

**North Texas Real Estate Information Network Inc.,  
d.b.a. MetroTex MLS**

**POLICY MANUAL  
Adopted September, 2024**

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## SECTION 1: GOVERNANCE POLICIES

### ***1.1 Rules of the North Texas Real Estate Information Network, Inc. (DBA MetroTex MLS)***

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The MetroTex MLS Board of Directors may adopt or be issued various kinds of rules. Below is a historical narrative concerning the rules of MetroTex MLS

North Texas Real Estate Information Systems (a.k.a. NTREIN or MetroTex MLS) was established in the state of Texas on July 5, 1994. MetroTex MLS was originally established as a multiple listing service whose only shareholder is MetroTex Association of REALTORS® (Shareholder).

MetroTex MLS Bylaws were adopted and have been amended by the Shareholder at various Board of Director meetings. The most recent amended version of the Bylaws is dated August 9, 2021.

MetroTex MLS is subject to all provisions of local, state and national law and regulation applying to Texas for-profit corporations.

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

- 1. National Association of REALTORS® Rules**
  - Handbook on Multiple Listing Policies
- 2. North Texas Real Estate Information Systems, Inc. (NTREIS)**
  - Rules and Regulations
- 3. State Government Rules**
  - Articles of Incorporation granted by Texas Secretary of State, for North Texas Real Estate Information Network, aka MetroTex MLS
- 4. North Texas Real Estate Information Network, Inc. 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 MLS concerning the terms used in the manual and MetroTex MLS generally:

- 1. ARTICLES AND BYLAWS** are rules governing the operation of MetroTex MLS adopted by 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 MLS adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
- 3. PROGRAMS** are descriptions of activities relating to MetroTex MLS adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
- 4. POLICIES** are general or fundamental principles relating to MetroTex MLS involvement adopted by the members of the Board of Directors 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.

- 5. 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 CEO or Legal Counsel. Such policies address specific directions telling how, by whom, and when things are to be done.

### *1.2a 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.

**Multiple Listing Service.** A Multiple Listing Service is a means by which cooperation among Participants is enhanced; by which information is accumulated and disseminated to enable authorized Participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; by which Participants engaging in real estate appraisal contribute to common data bases; and is a facility for the orderly correlation and dissemination of listing information so Participants may better serve their clients and the public.

**MLS Participant.** Any REALTOR® of this or any other association who is a principal, partner, corporate officer, or branch office manager acting on behalf of a principal, without further qualification, except as otherwise stipulated in these Bylaws, shall be eligible to participate in Multiple Listing upon agreeing in writing to comply with the Rules and Regulations thereof and to pay the costs incidental thereto.\* However, under no circumstances is any individual or firm, regardless of membership status, entitled to Multiple Listing Service "membership" or "participation" unless they hold a current, valid real estate broker's license and cooperate, or certified by an appropriate state regulatory agency to engage in the appraisal of real property. Cooperation is the obligation to share information on listed property and to make property available to other brokers for showing to prospective purchasers and tenants when it is in the best interests of their clients. Use of information developed by or published by a Board Multiple Listing Service is strictly limited to the activities authorized under a Participant's licensure(s) or certification and unauthorized uses are prohibited. Further, none of the foregoing is intended to convey "participation" or "membership" or any right of access to information developed by or published by a Board Multiple Listing Service where access to such information is prohibited by law.

Any nonmember (non-REALTOR®) broker who desires to participate in the MLS shall (i) submit a written application on the Nonmember Broker Application form provided by the MLS provider accompanied by the application fee currently in effect, (ii) sign the required Agreement of Participant, (iii) comply with the requirement to affirmatively disclaim in all of his or her advertisements which refer to participation in the MLS that he or she is not a member of a local Association of REALTORS®, and (iv) comply with the prescribed orientation requirements as the applicant's MLS Provider may require.

**Subscriber.** "Subscriber" (or "user of the MLS") means an individual who is either (i) a non-principal broker, sales associate, or (ii) a licensed or certified appraiser affiliated with a Participant. Subscriber includes each licensed person, whether licensed as a broker or as a salesperson, including a licensed or certified appraiser, who is employed by or affiliated with a Participant as an employee, or as an independent contractor. (This definition should not be construed to require any non-principal broker, sales licensee or licensed or certified appraiser affiliated with a Participant to become a REALTOR® Member before having access to or using the MLS) Subscribers shall have the right to file property listings in the MLS through their Participant. A corporation, partnership, limited liability company, team, or any other business organization or entity may not be a Subscriber.

**Executive Committee.** The Executive Committee is composed of and is authorized as set forth in Section 5.13 of Article V of the Bylaws. The Executive Committee operates on behalf of the Board of Directors 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.

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

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

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

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

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

### ***1.3 Definition and Role of Board of Directors***

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

First and foremost, it is a policy-making body. Policy decisions are those that affect the organization as a whole, to determine the financial and MLS administrative policy initiatives of MetroTex MLS 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 MLS consists of the following members:

- President
- Secretary/Treasurer
- Director of North Texas Real Estate Information System, Inc (NTREIS)
- One additional MetroTex director (MetroTex director liaison)
- Chair of the MLS Committee
- Vice Chair of the MLS Committee
- 6 to 10 additional directors appointment by the shareholder (MetroTex)

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 MetroTex MLS's purpose, as well as the legal accountability for its operations. This accountability does not mean that a director should fear liability for every MetroTex MLS loss or mishap that may occur; MetroTex MLS 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 MetroTex MLS as the foremost objective.

Members of the Board of Directors shall have the utmost best interests of the MetroTex MLS 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 MLS

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

#### ***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.

##### **RULE II: AGENDAS**

**Section 1.** Preliminary meeting agendas shall be prepared by the President and the MLS Director.

##### **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.

##### **RULE IV: SPEAKER RECOGNITION**

**Section 1.** Members or Directors wishing to speak shall be recognized by the President 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 President 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 voting on MLS fee changes or Bylaw amendments.

**Section 3.** Roll call votes on matters may be requested by the President 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 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 have not 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 25% of regularly scheduled and specially called meetings during any calendar year shall automatically terminate the Director's term of office. The Shareholder shall appoint a Director to serve the unexpired term.

## **RULE X: VOTING**

**Section 1.** Board of Director voting on Bylaws, Policy and MLS fee 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 MLS 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 MLS Participants, Subscribers and its staff. The MetroTex MLS 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 MetroTex MLS, members' accounts, members' files, future plans of the MetroTex MLS, professional conduct, and other confidential and sensitive information. In order to make prudent decisions that serve the best interest of the MetroTex MLS, 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, financial records, findings from MLS hearing panel decisions, 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 MetroTex MLS 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 A)
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 MetroTex MLS, the MetroTex MLS 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 CEO and President of MetroTex MLS, 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 MetroTex MLS, the CEO and President of MetroTex MLS must approve the waiver.

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 or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons. Confidentiality Agreement and the Conflict of Interest Policy (See Appendix A)
  2. **Individuals covered.** Persons covered by this policy are the organization’s decision making bodies, including but not limited to the Executive Officers, Board of Directors, CEO, workgroups and other committees and task forces. Members of MetroTex MLS’s decision-making bodies, including but not limited to, the Executive Officers, Board of Directors, workgroups, other committees and task forces (hereinafter “Committee/Director Members”) should not use their position with MetroTex MLS to further their private interests. Committee/Director Members should avoid placing themselves in situations where their personal interest may conflict with the interests of MetroTex MLS and should at all times avoid the appearance of conflict of interest. MetroTex MLS duties must be performed in good faith and for the benefit of the MetroTex MLS

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

- a. The issue involves a business providing products or services to MetroTex MLS in which the Committee/Director Member or a member of the Committee/Director Member’s immediate family is a principal, partner or corporate officer.
- b. The issue is one in which the Committee/Director Member or a member of the Committee/Director Member’s immediate family has a financial interest involving money, employment, investments, credit or contractual rights.

3. **Disclosure.** Persons covered by this policy will annually disclose or update to the Board President 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 President, the President 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 President in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.
5. **Violation of policy.** If a Committee/Director Member is believed to have an undisclosed conflict of interest, a five (5) person panel, appointed by the President, 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 MLS 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 body of MetroTex MLS Participants and Subscribers 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 MetroTex MLS

**1.7.c** Serves as spokesperson for the MetroTex MLS in conjunction with the Chief Executive Officer.

**1.7.d** Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of MetroTex MLS

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

**1.7.f** Serves as ex-officio member of the MetroTex MLS committee pursuant to the Robert's Rules of Order.

**1.7.g** Monitors expenditures to assure operation within the annual budget.



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

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

## ***1.8 Duties of the Secretary/Treasurer***

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**1.8.a** Ensures the integrity of the fiscal affairs of MetroTex MLS

**1.8.b** Reviews 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 MetroTex MLS

**1.8.c** Perform other duties as outlined in the Policies and Procedures or as assigned by the President.

## ***1.9 Duties of a MetroTex MLS Director***

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**1.9.a** Ultimate responsibility for MetroTex MLS 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 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 MetroTex MLS. The Board of Directors should set the tone for dynamic and aggressive leadership.

**1.9.b** Ensure that the needs of the MLS Participants and Subscribers are met.

**1.9.c** Approve and evaluate programs and activities of MetroTex MLS

**1.9.d** Plan the future direction of MetroTex MLS

**1.9.e** Establish policies to guide the operation of MetroTex MLS

**1.9.f** Set financial objectives and monitor their achievement.

## ***1.10 Number, Qualification, and Appointments to the Board of Directors***

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**1.10.a.** The number of directors of NTREIN which shall constitute the whole board shall be not less than twelve (12) nor more than sixteen (16). The directors of NTREIN shall be elected in the manner set forth herein; and, except as otherwise provided herein, each director elected shall hold office until his or her successor is elected and qualified. Each director of NTREIN shall be a REALTOR® in good standing of the MetroTex Association of REALTORS® and a Participant or Subscriber of NTREIS with the association as such director's MLS service provider.

**1.10.b.** Classification of Seats; Procedures. There shall be twelve (12) but no more than sixteen (16) seats on the board of directors of NTREIN to be allocated as follows:

A. The newly elected President Elect of MetroTex shall be named President of NTREIN. The President of NTREIN shall be a director and the Chairman of the board of directors of NTREIN.

B. The newly elected Secretary/Treasurer of MetroTex shall be named Secretary/Treasurer of NTREIN. The Secretary/Treasurer of NTREIN shall be a director.

C. The director of North Texas Real Estate Information Systems, Inc. (NTREIS) designated by the association

shall be a director.

D. One additional METROTEX director shall be a director.

E. The chair and the vice chair of the MetroTex MLS committee shall be directors NTREIN.

F. There shall be 6 to 10 additional directors appointed by the shareholder (MetroTex). These positions should be filled with a focus on diversity of geographic location, office size, office production, and business model to create an accurate representation of MLS Participants and Subscribers represented on the NTREIN Board of Directors.

G. The NTREIN Board shall always consist of less than twenty five percent (25%) of Officers or Directors from the same brokerage (under the same Designated REALTOR®). An Officer position takes precedence over a Director position for elections only.

H. The Chief Executive Officer. The Chief Executive Officer of the Association and the Director of the MLS Department shall attend NTREIN board of directors meetings as non-voting ex-officio members.

I. The shareholder (METROTEX) shall elect and/or appoint the directors of the corporation (NTREIN) at the September meeting of the Board of Directors of the METROTEX (or as soon thereafter as practicable). The President of MetroTex shall notify the corporation (NTREIN) promptly of the names of the persons of the newly elected and/or appointed directors to the board of directors of the corporation (NTREIN) who will assume office as of the following January 1st.

**1.10.c** Term. The term of each director of NTREIN shall be for one year commencing on January 1st of each year.

## SECTION 2: COMMITTEE/TASK FORCE POLICIES

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### *2.1 Standing Rules of Committees and Task Forces*

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

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

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

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

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

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

#### **RULE III: COMMITTEE RECRUITMENT/TERMS/SELECTION PROCESS**

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

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

#### **COMMITTEE TERMS:**

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

#### **COMMITTEE SELECTION PROCESS:**

1. All Committee Request Forms must be submitted between October 1<sup>st</sup> and November 30<sup>th</sup> each year.
2. A maximum number of committee members may be established by the Chair and Vice Chair and included in the Committee Request Form.
3. Staff will compile the request forms and create a matrix to send to the incoming President and Chairs.
4. Committee Matrix will include:
  - a. Entire list of those requesting a committee, and will show their 1<sup>st</sup>, 2<sup>nd</sup>, and 3<sup>rd</sup> choice.
  - b. Staff will only screen committee applications where individuals are applying for committees that have restrictions.
5. Staff will send to incoming Chairs:
  - a. Committee Request Matrix
  - b. A copy of the current year Committee Roster.
6. Incoming Chairs will respond to their staff committee liaison within 10 days.
  - a. Response will include the list of individuals they have selected to serve on a committee.
  - b. Response will include the list of individuals not selected for a committee, but who they wish to have serve on a task force.
7. Recruitment by incoming Chairs.
  - a. If the incoming Chair is unable to fill the number of committee positions available, with the names given on the matrix, the Chair shall be responsible for the recruitment of additional committee members.
8. Invitations to serve on Standing Committees will be emailed to members:
  - a. Staff will send the lists provided to staff by the incoming Chairs, to the association incoming President for approval by the Executive Committee and Board as soon as possible.
  - b. Staff will notify members to confirm committee/task force assignments.
9. All committees shall be comprised of at least 80% REALTOR® members. (Excluding Affiliates.) Additional “Ex-officio non-voting members” may be selected at the discretion of the Chair.

#### **COMMITTEE TIMELINE:**

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

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

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

**November 30<sup>th</sup>** – Committee Request Forms are due.

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

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

**December** – Committee notifications are sent to members.

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

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

#### **RULE V: OPEN MEETINGS**

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

#### **2.2 *Standing Committees***

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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 standing committees:

##### **MLS Committee**

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

#### **2.3 *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 committee in planning the committee's/task force's objectives and activities and meeting agenda. The entire program of work should be thoroughly reviewed so that individual committee/task force assignments can be made.
3. Direct the committee in reviewing and achieving the committee's objectives. Be responsible for stimulating group thinking, encourage and channel discussion, weigh the value of expressed ideas and suggestions, summarize constructive suggestions and seek out decisions.
4. In coordination with staff, insure that accurate minutes are kept, motions recorded, necessary reports prepared, and a record of committee work maintained.
5. Remain constantly informed regarding the progress of individual committee/task force members' assignments.
6. Motivate the members of the committee/task force toward active participation and involvement. With the Association and the committee objectives in mind, channel the interests and talents of individual members into productive efforts and insure the necessary follow-up action.
7. Have a thorough knowledge of NTREIS MLS Rules and Regulations and Association's policies.

8. Select Special Committee chairs, as directed by committee policy and provide such chairs with the Special Committee charge.
9. Be familiar with the events of other committees so as to avoid duplication.
10. Shall be expected to attend the “MetroTex Leadership Kickoff,” and “Business Planning” session.
11. Shall be expected to serve on the NTREIS User Committee with the purpose of bringing forth the recommended changes to the MLS system approved by the MetroTex MLS Committee.
12. Shall be expect to serve on the MetroTex MLS Board of Directors and will report the activities of the MetroTex MLS Committee to the MetroTex MLS Board of Directors.
13. Stand willing to serve as Chairperson on Hearing Panels where alleged violations of the MLS Committee Rules and Regulations or the MetroTex Key Service Rules and Regulations will be heard and a determination of the violation and associated sanctions may be determined.
14. Continually review and evaluate the committee's business plans and their progress.
15. Accept all responsibilities as assigned by the President and the Board of Directors.

#### ***2.4 Responsibilities of Vice Chair***

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1. Be responsible for all the duties and responsibilities of the Committee Chair in the event of the Chair's absence or incapacity.
2. Serve and perform other duties as directed by the Chair.
3. Shall be expected to attend all “MetroTex Leadership Kickoff,” Strategic Planning and Business Planning session.
4. Shall be expected to serve as the alternate NTREIS User Committee representative in the absence of the MLS Committee Chair with the purpose of bringing forth the recommended changes to the MLS system approved by the MetroTex MLS Committee.
5. Shall be expect to serve on the MetroTex MLS Board of Directors and will additionally report the activities of the MetroTex MLS Committee to the MLS Board of Directors in the absence of the MLS Committee Chair.
6. Stand willing to serve as Chairperson on Hearing Panels where alleged violations of the MLS Committee Rules and Regulations or the MetroTex Key Service Rules and Regulations will be heard and a determination of the violation and associated sanctions may be determined.
7. Have a thorough knowledge of NTREIS MLS Rules and Regulations and Association’s policies.

#### ***2.5 Responsibilities of Committee Members***

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

1. The work of a member shall always encompass the missions and goals of the Association and shall never be influenced by self-aims and personal objectives and shall avoid self-dealings in any matter relating to the Association.
2. Acknowledge immediately all communications regarding committee work.

3. Determine a member's availability for committee meetings and inform the chair or staff as soon as possible.
4. Insure that a member's organization's superiors are fully aware of such member's responsibilities and commitments for meetings.
5. Become acquainted with committee members early in the year.
6. Thoroughly review all pertinent background material and the agenda before attending meetings.
7. Take an active part in all discussions.
8. Seek to understand and have respect for others' ideas and conflicting viewpoints.
9. Consider all issues and problems objectively and impersonally.
10. Seek clarification on any point or problem not fully understood.
11. Follow through on accepted assignments as requested by the chair or committee.
12. Have a thorough knowledge of NTREIS MLS Rules and Regulations and Association's policies.
13. Stand willing to serve on Hearing Panels where alleged violations of the MLS Committee Rules and Regulations or the MetroTex Key Service Rules and Regulations will be heard and a determination of the violation and associated sanctions may be determined.

## ***2.6 Role of Committee Staff***

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

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

## **SECTION 3: FINANCIAL POLICIES**

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### ***3.1 Budget Timeline***

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**June** – Committee Vice Chairs and staff liaisons begin developing Committee Business Plans based on approved Strategic Plan of MetroTex Association of REALTORS®

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

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

**July** – Draft operating budget for following year and one year draft operating forecasts assembled. Details reviewed by CEO and Senior Staff.

**August** – The MetroTex MLS Board of Directors will review Participant and Subscriber projections for the following



year and review and approve the NTRER Management Fee that will be assessed through the MetroTex Association budget.

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

**September** – The MetroTex MLS 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 Quarterly MLS Fees.** Quarterly MLS fees are assessed quarterly by the MetroTex MLS Board of Directors in accordance with the Bylaws. MLS fees are the property of the MetroTex MLS and are non-refundable after the first day of each quarter.

**3.2.b Quarterly MLS Fee Payment.** Payment of MLS fees are subject to the Bylaws of the North Texas Real Estate Information Network and is required for ongoing MLS access. MetroTex MLS does not accept personal checks or cash for any MLS fees. MLS fees are billed quarterly and are due one day prior to the beginning of each quarter.

**3.2.c DELINQUENCY.** If the quarterly MLS fees are not paid by the last day of the prior quarter the MLS fees shall be declared delinquent and the participant's/subscriber's MLS services shall be suspended. The MetroTex MLS Board of Directors will determine the amount of a reinstatement fee for payments received after the due date.

Within 30 days after the end of each quarterly billing cycle, a notice shall be sent to the MLS Participant notifying them of the delinquent fees of either themselves or their subscribers. Participants will be notified that failure to either inactivate the participant/subscriber account or submit the required MLS quarterly fee and reinstatement fee will result in either termination or suspension of MLS services for the entire firm.

**3.2.d MLS PARTICIPATION FEE AND REQUIREMENTS.** The MLS Participation fee must accompany the application for MLS Participation.

**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.

### ***3.3 General Financial Policies***

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**3.3.a ANNUAL BUDGET.** The annual budget shall be submitted to the MetroTex MLS Board of Directors for approval, preceding the budget year.

**3.3.b** The Board of Directors shall supervise the expenditures of the MetroTex MLS funds .

Contracts and agreements with vendors can only be entered into by MetroTex MLS 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.

**3.3.c 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.

**3.3.d RESOLUTION OF DEPOSIT.** WHEREAS: The North Texas Real Estate Information Network, Inc. (Aka, MetroTex MLS is a for profit corporation receiving dues, fees and other monies from its MLS Participants and Subscribers, 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 MetroTex MLS that are duly authorized Texas banking institutions be acceptable depositories in which funds of the MetroTex MLS may be deposited; further, that any officer of the MetroTex MLS is hereby authorized for and on behalf of the Association to open an account or accounts with said financial institutions, to accept the provisions and conditions set forth on the financial institutions' required signature card(s) relating to said account or accounts, and to make arrangements for the conduct thereof as he or she shall deem proper; and that the Chief Executive Officer or his/her designee of the Association be duly authorized to sign checks that indebted the Association and further, that any one of the following named Officers of the Association shall also be authorized to sign checks indebteding the Association effective during the duration of their elected term: President, 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 received by the depository institution; and, be it further:

RESOLVED: That the Chief Executive Officer of the Association be, and he/she hereby is, authorized and directed to certify to the Bank that these resolutions and the provisions thereof are in conformity with the Articles of Incorporation and the Bylaws North Texas Real Estate Information Network, Inc. (aka, MetroTex MLS).

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

## SECTION 4: GENERAL POLICIES

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### *4.1 Facilities & Association Property*

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

### *4.2 MetroTex MLS Compliance Policies/NTREIS Rules Enforcement Processes*

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MLS data integrity is of the utmost importance and one of the core missions of the MetroTex MLS Compliance with the NTREIS MLS Rules and Regulations is essential in ensuring that accurate and complete property data is provided to other MLS Participants and consumers. With this mission in mind, the following policies have been adopted by MetroTex MLS as supplemental enforcement procedures to the NTREIS Rules and Regulations:

#### 4.2.a Data Checker Violations:

1. The Data Checker system will send the first notification to the listing agent by email with automatic delivery

notice/read receipt requested.

2. If no corrective action is taken, the 2<sup>nd</sup> and Finable Notifications are sent to not only the listing agent, but any person in the listing office with a broker or manager access level.
3. If no corrective action is taken by the time the Finable Notification has been emailed, then MLS Staff call the listing agent and either speak with them personally or leave a voice mail. If their voice mail is full or if their phone number is no longer in service, then the call is placed to the listing office.
4. After the 1<sup>st</sup> call or message to the listing agent or office, if no corrective action has been taken then the information is given to the MLS Data Integrity Specialist.
5. The MLS Data Integrity Specialist places a call to the listing agent and to the listing broker giving them until the next day to make the correction or a \$500.00 fine will be placed on the listing agent or listing broker account, whichever is applicable. If either the listing agent or listing broker is not available by phone a voice message is left and an email is also sent to both the listing agent and listing broker. A delivery receipt is requested by email as well as a read receipt.
6. If no corrective action is taken after the Data Integrity Specialist takes the action in line 5, then the \$500.00 fine is placed on the Members account.
7. If corrective action is not taken to correct the listing or a response from either the Listing Agent or Listing broker is not received, then additional \$250.00 per week will be assessed.
8. If the fine is not paid within 30 days and if no request for appeal of the fine has been received, then MLS Services for the office will be suspended for nonpayment of the MLS fine.

#### 4.2.b Manual Violations:

1. MLS Violations originating from staff investigations (ie: compliance searches in the MLS for incorrect driving directions, status violations, Pending Listings over 6 Months, Showing Instructions violations, Report It, etc.) will be handled in the same manner as shown above except MLS staff will send the initial 1<sup>st</sup>, 2<sup>nd</sup>, and Finable Notifications manually.
2. The 1<sup>st</sup> and 2<sup>nd</sup> notifications are sent to the listing agent only. The Finable Notifications are sent to the listing agent and listing broker and will be handled in the same manner as shown above.
3. If no corrective action is taken after the 3 notices, the procedure above starting on step 3 under “data checker violations” will be followed.

#### 4.2.c MLS Fine Policy for Entry of Listing into the MLS without Signed Listing Agreement:

1. If an MLS Participant/Subscriber is found not to have a listing agreement for a property that they entered in MLS, then they are automatically fined \$1,000 for the first offense, \$ 2,500 for the second offense, and \$ 5,000 for the third offence.

#### 4.2.d Clear Cooperation Policy Enforcement & Fine Schedule

Approved Fine Schedule for Violations of Section 7.01 of the MLS Rules effective January 1, 2021.

1st Offense: \$1,000 fine, payable within 30 days of Notice of violation/Citation

2nd Offense: \$2,500 fine, payable within 30 days of Notice of violation/Citation

3rd Offense: \$5,000 fine, payable within 30 days of Notice of violation/Citation

4th Offense: A hearing before the MLS Committee will be scheduled. Sanctions may include fine up to \$15,000 (maximum allowed by NAR), suspension of MLS services for no less than one (1) month but no more than one (1) year.

#### 4.2.e The MetroTex MLS has established MLS Hearing Procedures. A hearing before an MLS Committee Hearing Panel would be called for in the following circumstances:

1. MLS Participant or Subscriber refuses to comply with a request from the MLS Department to bring a listing into compliance and such MLS Participant or Subscriber has requested the hearing.
2. An MLS Participant or Subscriber has been assessed an MLS fine as referenced in Section 4.2.c above and has requested a hearing before the MLS Committee to re-evaluate such fine.

3. An MLS Participant or Subscriber has been accused of a potential violation of the NTREIS Rules and Regulations and has requested a hearing before the MLS Committee to state their case to prove no violation of the policy has occurred.
4. An MLS Participant or Subscriber has received at least three (3) administrative sanctions in a calendar year. (NTREIS Rules and Regulations, Section 11.05, Note)
5. In situation where a reports of a potential violation of the MetroTex Key Services, Inc. Rules and Regulations is received, the MLS Committee will conduct a hearing to determine any violation of the MetroTex Key Services Rules and Regulations as directed in the MetroTex Key Services Rules and Regulations.

4.2.f In accordance with Section 6.3 of the MetroTex MLS Bylaws, All hearings pertaining to alleged violation of the Rules and Regulations of the MLS shall be conducted in accordance with the Code of Ethics and Arbitration Manual of the National Association of REALTORS®. To comply with this provision of the MetroTex MLS Bylaws, MetroTex MLS follows the procedures set forth in the MetroTex MLS Hearings Procedural Guide. **Appendix B**

### ***4.3 Document Retention Policy***

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**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     |

#### ***4.4 Legal Policies***

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

**4.4.b ACCESS TO MetroTex MLS ATTORNEY.** Only the President and Chief Executive Officer or their designee is authorized to contact the MetroTex MLS attorney on official business of the MetroTex MLS. 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 MetroTex MLS for legal fees or litigation costs in which individual members of the Association are involved. No member of the Association shall seek legal information from the Officers, Directors or office staff of the Association; whenever an Association member requires legal advice, he/she shall consult an attorney. If a member requests legal advice from the Association's attorney, he/she shall do so with the understanding he/she is seeking such information as an individual and is obligated to pay any legal charges for such services rendered.

**4.4.d WHISTLE BLOWER.** The MetroTex MLS 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, /MetroTex MLS participant/subscriber, committee member or any contract or vendor as the action relates to MetroTex MLS activities, or if an action needs to be taken in order for MetroTex MLS to be in compliance with law or appropriate ethical standards you can address the issue directly by going to the CEO or President 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 MetroTex MLS President 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 or President.

#### ***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 a committee appointment, expulsion from membership, attend specific educational classes, assess a fine, or any other sanction deemed appropriate by MetroTex.

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

## ***4.6 Communication Policies***

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**4.6.a ROSTER AND INFORMATION DISTRIBUTION\***. MetroTex MLS does not sell or distribute member information. \* See Appendix C, MetroTex Privacy Policy.



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

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

**4.6.d 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 MetroTex MLS.

When you attend either a course, educational seminar, program or other event (“Event”) sponsored by MetroTex or MetroTex MLS, you enter an area where photography, audio and video recording may occur. By entering the Event premises, you consent to any and all photography, audio recording, video recording and its release, publications, exhibition, and/or reproduction to be used for social media, webcasts, simulcasts, promotional purposes, advertising, inclusion on websites, news, telecasts, or any other purposes by MetroTex and MetroTex MLS and its representatives. You hereby release MetroTex, MetroTex MLS 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 MetroTex MLS, at an Event or the representative designated to do so by MetroTex or MetroTex MLS.

These tools are provided as a service of MetroTex and MetroTex MLS. MetroTex and MetroTex MLS are not responsible for the opinions and information posted on social media sites by others. MetroTex and MetroTex MLS 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 MetroTex MLS 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.

## APPENDIX A

### MetroTex MLS CONFIDENTIALITY AGREEMENT

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

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

Each member of Board of Directors agrees to the following:

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

Print Name: \_\_\_\_\_

Signature \_\_\_\_\_

Date Signed: \_\_\_\_\_

**MetroTex MLS**

**CONFLICT OF INTEREST POLICY**

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

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

Signature \_\_\_\_\_ Date \_\_\_\_\_



# **MLS Hearings**

## **A Procedural Guide**

**Provided in part by Texas REALTORS®**

[Click here to access the MLS Hearings Procedure Guide](#)

## APPENDIX C

### METROTEX ASSOCIATION OF REALTORS, INC./ MetroTex MLS

#### PRIVACY POLICY NOTICE

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

#### Types of Information We Collect

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

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

Examples of sources from which we collect information include:

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

#### How We Use This Information

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

MetroTex and/or MetroTex MLS does not share, sell, or trade e-mail addresses, but may provide you with on-line informational or marketing messages that have been approved by MetroTex and/or MetroTex MLS for the purposes described below:

We will not share, sell or otherwise provide information about you to third parties, except for:

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

### **How Is This Information Protected?**

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

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

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

### **Who Has Access to The Personal Information?**

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

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

### **Erroneous Records**

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

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

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

### **Data Security**

We use industry accepted tools and procedures that protect the files in our data system and have established an offline privacy policy regarding the membership and other information maintained by MetroTex and/or MetroTex MLS. SSL encryption is used to transmit sensitive data such as credit card numbers to the site. You need to be aware that due to the open communication nature of the Internet we cannot guarantee that communication between you and us and us and you will be free from unauthorized access by third parties nor can MetroTex and/or MetroTex MLS be responsible for members', affiliates, and service providers' information stolen from our web site by information harvesting software which may have the ability to scrape data, such as your email address.

### **Business & Privacy Issues with Links to Other Sites**



Neither MetroTex and/or MetroTex MLS is 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.

### **Privacy Statement Changes**

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

### **Questions about Our Privacy Statement**

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