies, calls-to-action, PAC events, seminars, educational programs as an instructor or monitor, in-town and out-of-town visits to other associations, membership in affiliated organizations and other state-sponsored activities.

**National Service (10%)**

Includes all NAR contributions and service, i.e. committee assignments, participation in work group and/or task forces, service as a legislative liaison, participation in calls-to-action, consistent attendance at NAR meetings such as conventions, Hill Visits, or other national meetings, offices held, membership held in any of the institutes, societies or councils, visits made to out-of-Texas associations as speaker or guest and any other national-level activity.

**Civic Activities (15%)**

Activities or involvement with Chamber of Commerce work, religious and cultural contributions to the community, public welfare, campaigns, and political offices held (with or without pay). Examples include city council, commissioner’s court, school boards, planning commission, etc.

**Individual Accomplishments (15%)**

Contributions that have enhanced the image of the real estate professional, the industry and/or include examples of the nominee’s participation as a mentor or role model to new members at the local, state, or national level.

**Global REALTOR® of the Year Award** - The Global REALTOR® of the Year award is presented to an outstanding REALTOR® member that has made contributions in global real estate based on dollar volume, benefit to global clients and contributions to the REALTOR® association. Selection is based - on merits of the transaction, creativity of the agent

contribution to completing the transaction, and use of Global transaction tools and impact.

The Selection Committee consists of the immediate past chair of the Commercial Advisory Group, the recipient of the previous year's award and three members of the Commercial Advisory Group. Only transactions closed between September 1 of the previous year through August 31, of the current year will be eligible for consideration. Judges reserve the right to withhold giving the award if, in their opinion, entries do not meet the standards of the award.

**Commercial Transaction of the Year Award** – The Commercial Transaction Award (based on William C. Jennings award criteria) will recognize the REALTOR® member for outstanding efforts in commercial brokerage, represents excellence in both real estate practice and contribution to the community. Selection is based on – merits of the transaction, creativity, application of commercial principles and practices, and economic development of the market where they work.

The Selection Committee consists of the immediate past chair of the Commercial Advisory Group, the recipient of the previous year's award and three members of the Commercial Advisory Group. Only transactions closed between September 1 of the previous year through August 31, of the current year will be eligible for consideration. Judges reserve the right to withhold giving the award if, in their opinion, entries do not meet the standards of the award.

**40 Under 40 Award** – The 40 Under 40 Award will recognize REALTORS® under the age of 40 who have demonstrated active engagement in the industry, their association, and the community.

The 40 Under 40 Awards nominees:

- Must be a Texas REALTOR member in good standing,
- Must meet the criteria set by the 40 Under 40 Task Force,
- Must not turn 40 until after December 31<sup>st</sup> of the award year turning 40 after December 31<sup>st</sup>
- Must not be former 40 Under 40 honorees.

The 40 Under 40 Selection Panel shall be between 4 and 8 individuals, including the chair and vice-chair of the YPN committee, and each shall be a voting member of this panel. In addition, the chair will also appoint additional members to assist with selection.

The additional members must be former honorees.

The 40 Under 40 Selection Panel shall consider, when selecting honorees, a representative balance of participants from the membership of the Association. The number of applicants and the names of possible honorees will be kept confidential. The names of honorees shall be announced after all candidates have been notified.

Selection Panel members must disclose any potential conflicts of interest with any nominated candidates and recuse themselves from evaluating such candidates.

MetroTex staff will thoroughly review and vet all nominations based on the eligibility criteria and present a shortlist to the 40 Under 40 Selection Panel. Shortlisted candidates may be interviewed by the Selection Panel to gain a better understanding of their qualifications. Each Selection Panel member will assign scores to the candidates based on predefined evaluation criteria. The candidates with the highest scores will be selected as the 40 Under 40 Honorees.

## ***4.2 Political Candidate Policies***

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**4.2.a** Only endorsed MetroTex or Texas REALTORS® candidates for political office may speak at Area REALTOR® meetings.

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

- 4.2.c** The 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.

### **4.3** ***Communication Policies***

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- 4.3.a ROSTER AND INFORMATION DISTRIBUTION\***. MetroTex does not sell or distribute member information.

\* See Appendix D, MetroTex Privacy Policy.

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

- 4.3.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.

- 4.3.d 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.

- 4.3.e EXTERNAL COMMUNICATION POLICY.** All correspondence which involves the Association's standing or reputation in the community or correspondence from any advisory group, 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.

- 4.3.f 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, and 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 Advisory Group and Task Force Guidelines

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

1. The Chairperson of the Advisory Group 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/their other duties, shall be responsible for conducting monthly meetings of the Advisory Group and for making presentations to the Board of Directors of the Association.
2. The chairperson and vice chairperson of the TRLP Alumni Advisory Group, and all Advisory Group members, shall be graduates of the TRLP.
3. All task force members shall be members of the Advisory Group.
4. The vice Chairperson of the Advisory Group 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 Advisory Group. 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 Advisory Group 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 Advisory Group, 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 Advisory Group 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.





## 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 timeframe for execution with staff supervision and guidance. Leadership projects can be completed within the timeframe 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, Advisory 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 Advisory Group 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 Advisory Group and a panel consisting of at least two (2) other Advisory Group members appointed by the Advisory Group Chairperson.

**C.1 Candidate Campaign Policies**

**C.2 Nominating Advisory Group Confidentiality Agreement**

## METROTEX CANDIDATE CAMPAIGN POLICY ACKNOWLEDGEMENT

### CANDIDATE CAMPAIGN POLICIES

1. MetroTex Board of Directors and Nominating Advisory Group members shall not advocate or publicly 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 Area REALTOR® Meeting Representatives. Candidates will be allowed to distribute campaign materials at the Area REALTOR® 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 advisory group 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 ADVISORY GROUP GUIDELINES AND  
RESPONSIBILITIES**

*Members of the Nominating Advisory Group 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 Advisory Group. 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 Advisory Group.*

**I. Overview of the Advisory Group:**

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 Advisory Group:

- a.* Each year, at its first meeting, the Nominating Advisory Group may select up to three (3) of its members to serve a two (2) year term. No REALTOR® Member may serve on the Nominating Advisory Group for more than two (2) consecutive terms. Except for members who are currently serving as an officer or director, Nominating Advisory Group 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 Advisory Group shall determine the eligibility of each Candidate who has signed and submitted to the Association a Candidate Application on the approved form. The Nominating Advisory Group 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 Advisory Group 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 Advisory Group 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 10th day of July and shall cause a list of said candidates to be electronically transmitted to REALTOR® Members no later than the 15th 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 Advisory Group member acknowledges that his/her/their personal conduct must reflect



favorably on the Association. As a member of the Nominating Advisory Group, 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 Advisory Group.

### **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, TRLP graduates, Advisory Group Members and Advisory Group 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/their 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/their 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/their own interests. However, a Director should make special use of his/her/their own experiences and is expected to advocate the interests of his/her/their 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/her/their term of office.

### **IV. Commitment to Attend Meetings:**

- a.* The Nominating Advisory Group 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 Advisory Group. If desired, three at large members of the Nominating Advisory Group are recommended to serve a two year term.
  2. Second Meeting – Late May or Early June: The Advisory Group certifies each Candidate who satisfies the qualifications set forth in Article XI, Section 2 and 3 of the Association Bylaws. The Nominating Advisory Group 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 Advisory Group

conducts all-day interviews [at the Association office or elsewhere] for all candidates designated above. At the completion of interviews, the Nominating Advisory Group 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 Advisory Group, your full attendance and participation is expected at all meetings of the Nominating Advisory Group.
- VI. An Association staff member will serve as staff liaison and shall be present for all meetings of the Nominating Advisory Group.
- VII. **Conflicts of Interest:**

A Nominating Advisory Group member shall recuse themselves 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 Advisory Group, 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 advisory group members will be discussing and evaluating confidential, sensitive, and proprietary information. ("Confidential Information").
- b. Each member of the Nominating Advisory Group 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 Advisory Group.
  - 2. Nominating Advisory Group 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 Advisory Group, all members of the Advisory Group agree to abide by and support the decision.
  - 4. The only persons with whom members of the Nominating Advisory Group may share the Confidential Information are other members of the Nominating Advisory Group, the Association staff assigned to this Advisory Group, 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.****METROTEX MULTIPLE LISTING SERVICE****PRIVACY POLICY NOTICE**

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The MetroTex Association of REALTORS®, Inc., MetroTex Multiple Listing System, MetroTex Key Services, Inc. and MetroTex Commercial Data Services, Inc. (hereafter referred to as “MetroTex”) 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**

1. We gather the following types of information needed to process your transactions, fulfill your requests, and maintain our membership records:
  - Contact information you provide (for example, your personal and business addresses, phone and fax numbers, firm affiliations and titles)
  - Tracking information which our Web server automatically recognizes each time you visit one of our sites or communicate with us by email (for example, your domain name, your email address, and what pages you visit).
  - Information you volunteer, via applications or surveys (for example, education, designations, specialties, affiliations with other real estate organizations and general demographic data).
2. We use this information to:
  - Improve and customize the content and layout of our sites and other communications tools, such as our online eNewsletters.
  - Notify you of updates to our sites.
  - Notify you of relevant products and services.
  - Notify you of upcoming events and programs.
  - Notify you of billings posted to your account
  - Track usage of our sites
  - 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.

3. Email contact information. We do not share, sell, or trade email addresses, except that local association staff and leadership email addresses may be listed in the advisory group directories available on [mymetrotex.org](http://mymetrotex.org). We may use your email address to directly send you information and may provide you with online information or marketing messages that have been approved by us together with other communications to which you have subscribed.
4. Other forms of contact information. Forms of contact information other than email address (for example, street address) may be listed in the membership directories on [mymetrotex.org](http://mymetrotex.org). We will not share, sell or otherwise provide this contact information about you except for the following purposes:
  - Partners in our REACH program for the limited purpose of notifying you of MetroTex-approved promotions.
  - Other vendors for the limited purpose of contacting targeted groups of members, through marketing vehicles approved by us.
  - When required by law or valid legal process, or to protect the personal safety of our members or the public
5. Credit information that you and credit authorizers provide when you make payments by credit card for products, dues or other services 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.
6. We follow generally accepted standards to protect the information we collect and make available via our websites. We test security procedures regularly and modify them as new technologies become feasible.
7. We utilize a strict Opt-Out policy for sending online notifications regarding services, products and programs. You may adjust your Communication Preferences by visiting: [MetroTex - Communication Preferences \(noterouter.com\)](http://MetroTex - Communication Preferences (noterouter.com))
8. You may edit your personal contact information directly in the member portal by Login at [www.mymetrotex.org](http://www.mymetrotex.org)
9. We are not responsible for the availability of or the business and privacy practices of other Web sites which are linked from [www.mymetrotex.com](http://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
10. Do-Not-Track Disclosure: Some browsers have a “Do-Not-Track” feature that allows you to communicate to websites that you do not want to have your online activities tracked. Our system does not respond to Do Not Track requests or headers from some or all browsers at this time.

**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 members 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/she/they 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/she/they 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 their 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 \_\_\_\_\_

## **NAR BOARD OF DIRECTORS PERFORMANCE EXPECTATIONS & QUALIFICATIONS**

### **NAR Director Qualifications**

Each applicant must satisfy the following qualifications to serve as an NAR Director:

Be a REALTOR® member in good standing, actively engaged in the business of real estate.

Have served in some capacity within NAR governance, a state or local association, or NAR Institute, Society, or Council.

Complete a written application that includes the following:

Provide a statement describing their involvement in real estate, why they are seeking a position on the NAR Board of Directors, and what they believe they can contribute in their role.

Commitment to supporting the mission, priorities, and core values of NAR.

Acknowledge that the applicant will fulfill all duties and responsibilities of the role and abide by NAR policies.

### **NAR Director Performance Expectations**

Each NAR Director must meet the following performance expectations during their term:

Execute the NAR Volunteer Service Agreement that includes Director duties, responsibilities, and performance expectations.

Complete an annual orientation and NAR fiduciary refresher module.

Serve on at least one advisory group, forum, or task force to stay informed on key policy positions to act as a local member resource.

Demonstrate leadership and communication skills as well as proficient use of technology and social media.

Review all materials prior to each meeting and fully participate in each meeting from beginning to end.

Forfeit their Director position when they miss two consecutive Board meetings unless the Board of Directors, upon receipt of a written explanation for such absence satisfactory to it, waives this provision.

Resign or be removed from the Board in the event of a violation of fiduciary obligation to NAR or a violation of the NAR conflict of interest or harassment policies.

## METROTEX CEO ABSENCE AND SUCCESSION PLAN

The MetroTex CEO Succession plan should be reviewed periodically by the CEO to assess relevance and need for revision. Any proposed revisions require Board of Director's approval and update to the Policy Manual.

This plan is designed to establish a Chief Executive Officer (CEO) absence and/or succession plan which provides for seamless, continuing, operation of the Association under three distinct scenarios:

1. Short-term planned absence of the CEO
2. Emergency absence of the CEO
3. CEO Succession – a new CEO is to be identified and hired.

### Key Duties and Responsibilities of the CEO

Reporting to the President and Board of Directors, this position serves as the lead staff member of

MetroTex and oversees net assets of over \$41 million. The CEO directs the overall day-to-day operations of all Association entities, and all its programs and services, and oversees its advocacy efforts while ensuring that sound operating and financial objectives are established and achieved. These responsibilities include, but are not limited to:

- Directly supervises the senior staff and, indirectly, the Association and subsidiary staff in its entirety, motivating and mentoring employees in a team-oriented, innovative professional and productive environment.
- Balances time between serving as an external representative and a spokesperson for the organization, board partner, and as an internal leader to senior leaders and staff.
- Responsible for the organization's staff of 55 people and employs goal setting and budget management in concert with the overall strategic plan.
- Formulates and drives the strategic agenda and priorities of the Association and its subsidiary companies through direct experience managing P&L operations, proven success interacting with a strategic Leadership Team, a broad based Board of Directors; and the ability to recruit and retain a high performing, diverse staff.
- Responsible for oversight of all association offices, ensuring that each location projects the professional image of the organization, and that each provides safety and security for members and staff.
- Proposes strategic initiatives, plans and policies that further the Association's objectives, and in partnership with the Board, sees that the Strategic Plan is implemented successfully and recommends specific goals and objectives to ensure successful implementation.
- Participates in all meetings of the Board and the Executive Committee, serving in an ex-officio, non-voting capacity, and executes all decisions of the Board, except in cases where assignments are made specifically by the Board.
- Sets a tone of trust, partnership and inclusion with the Board by listening and facilitating communication and effective decision-making among staff, advisory groups, industry-leading brokers and firms, local leaders and other constituents as appropriate.
- Seeks feedback from senior management to analyze internal workflows and organizational development and continually develops improvements; ensures communication and information flow throughout the organization is efficiently managed to provide all employees and managers with current, pertinent, job-related information.
- Ability to travel frequently and represent MetroTex through relationship building, collaboration and public speaking.
- Maintains a healthy mix of dues and non-dues revenue while controlling expenses. Directly oversees the Association's reserves and ensures investment policies are fully complied with and MetroTex remains fiscally healthy.
- Clearly illuminates and advocates for the value-add of MetroTex membership to all members of the Association.

### Key Duties and Responsibilities of Other Staff

The following individuals comprise the Association's senior staff. Within their respective areas, they are association management professionals who oversee day-to-day activities and administrative functions.

While each of these individuals is charged with responsibility for decisions within their respective areas, they meet regularly as a team to discuss broad Association matters. Each of them has a "global" understanding of the Association's mission, strategic goals and operational plans. They regularly report to the Board of Directors and are utilized by that body as primary resources for information and expertise within their respective areas. Job descriptions and scope of responsibilities of the senior staff are reviewed and updated annually (as indicated). It is these individuals who will take on various duties as appropriate in the absence of the CEO:

Chief Strategy & HR Officer  
Communications Director  
Controller  
Director of Professional Development  
Facilities/IT Manager  
Government Affairs Director  
Sr. Marketing & Communications Director

### **CEO Short-term Planned Absence - SCENARIO 1**

This scenario assumes a planned temporary absence of the CEO, for a short period of time (1– 3 weeks), due to industry commitments or meetings, vacation, personal time off or family leave, etc.

1. The CEO is generally available for some contact and consultation during the period.
2. All senior staff continue to have oversight and direct decision-making within their respective areas.
3. The CEO may meet ahead of time with senior staff to assign some CEO duties during his/her temporary absence (such as who has authority to act if an emergency operational issue occurs or who will attend a certain meeting or activity).

### **CEO Emergency Absence - SCENARIO 2**

This scenario assumes an unplanned, temporary absence of the CEO (typically up to 12 weeks), due to accident, severe illness (self or family), short-term disability or other unplanned event.

1. The CEO is generally unavailable for contact, consultation, and usual duties during the absence.
2. Planned projects or programs may need to be delayed or deferred.
3. If applicable, HR policies and state and federal disability laws must be followed.
4. The CEO has met with senior staff and determined who will assume key CEO duties during his/her temporary absence. The following CEO duties have been assigned to senior staff, as follows:
  - General responsibility/authority to assume the role of the CEO on broad issues or emergency operational matters?
    - ❖ Chief Strategy & HR Officer and Facilities/IT Manager
  - Who will provide support for the Board of Directors and Executive Committee, or other advisory groups supported by the CEO?
    - ❖ Professional Development Director and Executive Assistant
  - Who will substitute for the CEO at member or other events that would require the CEO's attendance?
    - ❖ Professional Development Director and Government Affairs Director
  - Other key duties of the CEO to be assigned as appropriate:

❖ Professional Development Director

5. If over 12 weeks, the Board shall be consulted on an acceptable length of time for the CEO absence, dependent upon the circumstances. The CEO may also recommend to the Board that an Acting/Interim CEO be appointed during this period of time.

❖ Professional Development Director is recommended.

### **CEO Succession - SCENARIO 3**

This scenario assumes a new CEO needs to be recruited and hired. Terms of any existing CEO Employment Contract are enforceable.

1. If the current CEO is available for a specified period of time, he/she will continue in his/her current capacity and, if requested to do so, assist the Board of Directors with the recruitment and hiring of a new CEO. It is also incumbent upon the CEO to work on a detailed transition plan to assist with the seamless transition to the new CEO.
2. If the CEO is no longer at the Association, the staff would operate under the direction of an “Acting/Interim CEO”, until a new CEO is recruited and hired. The Professional Development Director shall be appointed to serve as “/Interim CEO.”

A temporary adjustment in salary in accordance with market rate or a bonus shall be determined by the Executive Committee for the “/Interim CEO.” Other temporary salary adjustments may be considered for any senior staff taking over key portions of the CEO’s regular duties and responsibilities.

#### **Recruitment**

The Association shall utilize the services of a recruiting consultant who specializes in Association Management Executive recruitment, /or specific REALTOR® Association Management recruitment.

#### **Recruitment Plan**

The purpose of the recruitment plan is to keep the search focused on key areas, such as the strategic direction of the Association, position competencies and executive attributes, budget, and timeline to ensure the best available candidate is hired within the Association’s resources.

A Search Committee shall be established to play a key role in the recruitment process. A best practice keeps the Search Committee to nine or less leaders in the Association, selected from a group consisting of the Chairperson, officers, current Board of Director members or Past Presidents. The officers or the Executive Committee shall recommend the size and composition of the Search Committee to the Board of Directors for its approval.

The Executive Assistant of the Association shall provide administrative assistance to the Search Committee. Responsibilities for the Search Committee include:

1. Develop a recruitment plan and timeline.
2. Determine the budget for the search.
3. Select and work with the recruiting consultant.
4. Receive direction from the Board of Directors on key attributes and qualifications of the new CEO.
5. Review the position description and determine position competencies.
6. Determine a competitive compensation package.
7. Develop interview questions and agree on an interview format.
8. Interview top candidates.
9. Recommend the top candidate to the BOD for approval.
10. Negotiate a compensation package, employment agreement terms and start date.

The recruiting consultant will assist the Search Committee with the above items and will also be responsible to:

1. Write a job posting and post the position ensuring diversity of candidate pool.
2. Contact industry leaders to identify prospective candidates.
3. Receive and furnish all resumes to the Search Committee



4. Conduct initial phone interviews.
5. Do background screening.
6. Conduct reference checks.
7. Schedule candidates for interviews
8. Facilitate the interview process.
9. Conduct a final evaluation with Search Committee to facilitate election of the final candidate.
10. Assist with other recruitment-related requests of the Search Committee

#### Internal Candidates

It is not uncommon for an internal candidate(s) to arise during the recruitment process. It is important that both the BOD, Search Committee and anyone involved in the recruitment and selection process remain impartial. The Search Committee cannot act on behalf of, or in opposition to, any internal candidate. It must be clearly communicated to the internal candidate that the same criteria and expectations imposed upon external candidates will apply to the internal candidate, as well.

#### Succession Realities

For the well-being of the Association, it is essential that the volunteer leadership allow the new CEO sufficient time to analyze the Association's systems, finances, structures, and human resources; the culture of the volunteer leadership; relations with the members, the affiliated state association and NAR, as well as key industry and community organizations.