



POLICY MANUAL





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Adopted February 27, 2026

SECTION 1: ASSOCIATION GOVERNANCE POLICIES

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

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

MetroTex was established in the state of Texas in 1917, originally named the “Dallas Real Estate Board, Inc.,” and due to various mergers became the “MetroTex Association.” The Board originally filed Articles of Incorporation (not for profit corporate status) with the State of Texas on May 22, 1924

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'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 27, 2026.

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

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

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

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

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

1. National Association Rules

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

2. Federal Government Rules

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

3. State Government Rules

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

4. Association Bylaws

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

1.2 Policy Formulation vs. Policy Administration

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

1. **ARTICLES AND BYLAWS** are rules governing the operation of MetroTex adopted by the members and/or the Board of Directors. In the event of a conflict between the terms of the Policy Manual and the Bylaws, the Bylaws and Articles will prevail.
2. **RULES OF ORDER AND STANDING RULES** are rules governing the operation of MetroTex adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
3. **POSITIONS** are descriptive narratives, sometimes including recommendations, outlining the concerns and/or views of MetroTex members on current issues adopted by the Board of Directors in session with the advice and/or recommendation of staff or legal counsel.
4. **PROGRAMS** are descriptions of activities relating to MetroTex adopted by the Board of Directors and/or membership in session with the advice and/or recommendation of staff or legal counsel.

5. **POLICIES** are general or fundamental principles relating to Association involvement adopted by the members of the Board of Directors or membership in session with the advice and/or recommendation of staff or legal counsel. They are broad enough to allow latitude in implementation but narrow enough to give clear guidance.
6. **PROCEDURES** are the detailed explanations, directions or actions to implement adopted articles, Bylaws, rules, positions, programs and policies selected and applied by staff with the advice and/or recommendation of the Chair. Such policies address specific directions telling how, by whom and when things are to be done.

1.3 Definitions

Committees. Committees are established as permanent bodies of the Association to oversee defined areas of its ongoing operations, governance, and strategic initiatives. Each Committee shall have a continuing charge and such authority as may be delegated by the Board of Directors.

Committees shall carry out functions necessary to preserve, strengthen, and advance the mission and objectives of the Association, either through their own direct action or by the creation of subordinate task forces, advisory groups, or Chair's Advisory Groups ("CAGs") to accomplish specific objectives within their assigned area of responsibility.

Committees shall consist of members appointed in accordance with this Policy Manual or the Association's Bylaws. Members must apply and be accepted for service, shall be required to attend meetings, and shall perform the duties of their office diligently. Each Committee shall report to the Executive Committee and/or the Board of Directors as provided in this Policy Manual, the Association's Bylaws or as otherwise directed by the Board.

Real Estate Profession. The phrase "real estate profession" shall mean including without limitation the buying, selling, exchanging, renting, leasing, managing, appraising of real property for compensation, inspecting, 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.

Executive Committee. The Executive Committee of the Association shall consist of the following individuals: the Chair, Chair-Elect, Treasurer, Immediate Past Chair, and one (1) Executive Committee Member At-Large ("Executive Committee"). The Executive Committee shall have such authority and responsibilities as are expressly set forth in the Bylaws or as may be delegated by the Board of Directors from time to time, subject to applicable law. 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.

Subcommittees. Subcommittees may be established by the Board of Directors, the Executive Committee, or a committee to provide focused oversight, subject-matter expertise, and strategic

recommendations on defined areas of responsibility within the Association's programs, initiatives, or operations.

They function as extensions of their parent committees, assisting with research, policy development, and program execution, but do not possess independent decision-making authority unless expressly delegated by the Board or establishing committee.

Membership may be open or by appointment, as determined by the creating body, with selection based on relevant experience or expertise. Attendance and participation requirements shall be set by the parent committee or governing body. Subcommittees may be ongoing or time-limited and shall automatically dissolve upon completion of their charge or when their objectives are deemed fulfilled.

Forums. Forums may be established by the Board of Directors, the Executive Committee, or any Committee or Advisory Group to provide opportunities for member engagement, networking, and professional development. Forums serve as open platforms for education, dialogue, and the exchange of ideas among members and other participants in the real estate community.

Forums are advisory and informational in nature and shall not possess formal decision-making authority. They may include specialized programs, presentations, or events designed to enhance knowledge, collaboration, and the sharing of perspectives within defined areas of interest or practice.

Participation in Forums shall be open to all members of the Association. Attendance is encouraged but not mandatory; however, applicable registration or "no-show" policies may be enforced for events requiring advance registration. Forums may be organized or hosted under the direction of an Advisory Group, Committee, or staff liaison.

Task Force. Task Forces may be established by the Board of Directors on the recommendation of the Executive Committee, to address a specific issue, conduct in-depth analysis, or accomplish a defined short-term objective within the scope of the creating body's authority.

Task Forces are temporary in nature and shall exist only for the duration necessary to complete their assigned charge. Each Task Force shall report its findings, analysis, or recommendations to the body that created it, which shall determine any further action or implementation based on those findings.

The composition, duties, and duration of each Task Force shall be defined at the time of its creation. Unless otherwise authorized by the Board of Directors, Task Forces shall not possess independent decision-making authority and shall be dissolved automatically upon completion of their purpose or upon determination by the creating body that the Task Force is no longer necessary.

Chair's Advisory Group. A Chair's Advisory Group (CAG) is a small, purpose-driven body appointed by the Chair, with clearly defined objectives, a specific start and end date, and measurable outcomes. CAGs are established to research, evaluate, or address targeted issues and to provide recommendations to the Executive Committee or Board of Directors. They serve as an outreach mechanism to engage members and non-members who are not otherwise involved in the governance or direction of the Association.

Appointments to a CAG shall be made by the Chair under whose term the group is expected to report, subject to the approval of the Executive Committee. Each CAG shall operate in accordance with the Association's standard committee procedures as outlined in this Policy Manual, including documentation of its formation, stated purpose, selection process, meeting minutes, interim reports, and a final report summarizing findings and recommendations.

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

1.4 Board of Directors

The MetroTex Bylaws establish the Board of Directors as the governing body of the Association and define its composition as set forth therein.

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 President & Chief Executive Officer.

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.

a. Standing Rules for the Board of Directors

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 Chair and the President & Chief Executive Officer.

RULE III: EXECUTIVE SESSIONS

Section 1. Only voting Board members, President & Chief Executive Officer, and specified staff may attend Executive sessions unless an exception is granted by the Chair 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 Committee 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 Committee 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 Chair or Chair'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 serve as 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 the purpose 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.

b. Compliance Guidelines for the Board of Directors

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

i. Confidentiality

1. Purpose and Scope. The purpose of this policy is to ensure the confidentiality of sensitive, non-public information obtained by individuals serving on the MetroTex Association of REALTORS®, Inc. (“MetroTex”) Board of Directors in connection with their governance duties. This policy applies to all individuals elected or appointed to serve as Directors of MetroTex and to individuals participating in Board or committee deliberations by invitation.

2. Confidential Information. “Confidential Information” means all non-public, confidential, or proprietary information belonging to MetroTex or its Associated Entities disclosed to a Director in any form, whether oral, written, electronic, or otherwise, and whether or not marked as confidential, including, but not limited to:

- Board and committee discussions and materials;
- strategic plans, budgets, and financials;
- personnel matters;
- member or customer data;
- legal matters, transactions, and negotiations; and
- third-party confidential information disclosed to MetroTex.

For purposes of this policy, an “Associated Entity” means any person or entity that is directly or indirectly controlling, controlled by, or under common control with MetroTex.

Confidential Information does not include information that:

- a. becomes publicly available without violation of this policy;
- b. becomes available to a Director on a non-confidential basis from a third party not bound by a confidentiality obligation;
- c. was known to a Director prior to disclosure, as supported by documentary evidence; or
- d. is independently developed without use of Confidential Information.

3. Director Obligations. Directors shall:

- a. safeguard Confidential Information with at least a commercially reasonable degree of care;
- b. use Confidential Information solely for MetroTex governance purposes;
- c. not use Confidential Information to the detriment of MetroTex or for personal, commercial, political, or strategic advantage;
- d. not disclose Confidential Information to any person or entity except to individuals with a legitimate need to know and subject to equivalent confidentiality obligations;
- e. promptly report suspected misuse or unauthorized disclosure;
- f. upon cessation of service, return or destroy Confidential Information as directed; and
- g. not copy (including via photography) Confidential Information in written or tangible form.

4. Required Disclosures. If a Director is legally compelled to disclose Confidential Information pursuant to law, regulation, subpoena, or governmental request, the Director shall, to the extent permitted:

- promptly notify MetroTex to allow MetroTex to seek protective relief; and
- provide reasonable assistance (at MetroTex’s expense) in opposing or limiting disclosure.

5. Ownership of Information. MetroTex retains all right, title, and interest in its Confidential Information. Disclosure under this policy does not transfer any intellectual property or other

rights to a Director.

6. Governance and Enforcement. Maintaining confidentiality of MetroTex information is a material condition of Board service. Violations may result in corrective action, including but not limited to:

- censure,
- removal from committees or officer roles,
- suspension, or
- removal from the Board,
- consistent with the MetroTex Bylaws and applicable Board policies.

7. Distribution and Acknowledgment

Confidentiality agreements in line with this policy shall be distributed to all Directors at the beginning of each Board year. Directors shall acknowledge receipt and agreement as a condition of service.

ii. Conflict of Interest Policy

1. Purpose & Scope. The purpose of this Policy is to uphold the integrity of MetroTex and ensure transparency and accountability in governance. This Policy establishes definitions, disclosure requirements, and procedures for managing conflicts of interest among Covered Individuals. This Policy applies to:

- Members of the Board of Directors
- Officers of the Association
- The President & Chief Executive Officer
- Committee, Task Force, and Advisory Group members acting under Board-delegated authority

These individuals are collectively referred to as Covered Individuals for purposes of this Policy.

2. Definitions and Conflict Standards

2.1 Personal Financial Interests & Third-Party Relationships

Covered individuals must:

- Avoid substantial financial interests in Association-affiliated businesses or competitors;
- Refrain from involvement in negotiations where they hold a personal interest;
- Disclose relationships involving Relatives or Significant Others providing goods or services to the Association.

2.2 Employment & Promotion of Relatives and Significant Others. The Association hires, assigns, promotes, and transfers individuals based on their qualifications, abilities, and performance. While the hiring of Relatives and Significant Others is permitted, safeguards should be in place to prevent Conflicts Of Interest. Specifically, Covered Individuals may not:

- Access confidential or sensitive information regarding a Relative or Significant Other.

- Engage in any work arrangement that may negatively impact workplace performance or objectivity.
- Participate in hiring, promotion, or evaluation processes that impact them.

2.3 Outside Activities & Business Engagements. Covered Individuals must ensure outside activities do not conflict with their obligations to the Association. To avoid Conflicts, holding a second job or professional affiliation with a service provider or business partner is strongly discouraged but may be permitted with prior written approval from management.

2.4 Gifts, Entertainment, and Business Courtesies. Exchanging business gifts and hospitality can support professional relationships but must never compromise integrity or create actual or perceived Conflicts of Interest. Covered Individuals may accept modest gifts, entertainment, or business courtesies if they meet the following conditions:

- Directly related to Association business;
- Not tied to active procurement decisions;
- Not perceived as bribes or undue influence;
- In line with applicable laws and Association policies.

2.5 Appointment of Relatives or Significant Others to Volunteer Positions. Relatives or Significant Others of Covered Individuals may be appointed or elected to volunteer positions within the Association, provided that:

- The appointment is based solely on qualifications, merit, and the needs of the Association;
- The Covered Individual does not participate in any stage of the selection, appointment, discussions, evaluation, votes or removal process involving their Relative or Significant Other.

3. Disclosure Requirements. Covered Individuals are required to:

- Submit an initial disclosure upon appointment or election
- Submit annual disclosures thereafter
- Promptly update disclosures if circumstances change

4. Review & Management of Conflicts. Upon disclosure of a Conflict, the Chair shall present the matter to the Board. If the Chair has a Conflict, the Chair-elect shall bring the matter to the Board. The Board may then take one or more of the following actions:

- Take no further action;
- Ensure full disclosure to the Board and any other relevant parties;
- Require the conflicted individual to recuse themselves from related discussions and votes;
- Request resignation from the position, or initiate removal procedures if appropriate.

The CEO will monitor transactions for potential Conflicts and report concerns to the Chair.

5. Violations. If an undisclosed Conflict of Interest is suspected:

- The Chair shall appoint a five-member panel of Directors to investigate the matter.
- The panel may impose penalties or recommend removal.
- Any sanction must be ratified by a majority vote of the full Board (excluding the accused).
- If a majority vote is not achieved, the matter will be dismissed.

All proceedings will be handled in accordance with the Association's bylaws and any applicable policies or ethical standards.

iii. Duties of the Chair of the Association

- 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 Chair is responsible for and has commensurate authority.
- b. Serves on the Budget & Finance Committee.
- c. 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.
- d. Serves as spokesperson for the Association in conjunction with the President & Chief Executive Officer.
- e. Monitors and coordinates the activities of the President & Chief Executive Officer in accordance with the President & Chief Executive Officer's employment and job description.
- f. Conducts the Executive Committee meeting for an annual review of organizational performance and Association effectiveness, including a review of the President & Chief Executive Officer's performance.
- g. Directs the Board of Directors in formulating policies and programs that will further the goals and objectives of the Association.
- h. Serves as official host of the Association at its events and attends other meetings/events as needed.
- i. Approves contracts, commitments and official documents that are outside the approved budget and that exceed fifty thousand dollars (\$50,000), in conjunction with the President & Chief Executive Officer as may be approved by the Board of Directors.
- j. Serves as ex-officio member of the MetroTex committees pursuant to the Robert's Rules of Order.
- k. Monitors the Association's financial position to ensure operation within the annual budget.
- l. Appoints, subject to consent of the Board of Directors, the Chair's Advisory Groups, task forces and outlines their purpose and duties and monitors their progress.
- m. Performs those duties as directed by the Board of Directors and the Executive Committee.
- n. Shall also be a Texas REALTOR® RVP, and an NAR Director.
- o. Shall attend the local, state and national meetings as budgeted.

iv. Duties of the Chair-Elect

- a. Assumes the responsibilities of the Chair in their absence. Assists the Chair in carrying out the functions of that office and performs specific duties delegated by the Chair. This position may be used as an orientation for the future Chair.
- b. Serves as a member of the Board of Directors and Budget & Finance Committee, and as Vice Chair of the Executive Committee.
- c. Represents the Association with other associations or organizations as requested by the Chair.
- d. Plans programs and activities appropriate for the upcoming year in concert with the Strategic Plan and in coordination with the Association.
- e. Shall also be a Texas REALTOR® RVP and an NAR Director.
- f. Serves as Chair of the North Texas Real Estate Information Network (“NTREIN” or “MetroTex MLS”) Board of Directors.
- g. Shall attend the local, state and national meetings as budgeted.

v. **Duties of the Treasurer**

- a. Ensures the integrity of the fiscal affairs of the Association and serves on the Executive Committee and the Board of Directors.
- b. Serves as Chair of the Budget & Finance Committee and reviews and recommends the annual budget to the Board of Directors.
- 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.
- d. Performs other duties as assigned by the Chair.
- e. Serves as the Secretary/Treasurer or Vice Chair of the North Texas Real Estate Information Network (“NTREIN” or “MetroTex MLS”) Board of Directors.
- f. Shall attend the local, state and national meetings as budgeted.
- g. Shall be a Texas REALTOR® RVP and an NAR Director.

vi. **Duties of MetroTex Directors**

- a. Shall at all times uphold the fiduciary duties owed to the Association, including:
 - Duty of Care. Act in good faith and with the level of care that a reasonably prudent person would use in a similar role and under similar circumstances.
 - Duty of Loyalty. Always act in the best interest of MetroTex, not for personal, financial, or third-party gain.
 - Duty of Obedience. Ensure that MetroTex complies with all applicable laws, reporting obligations, and adheres to its Articles of Incorporation and Bylaws.
- b. Ensure that the needs of the membership are met. Engage in ongoing assessment of member needs through regular outreach, review of member feedback, and monitoring of satisfaction and utilization metrics to ensure programs remain responsive.
- c. Approve and evaluate programs and activities of the Association.
- d. Plan the future direction of the Association. Participate in strategic planning by establishing measurable long-term goals, monitoring progress, and adjusting direction based on data and industry trends.
- e. Establish Association policies to guide the operation of the Association.

- f. Select, hire and remove the President & Chief Executive Officer.
- g. Set financial objectives and monitor their achievement.

vii. Duties of the Immediate Past Chair

- a. Serves as an ex-officio member of the Board of Directors, and as a resource to the succeeding leadership.
- b. Serves as a member of the Executive Committee and the Budget & Finance Committee.
- c. Serves and perform other duties as directed by the Chair.
- d. Serves in this office in the calendar year immediately following the year served as Chair.
- e. Serve as the Vice Chair of the MetroTex Association of REALTORS® Nominating Committee.
- f. Shall attend the local, state and national meetings as budgeted.
- g. Shall be a Texas REALTOR® RVP and an NAR Director.

viii. Duties of the At-Large Executive Committee Member

- a. Serves as a voting member of the Executive Committee.
- b. Provides strategic input and perspective to ensure balanced decision-making across all areas of the Association’s operations and programs.
- c. Serves on the Budget & Finance Committee.
- d. Acts as a liaison between the Executive Committee and the Board of Directors.
- e. Performs such additional duties as may be assigned by the Chair, Executive Committee, or Board of Directors.
- f. Shall attend the local, state and national meetings as budgeted.
- g. Shall be a Texas REALTOR® RVP and an NAR Director, should they meet the required qualifications and as soon as a seat is available.

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

- a. All candidates for Texas REALTORS® Director positions from MetroTex must be an active primary REALTOR® member of the Association.
- b. Attend all Texas REALTORS® Board of Directors’ meetings.
- c. Attend the annual Texas REALTORS® Legislative Day in Austin.
- d. Keep the MetroTex Board of Directors informed of the activities of the Texas REALTORS®.
- e. Present to the MetroTex Board of Directors any programs, suggestions or concerns of Texas REALTORS®.
- f. Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.
- g. 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.
- h. Although the term of office as stipulated by the Texas REALTORS® is a 3 year term, MetroTex will appoint Texas REALTORS® Directors on a two year term cycle.

1.6 Duties and qualifications of a Texas REALTORS® Regional Vice President

- a. All candidates for REALTOR® Regional Vice President (RVP) positions recommended from MetroTex must:
 - i. Be an active member in good standing of MetroTex.
 - ii. Must have served on a Texas REALTORS® Committee, task force, or Texas REALTORS® Board of Directors within the past three (3) years.
- b. 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 as amended from time to time, 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
- c. Attend all Texas REALTORS® Executive Committee and Board of Directors' meetings.
- d. Attend the annual Texas REALTORS® Legislative Day in Austin.
- e. Keep the MetroTex Board of Directors informed of the activities of the Texas REALTORS®.
- f. Present to the MetroTex Board of Directors any programs, suggestions or concerns of Texas REALTORS®.
- g. Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.

1.7 Duties and qualifications of a MetroTex appointed NAR Director

- a. All candidates for NAR Director positions from MetroTex:
- b. Must meet the NAR Director qualifications and performance expectations during their term as outlined by NAR. (Appendix E)
- c. Must have the endorsement of the local Association.
- d. Must be a REALTOR® member in good standing of a local association for at least 7 years
- e. Must have held office at the local association (Committee/, chair, vice-chair, Director or Officer).
- f. Must have served a minimum of 2 years as a Texas REALTOR® Director, or be a TRLP graduate, or chaired a NAR Committee
- g. 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 REALTORS® meetings.
- h. Must complete NAR's written application.
- i. Serve as a NAR Board Director.
- j. Attend all NAR Board of Directors' meetings.
- k. Upon request, report to the MetroTex Board of Directors and members at each NAR Board of Directors meeting.
- l. Seek the opinions and/or advice of local and state Association leadership on issues under consideration by the NAR Board of Directors.
- m. Be familiar with all governing documents of the Association and assist in the implementation of the objectives and strategies of the Strategic Plan.
- n. Although the term of office stipulated by the National Association of REALTORS® is a 1-year term, MetroTex will appoint NAR Directors on a two year term cycle.

1.8 Duties of the President & Chief Executive Officer

The Board of Directors shall appoint a President & Chief Executive Officer who shall be the President and chief administrative officer of the Association. The President & 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 President & Chief Executive Officer shall not hold an active Texas real estate license. In the extended absence or termination of the President & CEO, the association shall follow the prescribed “CEO Succession Plan” as outlined in this Policy Manual. (Appendix F)

1.9 Texas REALTORS® and NAR Director Voting

In as much 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 REALTOR® or a NAR Director vote for the position of the Association Board of Directors.

1.10 Nominating Committee

- a. **Appointment of the Nominating Committee.**
- i. **Application Period.** Each year, the Association shall solicit applications from members interested in serving on the Nominating Committee. Applications shall open in early January and close no later than the end of January, with submissions completed through the Association’s website using the approved application form.
- ii. **Eligibility Review.** Upon close of the application period, staff shall conduct a baseline eligibility review to confirm that applicants meet the required qualifications. Only applicants meeting all baseline criteria shall be advanced to the Executive Committee (“EC”) for consideration.
- iii. **Executive Committee Review and Recommendation.** At or prior to its February meeting, the Executive Committee shall review eligible applicants and develop a slate of candidates to serve on the Nominating Committee. The proposed slate may include up to two (2) times the number of available positions, consistent with Board-approved guidelines. If an insufficient number of qualified applicants are received, the Executive Committee may recommend additional candidates who meet baseline eligibility requirements, subject to Board confirmation.

In evaluating candidates, the Executive Committee shall utilize an evaluation framework approved by the Board of Directors, as amended from time to time, to reflect the Association’s needs and governance priorities. Such framework may include consideration of leadership experience, relevant industry or organizational expertise, representation across the Association’s membership, demonstrated integrity, and overall professionalism and judgment.

- iv. **Board Approval.** At the February meeting of the Board of Directors, the Board shall ratify the final slate of Nominating Committee members and alternates. Upon ratification, the

Nominating Committee shall be formally seated.

b. Composition of the Nominating Committee. The Nominating Committee shall be composed of twelve (12) members and two (2) alternates, who sit through interviews but do not score unless elevated to fill a vacancy. Of the twelve members, eleven (11) shall be voting members, and the Chair shall vote only in the event of a tie. The twelve (12) members of the Committee shall consist of the individuals described in subsections (i) through (iv) below.

- i. Chair. The Chair shall be the most recent Past President who is not the Immediate Past President (“Past President once removed”) and shall vote only in the event of a tie.
- ii. Vice Chair. The Vice Chair shall be the Immediate Past President.
- iii. Executive Committee Appointments. Two (2) members shall be appointed by the Executive Committee, each of whom i) must meet the baseline criteria; and ii) may not be current members of the Executive Committee or the Board of Directors.
- iv. At-Large Selection. The remaining voting members and both alternates shall be selected at-large using a Board-approved rubric-based evaluation process.
- v. Legal Advisor. In addition to the 12 members, the Association’s In-house Counsel shall serve as a non-voting, ex officio advisor responsible for ensuring fairness, neutrality, procedural compliance, and adherence to governing documents.

c. Term Limits. Each member of the Nominating Committee shall serve a one-year term. Except for the Immediate Past President, no individual may serve more than two (2) consecutive years. If a member is unable to continue serving due to a conflict of interest or other reason, the Executive Committee, with Board approval, shall appoint an alternate in accordance with the process described above.

d. Chair and Vice Chair’s Duties. The Chair shall be responsible for setting the agenda, assigning interview panels, managing conflicts of interest, and ensuring adherence to the rubric. The Vice Chair shall support the Chair and assume the Chair’s duties in their absence or when a conflict of interest arises.

e. Conflicts and Vacancies. All members of the Nominating Committee must disclose any conflicts of interest and recuse themselves from all discussion, scoring, and voting related to the affected candidate. If a member fails to voluntarily recuse themselves when a conflict exists, the Chair, or, if the Chair has a conflict, the Vice Chair in consultation with the Association’s In-house Counsel, shall require such recusal. Vacancies shall be filled first by one of the two designated alternates. If no alternates remain, from the pre-vetted applicant pool of individuals who met the baseline criteria but were not initially selected. If no pre-vetted applicants remain, by appointment of the Executive Committee, subject to confirmation by the Board of Directors. If a vacancy occurs mid-cycle and no alternates are available, the Nominating Committee may continue without filling the vacancy, provided quorum is met. For purposes of conducting business, a quorum of the Nominating Committee is defined as three-fourths (¾) of the voting members.

f. Baseline Eligibility and Requirements for Nominating Committee Service. To be eligible for service on the Nominating Committee, an applicant must:

- a) Be an active REALTOR® Member of the Association.

- b) Be an active REALTOR® Member in good standing for at least the two (2) years immediately preceding the date of application, with dues fully paid and no unresolved ethics or professional standards violations;
- c) Not be a current candidate for Director or Officer positions during the same election cycle;
- d) Not be serving as a current MetroTex officer or director;
- e) Complete required conflict-of-interest and confidentiality disclosures; and
- f) Confirm that their primary professional occupation is in the real estate industry, even if they have additional sources of income.

Failure to maintain eligibility during the term of service shall result in removal from the Committee.

g. **Appeal/Challenge Process.** A candidate may file a written challenge limited solely to correcting clerical or procedural errors (e.g., failure to apply baseline criteria correctly, or oversight of submitted documentation). Any such challenge must be submitted to Association staff, in the manner designated by the Association, within five (5) business days following notice of ineligibility. Staff shall review the appeal and present findings for final confirmation by the Executive Committee and/or Board of Directors, as needed. The decision on such a challenge shall be final and binding, and no further appeals shall be permitted.

h. **Duties.** The Nominating Committee shall implement and comply with the Nominating Committee Guidelines and Responsibilities of the Association as listed in Appendix C2 of this Policy Manual. The Nominating Committee shall score each Director and Officer using the rubric scoring as a guide. In addition to the scoring, the Nominating Committee shall interview all eligible candidates at times and places designed in writing by the Nominating Committee. The Nominating Committee shall furnish a written notice to each eligible candidate of the date, time and place for the interview. All candidate interviews shall be completed no later than one (1) week prior to the May meeting of the Board of Directors. On or before the May meeting of the Board of Directors, the Nominating Committee shall submit to the Board a recommended slate of candidates for Officer positions and for the available seats on the Board of Directors for the succeeding calendar year, to be elected by the Members entitled to vote. The Nominating Committee shall obtain the acceptance of the nomination by each candidate who must deliver to the Association a signed Pledge Form. Any director who is elected as an officer shall vacate the current position effective at the end of the current year, and the Nominating Committee shall nominate a person to fill such vacancy.

i. Effective with the 2027 term, the Nominating Committee shall also assume responsibility for reviewing applications and selecting committee members, The Nominating Committee shall assume responsibility for managing the application, vetting, and selection process for all Committees with defined size or membership limits. including Committee Chairs and Vice Chairs, in accordance with Board-approved guidelines. Upon completion of the selection process, the Nominating Committee shall submit its recommended slate of committee members and alternates to the Board of Directors for final approval, consistent with the timeline set forth in the Policy Manual.

1.11 Election of Officers and Directors

- a. All rules, procedures, timelines, and eligibility requirements governing the election of officers

and directors shall be approved annually by the Board of Directors and made available to the Members within the timeframe established by the Board. Such information shall be published through Association communication channels in a clear and accessible manner.

b. All candidates for election as an officer or director shall be a Member in good standing whose primary professional occupation is in the real estate industry, regardless of supplemental income activities.

c. A Member cannot simultaneously serve in more than one officer role. Election to an officer position takes precedence over election to a director position.

d. Each year, the Association shall elect one (1) Chair-Elect and one (1) Treasurer, unless otherwise determined by the Board of Directors pursuant to these Bylaws.

e. There shall be only one ballot allowed per Member entitled to vote in any election.

f. **Candidate Application and Orientation.** Each year, applications for officer and director positions shall open on March 1 and close on March 31. All applications must be submitted on the Association's approved form through the Association's designated submission method, properly signed and completed to be considered. A Candidate Orientation shall be conducted in early April of each election year. All candidates shall be required to complete the Candidate Orientation in the same calendar year as the election. Candidates who fail to complete the required orientation shall be deemed ineligible.

g. **Candidate Interviews.** All candidate interviews shall be completed no later than one (1) week prior to the May meeting of the Board of Directors.

h. **Slate Finalization and Board Presentation.** The recommended slate of officer and director candidates shall be finalized by the Nominating Committee and presented to the Board of Directors for consideration at the May Board of Directors meeting and shall not include more candidates than the number of available positions.

i. **Member Notification.** The list of nominees for election to officer and director positions in each calendar year (the "Annual Election") shall be posted at the Association's office and/or distributed to Members entitled to vote by mail or electronic transmission no later than June 10.

j. **Additional Member Nominations.** After notification to the Members entitled to vote in the Annual Election of the list of nominees, other than for the office of Chair, additional nominations of qualified Members may be made to the Treasurer no later than the 15th day of July, provided that each nomination shall be in writing and signed by at least one percent (1%) of the Members entitled to vote in the Annual Election.

k. **If No Additional Nominations.** In the event there is no contest for an office or directorship of the Association in an Annual Election, the candidates nominated by the Nominating Committee shall be submitted to the membership for Annual Election no later than July 25 with voting to be completed no later than August 10.

l. **If Additional Nominations.** If additional nominations are received in accordance with subsection (j) and are determined to qualify, such candidates shall be added to the ballot for the Annual Election, which shall be conducted as provided in subsection (m) below.

m. **Election Procedure.** Election of At-Large Directors shall be conducted by a voting procedure approved by the Board of Directors. Each REALTOR® Member entitled to vote shall be entitled to cast a number of votes equal to the number of open At-Large Director positions. Cumulative voting is not permitted; therefore, no Member may cast more than one vote for any candidate. Except as otherwise provided herein, the open full-term At-Large Director positions shall be filled by the candidates receiving the highest number of votes cast.

n. **2027 Transitional Election Procedure.** Notwithstanding the foregoing, for the 2027 election year only, At-Large Directors shall be elected using a ranked-choice voting method, as approved by the Board of Directors, as follows:

The ten (10) candidates receiving the highest overall vote totals shall be elected. Of those elected, the five (5) candidates receiving the highest number of votes shall serve two-year terms, and the remaining five (5) candidates shall serve one-year terms. This staggered term structure is intended to promote continuity of leadership and avoid the simultaneous turnover of all At-Large Director seats.

In the event a tie results in more candidates than available At-Large Director seats, a run-off election shall be conducted among the tied candidates in accordance with procedures approved by the Board of Directors. If a run-off election does not resolve the tie, the Board of Directors shall determine the outcome by majority vote. If the Board vote results in a tie, the Chair shall cast the deciding vote.

o. The Chair shall appoint, with the advice and consent of the Executive Committee, a Ballot Canvassing Committee of three (3) REALTOR® Members of the Association or staff members to canvass the ballots. The Ballot Canvassing Committee shall convene in the Association's office and on the same day as the Annual Election, count all ballots that were timely received from Members entitled to vote. A tabulation of the votes cast for each candidate shall be prepared, certified as correct by all the Ballot Canvassing Committee Members, and delivered to the Chair. The candidate for each position receiving the most votes shall be elected. The Chair shall cause a list of the elected directors to be posted in the Association's office and/or on the Association's website, and shall ensure Members are notified as soon as practicable following certification, and in any event no later than one (1) day after the Annual Election.

p. If a tie vote occurs for an At-Large Director position, a run-off ballot listing only the tied candidates shall be distributed to Members entitled to vote no later than August 25. The Ballot Canvassing Committee shall convene in the Association's office on the same day voting closes to (i) tabulate the votes cast and (ii) report the voting results to the Chair for the results to be posted on the Association's website and/or otherwise communicated to the Members.

1.12 Contested Elections

a. **Campaign Rules and Candidate Conduct (Contested Elections).** In the event that one or more candidates are nominated from the floor by petition in accordance with this Policy Manual, or otherwise result in a contested election for any officer or director position, the following Campaign Rules and Candidate Conduct requirements shall apply.

(1) **Association-Sponsored Candidate Forums.** The Association shall host two (2) or more official candidate forums, which may include in-person, livestreamed, and recorded formats.

All eligible candidates for the contested position(s) shall be afforded equal opportunity to participate. When practicable, recordings of such forums shall be made available to the membership for on-demand viewing.

(2) Standardized Candidate Materials. To promote fairness and consistency, each candidate in a contested election shall be permitted to submit standardized candidate materials in a format prescribed by the Association, which may include i) A written candidate statement not to exceed two hundred fifty (250) words; and ii) A recorded candidate video not to exceed sixty (60) seconds.

All candidate materials shall be produced using Association-approved templates and shall be published or distributed in a uniform manner.

(3) Prohibited Campaign Activities. In a contested election, candidates shall not engage in any of the following activities:

- i. The purchase or placement of paid advertisements in any medium including print, digital, broadcast, or social media platforms;
- ii. The solicitation or use of brokerage, firm, or organizational endorsements including endorsements communicated through websites, email, or social media, that imply institutional or Association support;
- iii. The offering or provision of gifts, giveaways, incentives, or anything of value in connection with a campaign whether in person or promoted through electronic or social media

1.13 Installation of Officers and Directors

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

SECTION 2: COMMITTEES/TASK FORCE POLICIES

2.1 Standing Rules of Committees and Task Forces

RULE I: AUTHORIZATION

Section 1. The establishment of new committees, the dissolution of existing standing committees, or any change to a committee's name or charge shall be initiated by the Chair of the Association, with the advice and consent of the Executive Committee, and subject to confirmation by the Board of Directors. No Committee or Task Force shall be established or appointed for the purpose of circumventing or undermining any function of the Association.

RULE II: CHARGES

Section 1. Annual Review and Approval. Each year or as required, the Board of Directors shall review and approve the annual charges of all Committees and Task Forces. Each

Committee or Task Force shall prepare a proposed work plan aligned with the Association’s Strategic Plan and submit such plan, together with any related budget, to the Executive Committee and Board of Directors for consideration and approval.

In exigent or emergency circumstances, the Chair may temporarily assign a charge, subject to subsequent review and ratification by the Board of Directors

Section 2. All Committee charges shall be designed to further the Association’s Strategic Plan, and each Committee shall provide progress updates and outcome reports as requested by the Executive Committee or the Board of Directors.

RULE III: COMMITTEE RECRUITMENT/TERMS/SELECTION

PROCESS RECRUITMENT OF MEMBERS:

1. In line with the Association’s Strategic Plan, members shall be provided with Committee Request Forms to indicate their interest in service.
2. Each Request Form shall include a clearly stated submission deadline to ensure timely and orderly appointments.
3. Members shall also be provided with applications for Chair, and Vice Chair positions, including position descriptions and eligibility requirements.
4. All members, including those in line to ascend, shall be required to complete a formal application to be considered for any Committee Chair or Vice Chair position.
5. The application shall include a statement of qualifications, relevant service history, and an option for the applicant to indicate willingness to serve as a general Committee member if not selected for a leadership role.

COMMITTEE TERMS:

1. Terms and limits may be as established by the Board. Unless otherwise expressly provided for a specific Committee, Committees shall not have defined terms.
2. Each Committee shall operate on an annual cycle beginning January 1, unless otherwise directed by the Board of Directors.

COMMITTEE SELECTION PROCESS:

The Nominating Committee shall assume responsibility for managing the application, vetting, and selection process for all Committee and Task Force committee members with defined size or membership limits. The proposed slate shall then be recommended by the Executive Committee and approved by the Board of Directors.

1. Application Timeline

<i>August:</i>	<i>Applications open for Committee and Vice Chair positions.</i>
<i>End of August:</i>	<i>Deadline for Committee and Vice Chair applications</i>
<i>September:</i>	<i>Applications open for general Committee and Subcommittee membership.</i>
<i>End of September:</i>	<i>Deadline for general member applications.</i>

October:	<i>The Nominating Committee conducts its review and compiles its recommended slate for Committees with defined size or membership limits. The Executive Committee reviews and recommends Committee Chairs and Vice chairs for Committees</i>
November:	<i>Executive Committee reviews the slate, followed by Board of Directors approval Members are then notified of their appointments.</i>
January:	<i>New Committees commence their terms.</i>

2. Review and Appointment.

Staff shall compile all applications into a Committee Matrix for review, including all applicants and shall identify any restrictions based on eligibility criteria, if any. The Nominating Committee shall review applications and present recommended slates to the Executive Committee.

3. Approval and Notification.

The Executive Committee shall approve recommended appointments, subject to Board ratification. Staff shall issue written invitations to serve and shall notify members of their Committee assignments.

All appointed committee members must sign a Code of Conduct Form, Conflict of Interest Form, Confidentiality Agreement, and Social Media Use Policy to promote alignment, accountability, and professionalism.

4. Composition.

All Committees shall be composed of not less than eighty percent (80%) REALTOR® members of the Association, excluding those Committees designated as open membership (e.g., Affiliate, Global Business, Community Outreach). Non-voting ex officio members may be appointed at the discretion of the Committee. Except for the Affiliate Committee, the Chair and Vice Chair of each Committee shall be REALTOR® Members of the Association.

5. Vacancies.

Vacancies on Committees with closed or limited membership (“Closed Committees”) may arise due to resignation, removal, ineligibility, failure to satisfy attendance requirements, or inability to continue service. Upon the occurrence of a vacancy, a replacement member shall be appointed by the Executive Committee, taking into consideration, where practicable, prior applicants from the most recent application cycle, demonstrated interest, relevant experience, and the needs of the Committee, and subject to Board ratification where otherwise required by the Association’s Bylaws or this Policy Manual.

A member appointed to fill a vacancy shall serve for the remainder of the unexpired term and shall thereafter be eligible for reappointment or continued service, subject to any applicable term limits or eligibility requirements.

The Association shall not be required to fill a vacancy immediately if the Executive Committee determines that the Committee may continue to function effectively with reduced membership

RULE IV: MEETINGS

In-person First Meeting. The first meeting of the year for every Committee shall be held in

person. This meeting serves to foster community, establish expectations, and review key governance documents such as the Code of Conduct and Committee Policy.

Hybrid and Virtual Flexibility. After the initial meeting, Committee Chairs may determine whether subsequent meetings will be held in a hybrid, fully virtual, or in-person format, taking into account the Association’s extensive geographic footprint.

Leadership Presence. For any meeting conducted in hybrid format, the Committee(s) and Vice Chair are expected to be physically present at the primary meeting location with the staff liaison.

Meeting Locations. Committees and Vice Chairs shall determine meeting locations at the beginning of the year. While alternating sites is permissible, the Association’s Irving facility is preferred for hybrid meetings due to its accessibility and technical capability.

Quorum for Committee Meetings.

Open Committees. For open committees, a quorum shall consist of a majority of the active voting members recorded as present at the meeting and eligible to vote at the time the meeting is called to order.

Closed Committees.

A majority of the active voting members then serving on the committee shall constitute a quorum for the transaction of business at any duly called meeting.

Attendance. A Committee Member who fails to attend twenty-five percent (25%) of regularly scheduled meetings provided that such failure includes absences from at least two (2) meetings, shall be subject to removal from the Committee. As needed, a replacement may be recommended to the Executive Committee by the Chairperson. Members who attend virtually are expected to be on camera and prepared to participate in order to be counted as present. Participation while driving is not permitted.

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, President & CEO, and approved staff shall be entitled to attend the Executive Session.

2.2 *Committees Defined*

Affiliate Committee. The Affiliate Committee unites Affiliate Members to foster meaningful interaction with REALTOR® Members, promoting mutually beneficial business relationships and industry collaboration. The Committee is responsible for planning and implementing networking, marketing, and exposition events that connect Affiliate and REALTOR® Members while supporting Association programs. The Committee shall also have the first right of refusal for sponsorship opportunities associated with MetroTex events.

The Affiliate Committee shall maintain standing Subcommittees for **Lenders and Inspectors**, with Subcommittee Chairs appointed by the Committee Chair, as needed.

Budget & Finance Committee. *The Budget & Finance Committee is responsible for the fiscal oversight of the Association, including the review of financial reports, the annual operating budget, and the monitoring of overall financial performance including the Association's investment portfolio. The Committee shall recommend the annual budget to the Board of Directors for approval in September preceding the budget year.

The Committee shall consist of twenty-one (21) members, composed as follows:

- The five (5) members of the Executive Committee (Chair, Chair-Elect, Treasurer, Executive-At-Large and Immediate Past Chair);
- One (1) Past Chair who is not the Immediate Past Chair of the Association;
- Five (5) members of the Board of Directors (serving one-year terms to ensure broad exposure across the Board);
- Chair and Vice Chair of the OI Committee; and
- Eight (8) general members (serving two-year staggered terms).

The Association's Treasurer shall serve as Chair of the Committee. General Members may serve a maximum of two (2) consecutive two-year terms. Members should possess experience in budgeting, accounting, or fiscal oversight.

Commercial Committee. The Commercial Committee serves the needs of members engaged in commercial real estate by providing specialized education, industry forums, and networking opportunities. The Committee focuses on advancing the knowledge, visibility, and business success of REALTORS® and Affiliate Members working in commercial markets.

Community Outreach Committee. The Community Outreach Committee creates and promotes opportunities for members to engage with and support the local community through volunteer service, charitable giving, and civic participation. The Committee identifies and supports programs that enhance housing opportunities, promote the value of REALTORS® in the community, and strengthen public awareness of the Association's charitable and educational initiatives.

This Committee is also tasked with addressing Housing Opportunities and may establish a dedicated Subcommittee for that purpose as needed.

Global Business Committee. The Global Business Committee provides education, resources, and networking opportunities for members serving international clients and markets. It promotes cross-cultural understanding, fosters global partnerships, maintains liaison relationships with affiliated multicultural real estate organizations, and advances fair housing and diversity within the industry.

Government Affairs Committee.* The Government Affairs ("GA") Committee serves as the Association's advocacy and public-policy body. It identifies, researches, monitors, analyses and recommends legislative and regulatory priorities affecting the real estate industry and private property rights at the local, state, and national levels. The Committee coordinates the Association's response to Calls for Action initiated by Texas REALTORS® or NAR.

The Committee shall consist of fifteen (15) members, recommended annually by the Executive

Committee and ratified by the Board of Directors. Participation in subcommittees is open to all REALTORS® and Affiliate members of the Association in good standing. These groups serve as broad engagement pathways with no fixed membership limits.

The Association's representative to the Texas REALTORS® Political Involvement Committee (PIC) and TREPAC Trustees shall serve as non-voting observers to ensure coordination between advocacy efforts.

All members shall be REALTOR® members of the Association in good standing and shall complete annual leadership orientation.

Members should demonstrate a working knowledge of legislative and regulatory processes and a commitment to the REALTOR® advocacy mission. The composition of this Committee, including the Chair and Vice Chair representational guidelines outlined for the composition of the Board of Directors.

Members shall serve staggered two (2)-year terms. No member may serve more than two (2) consecutive full terms.

Members are expected to actively participate in legislative and policy discussions within Texas REALTORS®, ensuring that the Association's perspectives are represented at all relevant meetings and forums.

The GA Committee is responsible for:

1. Establishing and maintaining the Association's advocacy, legislative, and public-policy priorities.
 2. Establishing, as needed, and coordinating the work of Subcommittees under its purview, including Grassroots, Local Contact Program, Public Policy, Government Affairs Leadership Pipeline, and Data & Research necessary to advance its objectives.
 3. Appointing the Chairs and Vice Chairs for its Subcommittees
 4. Reviewing and recommending advocacy initiatives and corresponding budgets for consideration by the Board of Directors.
 5. Sharing information and collaborate with the Legislative Management Council (LMC) and the Leasing & Property Management Committee (LPM) on legislative or regulatory matters requiring coordination.
 6. Ensuring that Association policy positions remain consistent with programs and initiatives of Texas REALTORS® and NAR.
 7. Providing strategic oversight for local advocacy campaigns and educational outreach to members and the public.
 8. Submitting formal recommendations to the Board of Directors for approval and policy adoption.
- i. **Grassroots Subcommittee.** The Grassroots Subcommittee mobilizes REALTOR® and Affiliates Members of the Association to advocate for private-property rights, responsible growth, and real-estate related issues through outreach, education, and REALTOR® Party engagement. Serving as the Association's field-intelligence and volunteer network, the Subcommittee advances advocacy priorities established by the Government Affairs Committee

by:

- Organizing grassroots advocacy efforts, including Calls for Action, voter-engagement, and issue-mobilization campaigns.
- Building and maintaining a network of REALTOR® advocates to advance public-policy priorities.
- Serving as a communications link between members, staff, and elected officials on local issues.
- Collaborating with the Local Contact Program to ensure consistent monitoring and reporting of local-government activity.
- Supporting Texas REALTORS® and NAR initiatives consistent with Association advocacy goals.
- Providing timely feedback and recommendations to the GA Committee for review and potential submission to the Board of Directors.

ii. **Local Contact Program Subcommittee.** The Local Contact Program Subcommittee strengthens REALTOR® engagement with local elected officials and municipal staff throughout the Association’s territorial jurisdiction. Composed of REALTOR® and Affiliate members of the Association serving as liaisons to city and county officials, the Subcommittee functions as the Association’s local-government intelligence network, identifying, monitoring, and communicating emerging real-estate issues to the Government Affairs Committee (GA) and staff. Working independently in its information-gathering role while coordinating with the GA and Legislative Management Council (LMC) when strategic alignment is required, the Subcommittee:

- Builds and maintains professional relationships with assigned local officials and staff.
- Monitors local-government meetings to identify issues impacting real estate and property rights.
- Provides timely intelligence and updates to the GA and Government Affairs staff.
- Collaborates on advocacy strategies and policy recommendations affecting local jurisdictions.
- Supports grassroots and REALTOR® Party initiatives at the local level.
- Participates in annual training and maintains ongoing communication with staff.

iii. **Public Policy Subcommittee.** The Public Policy Subcommittee evaluates, advises, and recommends policy positions on issues affecting real estate professionals, homeowners, and communities across North Texas. It provides informed analysis on legislative and regulatory matters related to property rights, housing affordability, taxation, land use, and business regulation. Drawing on diverse REALTOR® perspectives, the Subcommittee ensures that MetroTex’s advocacy positions are data-driven, practical, and consistent with the priorities of the Government Affairs Committee (GA), Texas REALTORS®, and the National Association of REALTORS® (NAR). The Subcommittee:

- Reviews, establishes, and recommends public policy positions aligned with those of Texas REALTORS® and NAR.
- Develops policy positions specific to municipalities within the MetroTex Advocacy Territorial Jurisdiction.
- Collaborates with the Local Contact Program to monitor and report local government

activity.

- Provides timely feedback and recommendations to the GA for review and potential submission to the Board of Directors.

iv. **Government Affairs Leadership Pipeline (GALP) Subcommittee.** The Government Affairs Leadership Pipeline Subcommittee identifies, cultivates, and supports emerging leaders committed to advocacy and public policy within the Association. It develops programs, mentorship, and training opportunities to prepare members for service in Government Affairs related leadership roles, including but not limited to TREPAC Trustees, PIC Representatives, state and national committee participation, and Chair or Vice Chair positions within the GA structure.

Beyond leadership development, the Subcommittee connects current and future leaders, fostering a culture of collaboration, inclusion, and innovation. It assesses leadership readiness, promotes volunteer engagement, and recommends initiatives that build members' confidence, skills, and understanding of association governance. Through these efforts, the Subcommittee ensures that MetroTex continues to cultivate diverse, well-prepared leaders who embody the professionalism and integrity of the REALTOR® community. The Subcommittee:

- Identifies and mentors future volunteer leaders for Government Affairs related roles within the Association.
- Develops programs and resources that promote leadership readiness and understanding of advocacy processes.
- Coordinates with the GA and staff to align leadership development with broader advocacy goals.
- Supports Texas REALTORS® and NAR initiatives consistent with Association objectives.
- Provides recommendations and progress reports to the GA for review and action.

v. **Data & Research Subcommittee.** The Data & Research Subcommittee provides expert, accurate and up-to-date guidance in collecting, analyzing, and interpreting housing, economic, and market data that inform the Association's advocacy and decision-making. By producing timely and actionable insights, it enhances MetroTex's ability to anticipate industry trends, support policy development, and communicate market intelligence to members and the public. The Subcommittee:

- Oversees research projects and data initiatives that support evidence-based policy positions and advocacy strategies.
- Collaborates with the Local Contact Program to monitor local government and market conditions.
- Partners with external organizations, universities, and agencies to expand data sources and improve analysis.
- Delivers findings and recommendations to the GA and Board of Directors to inform public policy and communication efforts.

Government Affairs Forum. The Government Affairs Forum serves as the Association's primary venue for member education, communication, and engagement on public-policy and advocacy issues. It provides a platform for the Government Affairs Committee (GA),

Legislative Management Council (LMC), and their subcommittees to share information, host discussions, and highlight REALTOR® advocacy efforts. The Forum:

- Hosts educational programs, panels, and discussions featuring elected officials and community leaders on legislative and policy issues.
- Promotes REALTOR® Party initiatives, Calls for Action, and advocacy successes to strengthen member engagement.
- Facilitates dialogue between members, staff, and leadership on current and emerging public-policy issues.
- Coordinates with the GA and LMC to ensure message alignment and consistency across all advocacy communications.
- Maintains a professional, non-partisan environment focused on education, transparency, and collaboration.
- Collaborates with the Leasing & Property Management Committee on forums where legislative, regulatory, or market-related topics overlap, ensuring members receive cohesive and comprehensive information.

Installation and Awards Committee*. The Installation and Awards Committee may be established at the discretion of the incoming Chair as an ad hoc committee to assist with planning, promoting, and supporting the Association’s annual Installation and Awards events. The Committee is responsible for helping to secure advertisers and sponsors, coordinate event logistics, and ensure recognition of incoming leaders and award recipients.

Committee members, including the Chair and Vice Chair, shall be appointed by the incoming Chair of the Association. The size, composition, and duration of the Committee shall also be determined by the incoming Chair.

Legislative Management Council.* The Legislative Management Council (LMC) is a standing committee of the Association responsible for all political engagement, and candidate support activities, consistent with applicable laws, TR and NAR policies, and the Association’s political and tax-compliance requirements. As the central coordinating entity for the Association’s political activity within the framework of Texas REALTORS® (“TR”) Region 12, the LMC oversees legislative engagement, candidate support, and Political Involvement Committee (PIC) functions.

The LMC operates independently from, but in coordination with, the Government Affairs Committee (GA). Under a defined “no overlap” structure, each committee retains authority within its assigned scope while collaborating as appropriate to ensure a unified REALTOR® advocacy strategy.

The LMC has final authority over all local candidate endorsements and contributions. It also makes recommendations to TREPAC for state-level endorsements and to RPAC for federal endorsements, subject to approval by those bodies. In addition, the LMC approves opportunity race requests, coordinates issue-mobilization requests to Texas REALTORS® or the National Association of REALTORS® as appropriate, and exercises final approval over direct campaign expenditures in accordance with governing policies.

The LMC shall operate independently from the Executive Committee and the Board of

Directors but shall report its recommendations, decisions, and updates to the Executive Committee and/or the Board of Directors in a manner that preserves required confidentiality, complies with all state and federal campaign-finance laws, and maintains the Association's tax-exempt compliance obligations. The LMC shall have final decision-making authority, within the limits of applicable law and TR/NAR policy, on the following matters:

- Candidate Support Recommendations including endorsements and candidate interview outcomes while maintaining strict confidentiality over all interviews, discussions, and deliberations.
- Ensuring all endorsement and contribution activity complies with law, TREPAC requirements, and Association policy.
- Opportunity Races and designation and prioritization of competitive political races; and
- Direct Campaign Expenditures (DCEs) including authorization and coordination in compliance with TR guidelines.
- Ensuring all endorsement and contribution activity complies with law, TREPAC requirements, and Association policy.
- The LMC shall also be responsible for planning annual election-engagement activities and advocacy strategies, to be initiated each year no later than October for the following election cycle.

The LMC shall consist of not fewer than nine (09) and not more than fifteen (15) voting members.

The Region 12 Texas REALTORS® Political Involvement Committee (PIC) shall serve as Standing Member of the LMC by virtue of their position (“ex officio” with vote) whereas the TREPAC Trustees shall serve as non-voting observing members.

Members must be REALTORS® of the Association in good standing with demonstrated political or advocacy experience. Eligible members must have previously served in one or more of the following roles:

- a. TREPAC Trustee
- b. Member of the Board of Directors
- c. Political Involvement Committee (PIC) member
- d. Federal Political Coordinator (FPC)
- e. MetroTex Advocacy Advisory Group (AAG), CCAR Legislative Management Team (LMT) or its equivalent
- f. Chair or Vice Chair of Government Affairs Committee
- g. Chair or Vice Chair of the legacy CCAR TREPAC Committee
- h. Chair or Vice Chair of the Leasing & Property Management Committee

Active elected officials, precinct judges and current Executive Committee members are ineligible to serve on the LMC.

Term & Term Limits. Members shall serve staggered three-year terms, with initial appointments adjusted as necessary to establish staggered rotation. No Member may serve more than two (2) consecutive full terms.

Appointment and Leadership.

1. The Executive Committee shall appoint all members of the LMC.
2. The Chair of the LMC shall be selected by and from among the members of the LMC at its first organizational meeting each year.
3. Staff liaisons from the Government Affairs Department shall support the work of the LMC and ensure compliance with all applicable procedures and reporting requirements.

Meetings and Reporting.

The LMC shall meet as necessary to fulfill its responsibilities, with at least one organizational meeting held annually to establish election and advocacy priorities. The LMC shall report its recommendations and actions to the Executive Committee and/or the Board of Directors for informational purposes and coordination with the broader strategic goals of the Association.

Candidate Interview Panels.* The Candidate Interview Process (“Process”) shall be administered under the oversight of the Legislative Management Council (“LMC”). The Process shall ensure transparent, consistent, and compliant evaluation of candidates for public office within the Association’s advocacy territorial jurisdiction in alignment with the Association’s mission to promote homeownership, protect private property rights, and advance the real estate industry.

Candidate Interview Panels shall consist of up to ten (10) members appointed by the LMC, including the Chair and the Vice Chair at the start of each election cycle, in accordance with the selection criteria below. Members may volunteer to serve on interview panels for one (01) year terms and for specific counties or races, particularly those where they reside, work, or are otherwise engaged in the community.

Eligibility and Training.

1. REALTOR® members of the Association in good standing.
2. Members must have successfully completed the required Interview Orientation and Training within the preceding two (2) years prior to service, which shall include instruction on the candidate questionnaire, relevant policy issues, and the criteria governing decision-making.
3. Panelists must reside or work in the jurisdiction they are assigned, or otherwise demonstrate meaningful engagement or familiarity with its local governance, political context, or community issues.
4. The Legislative Management Council (“LMC”) may, at its discretion, request additional information from members to verify eligibility, professional background, subject-matter expertise, impartiality, professionalism, and a commitment to REALTOR® advocacy principles.

As a condition of participation, all Interview Panelists shall execute and submit the following documents prior to service:

1. A Confidentiality Agreement;
2. A Conflict of Interest Disclosure; and
3. A Social Media Use Agreement.

The panels are responsible for:

1. Conducting structured interviews of municipal, county, state, and federal candidates as directed by the Committee asking only real-estate-related issues during candidate interviews.
2. Reviewing candidate questionnaires distributed by staff.

3. Maintaining accurate records of candidate responses, deliberations, and recommendations.
4. Developing written support recommendations for Committee review and final action.
5. Preserving confidentiality throughout the process and upholding professional standards of conduct.
6. Ensuring that all interactions reflect the Association's commitment to professionalism, neutrality, and fair evaluation.

Opportunity and Innovation (OI) Committee*. The OI Committee evaluates and recommends new revenue opportunities, investment strategies, and the use of technology and reserve funds to promote the Association's financial growth and sustainability in alignment with its primary purpose. The Committee provides recommendations to the Budget & Finance Committee and the Board of Directors.

The Committee shall be composed of up to fifteen (15) members appointed based on demonstrated expertise in finance, commercial real estate, technology, or business development. Members shall serve two-year staggered terms, with a limit of two (2) consecutive terms.

The Chair and Vice Chair of the OI Committee shall concurrently serve as general members of the Budget & Finance Committee to ensure coordination and information exchange.

Professional Development Committee. The Professional Development Committee oversees the educational programming of the Association, ensuring a high standard of professional development, continuing education, and industry training. The Committee advises on curriculum, course offerings, and credentialing opportunities to meet member needs and advance professional excellence.

The Committee shall maintain standing Subcommittees for **Contracts & Forms** and **Curriculum** established for the specific purpose of educating members on updates to Texas Real Estate Commission and Texas REALTORS® contracts. The Chairs of these Subcommittees shall be appointed by the Committee Chair.

Leasing & Property Management Committee. The Leasing & Property Management ("LPM") Committee identifies, monitors, and advises on policy and regulatory issues affecting leasing and property-management professionals within the Association's territorial jurisdiction. The Committee provides specialized insights, analysis, recommendations, and supports members through educational programs, workshops, and forums. The LPM Committee operates in conjunction with the Government Affairs Department and Committee, which provides staff support to coordinate meetings, communications, and issue research. The Chair and Vice Chair shall be appointed in accordance with the Association's standard committee appointment procedures. The LPM Committee is responsible for:

- Monitoring legislation, regulations, and ordinances that affect leasing and property-management professionals.
- Identifying and analyzing emerging issues impacting property management practices, housing policy, and rental markets.
- Developing policy recommendations and issue briefs for review by Government Affairs

Committee, as appropriate, and for potential submission to the Board of Directors.

- Collaborating with the Government Affairs Committee to develop or recommend educational programs relevant to leasing and property management and referring CE-eligible topics to the Professional Development Department.
- Serving as a conduit for feedback between practitioners, the Government Affairs Committee, and Association leadership on regulatory and operational challenges relating to leasing and property-management.
- Ensuring that all actions, recommendations, and communications align with Association policy and advocacy priorities, maintaining a clear separation from political endorsement or campaign activities overseen by the Legislative Management Council.

Nominating Committee*. The Nominating Committee serves as the impartial, competency-based body responsible for identifying, evaluating, and recommending qualified candidates for MetroTex leadership positions. Its mission is to ensure a transparent, equitable, and merit-driven selection process that elevates strong, ethical, and representative leaders who reflect the diversity, professionalism, and strategic vision of the Association.

Volunteer Leadership Development Committee. The Volunteer Leadership Development Committee identifies, cultivates, and mentors future Association leaders. It manages leadership development programs, alumni engagement, and mentorship initiatives to strengthen the pipeline of qualified volunteers at the local, state, and national levels.

Members would be limited to individuals who have graduated from a leadership program (e.g., TRLP) or have served in a leadership position at the local, state, or national level.

The Committee shall maintain a standing **TRLP Alumni Subcommittee**, with the Subcommittee Chair appointed by the Committee Chair, if needed.

North Texas Young Professionals Network (NTYPN). The North Texas YPN Committee engages members who are young or new to the real estate business through networking, education, and community involvement. It encourages participation in Association activities, volunteerism, and leadership opportunities.

* These Committees are closed to non-Committee members.

2.3 Special Forums/Programs

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

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

*See *TRLP Alumni Subcommittee Guidelines* in Appendix A

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

2.4 Responsibilities of Committee Chair

The Committee Chair is responsible for leading the Committee in a manner that advances the mission, strategic goals, and best interests of the Association. The Chair shall act impartially, avoid conflicts of interest or self-dealing, and ensure the Committee's work remains aligned with the Association's priorities. The Chair shall:

1. Collaborate with MetroTex staff and key Committee members in advance of meetings to establish objectives, develop agendas, and prepare materials.
2. Lead Committee meetings by fostering productive discussion, encouraging diverse perspectives, and guiding deliberations toward clear outcomes.
3. Ensure, in coordination with staff, that accurate minutes are maintained, motions are properly recorded, and required reports are prepared and retained.
4. Monitor progress on assigned tasks and follow up with individual members to ensure timely completion.
5. Encourage active participation by Committee members and align individual skills and expertise with the Committee's objectives.
6. Maintain familiarity with Association policies, governing documents, and the work of other Committees to avoid duplication of effort.
7. Participate in annual leadership training, orientation, and planning meetings as required.
8. Periodically review and evaluate the Committee's work plan, progress, and outcomes.
9. Perform such additional duties as may be assigned by the Chair of the Association or the Board of Directors.

2.5 Responsibilities of Vice Chair

1. The Vice Chair supports the Committee Chair and serves as a leadership resource to the Committee. The Vice Chair shall:
2. Assume the duties of the Chair in the Chair's absence, incapacity, or recusal.
3. Assist the Chair in carrying out Committee responsibilities and initiatives.
4. Perform other duties as assigned by the Chair.
5. Participate in annual leadership training, orientation, and planning meetings.
6. Maintain familiarity with the Association's governing documents and assist in advancing the Association's Strategic Plan.

2.6 Responsibilities of Committee Members

Committee members are expected to contribute actively, professionally, and constructively to the fulfillment of the Committee's charge. Committee members shall:

- Conduct all Committee business in alignment with the mission, goals, and best interests of the Association, avoiding conflicts of interest or self-dealing.
- Respond promptly to communications related to Committee work.
- Notify the Chair or staff liaison as soon as practicable if unable to attend a meeting.
- Ensure their employer or brokerage is aware of their volunteer commitments.
- Review agendas, materials, and background information in advance of meetings.
- Participate respectfully in discussions, value differing viewpoints, and seek clarification when needed.
- Complete assigned tasks and follow through on commitments in a timely manner.

2.7 ***Role of Committee Staff Liaison***

Staff liaisons provide administrative, operational, and policy support to Committees while respecting the advisory role of volunteer leadership. Staff liaisons shall:

- Support Committee operations by coordinating meetings, materials, and communications.
- Provide guidance on Association policies, procedures, and applicable governance requirements.
- Offer recommendations and clarification as appropriate, without supplanting the Committee's advisory role.
- Ensure Committee activities comply with Association policies and procedures.

The President & Chief Executive Officer retains authority over internal staffing decisions and the allocation of Association resources.

2.8 ***Executive Committee***

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

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

Composition: The Executive Committee shall consist of the Chair, Chair-Elect, Treasurer, Immediate Past Chair, and one (1) Executive At-Large. In addition, the Association's President & 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 Chair, Chair-elect, Immediate Past Chair and 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 Investment Committee and make

recommendations on a draft budget to be presented to the Board for approval.

Meeting Procedures: Meetings shall be chaired by the Chair 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 Chair 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 the progress of the Association, including work of standing and other Committees task forces, CAGs, administration, and periodically report its findings, conclusions and recommendations.

SECTION 3: FINANCIAL POLICIES

3.1 Budget Timeline

March/April – Strategic Planning Conducted & Draft Plan Formulated

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

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

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

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

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

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

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

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

November – 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

- 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.
- 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.

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

- a. All items under Financial Policy 3 shall be reviewed and updated prior to the annual budget preparation process.
- b. **ANNUAL BUDGET.** The annual budget shall be submitted to the Directors in November for approval, preceding the budget year.
- c. The Board of Directors shall supervise the expenditure of the Association's funds and shall designate the depository in which such funds are deposited. The Chair, Chair Elect, 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 Chair shall cause an audit of the Association's financial statements annually and review such audit with the Board of Directors. The Association Chair 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.

- 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.
- 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 indebteding the Association effective during the duration of their elected term: Chair, Chair-Elect, and 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.

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

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

k. REIMBURSEABLE EXPENSES DEFINITIONS EXPENSE REPORT FORMS

The Association, Inc. travel reimbursement process is initiated with the submission of a travel expense report through the SAP Concur App and the Concur Desktop reporting via www.concursolutions.com. You will receive account credentials in order to use these tools. They are designed to assist you in organizing and accounting for essential information necessary to receive reimbursement. The SAP Concur app allows 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 Concur Solutions Desktop software. Detailed and itemized receipts and complete information must be submitted 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 Committee 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 Committee 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.

Tippling: 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 expenses 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, the individual must detail on the expense report exactly what was purchased and how it is business related. It should always be clear 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 Committee 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 Chair representing Texas REALTORS® Region 12 is eligible for reimbursement, as approved by the Budget and Finance Committee 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.

- l. **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 \$25 transfer fee. No fee will be charged for an agent changing from one branch office to another.
- 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.
- 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

4.1 *Facilities & Association Property*

- a. **ASSOCIATION ASSETS.** Membership dues or fees shall not create a vested interest in any properties owned by the Association.
- b. **OFFICIAL ADDRESS.** The Directors shall designate an address as the official headquarters and office of the Association if any change should be made to the Association's present address.
- c. **SMOKING.** The Association facilities have been designated as non-smoking facilities.
- 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

- 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.
- b. **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."
- c. 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.
- d. 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

- 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

- b. **RETENTION OF PROFESSIONAL STANDARDS ETHICS FILES.** 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

- a. **LEGAL COUNSEL.** The Board of Directors may employ a legal counsel.
- b. **ACCESS TO ASSOCIATION ATTORNEY.** Only the Chair, Chair-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.
- 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.

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

4.5 **Harassment Policies**

MetroTex is committed to providing a productive, professional, and welcoming environment that is free from discrimination and harassment. All members are expected to act with courtesy, professionalism, and mutual respect toward one another, MetroTex staff, service providers, speakers, and event participants. Harassment is strictly prohibited and is governed by the Association's Harassment Policy as set forth in Article 6.2 of the Bylaws, which is incorporated herein by reference.

4.6 **Awards**

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 chosen by the Executive Committee 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.

REALTOR® of the Year – Virginia Cook Award

The REALTOR® of the Year is the highest honor the association can bestow on one of its members. This award is given to the individual REALTOR® who, regardless of their area of business, has made the greatest impact on MetroTex or the REALTOR® community in the year of the award. Nominees are required to be an active REALTOR® member of the MetroTex Association of REALTORS® and served the association in some volunteer capacity in the year of nomination. Selection is based on a holistic and historic look at their association service at the local, state, and national levels along with any civic or community engagement.

Salesperson of the Year - Lois Hair Bernays Award

Presented to a residential salesperson who exemplifies the highest qualities of the real estate profession. The Lois Hair Bernay's award nominees are required to be a producing agent who has served the association in some capacity in the year of nomination. Selection is based on a holistic look at the agent's real estate production, their civic activity, and their contributions to the real estate industry.

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. Nominees are required to be an active affiliate member of the MetroTex Association of REALTORS® and to have served the association in some capacity in the year of nomination. Selection is based on a holistic look at the affiliate's activity at the local, state, or national level of the REALTOR® association, their service the real estate industry, and their civic or community service.

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. Nominees are required to be an active REALTOR® member of the MetroTex Association of REALTORS® and to have served the association in some capacity in the year of nomination. Selection is based on a holistic look at the nominees' office production, their civic activity, and their contributions to the real estate industry.

Community Service - Ebby Halliday Award

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.

MetroTex Vanguard Award

The Vanguard Award will recognize REALTOR® members for outstanding efforts in a business area outside residential real estate (commercial, global, property management, etc.)brokerage, representing excellence in both real estate practice and contribution to the community. Selection is based on a holistic look at the individual's business accomplishments, engagement at the local, state, and national association, contributions to the industry at large, and their activity in community. This award may be given to up to three recipients annually and is selected by the Committee Chairs and Vice Chairs of the Commercial, Global, and Property Management Committees.

MetroTex Bridge Builder Award

The MetroTex Bridge Builder Award celebrates an outstanding leader from another association, including other REALTOR® associations, multicultural affinity organizations, or community partners who have made significant contributions to MetroTex and the real estate industry. This individual exemplifies the spirit of collaboration, fostering diversity, and enhancing the impact of real estate professionals across all communities. Selection is based on their contributions to advancing industry standards, strengthening multicultural engagement, and improving the real

estate profession through their leadership, creativity, and dedication to service.

Chair's Award

The MetroTex Chair's Award is presented to no more than two individuals who have made a remarkable difference during the Chair's year of service. This award recognizes REALTOR® members or industry partners whose contributions have significantly impacted the MetroTex Association of REALTORS® in advancing its mission. Recipients should be individuals who are personally connected to the Chair and have been someone the Chair relied upon for advice and counsel through their year of leadership. This award is determined solely by the then Chair of the Association.

4.7 Political Candidate Policies

- a. Any elected official or candidate for political office who is permitted to address an Area REALTOR® meeting must be formally endorsed by MetroTex or Texas REALTORS® at the time of the appearance.
- b. Any such endorsed official or candidate shall be introduced by the Area Representative or a member of the Government Affairs Committee, who shall provide a brief disclaimer prior to the introduction.
- c. The Area Representative may establish a time limit for remarks. All endorsed officials or candidates shall be allotted equal time and treated in a fair and impartial manner.

4.8 Communication Policies

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

* See Appendix D, MetroTex Privacy Policy.

- b. **USE OF OFFICIAL TITLE**. Officers and/or Directors may use the title bestowed upon them by the Association as a statement of fact.
- c. **OFFICIAL SPOKESPERSON**. The Chair and Chief Executive Officer of MetroTex are the only official spokespersons for MetroTex. The Chair may also appoint an official spokesperson on behalf of the Association.
- d. **OFFICIAL SPOKESPERSON**. The Chair and Chief Executive Officer of MetroTex are the only official spokespersons for MetroTex. The Chair may also appoint an official spokesperson on behalf of the Association.

EXTERNAL COMMUNICATION POLICY. All correspondence which involves the Association's standing or reputation in the community or correspondence from any Committee, or communication from any Director to an external source, or any external correspondence of a legal nature, must either be signed or authorized in writing by the Chair 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.

- e. **SOCIAL MEDIA MARKETING DISCLOSURE POLICY**. Social media usage is a dynamic method for communication. Social media are media for social interaction, using highly accessible and

scalable publishing techniques for web-based technologies enabling interactive rather than one-directional communication between users and the MetroTex Association of REALTORS®, Inc. (hereafter referred to as “MetroTex”), and/or the MetroTex Multiple Listing System (hereafter referred to as “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, and 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.

f. **METROTEX ASSOCIATION OF REALTORS® SOCIAL MEDIA USE POLICY**

Overview. MetroTex Association of REALTORS® (“MetroTex”) recognizes social media as a powerful communication tool that encourages interaction, transparency, and outreach. Both personally and professionally, members, staff, and leadership use social platforms to engage with peers and the public. As such, MetroTex is committed to ensuring that online conduct reflects the Association’s values, promotes a positive image, and limits liability.

This policy outlines expectations for all individuals associated with MetroTex including but not limited to executive leadership, volunteer leaders, Committee members, officers, directors, Area Realtor Meeting Representatives, staff, Texas REALTORS® Leadership Program (TRLP) participants, Texas REALTORS® (TR) Directors and RVPs, and National Association of REALTORS® (NAR) Directors regarding their use of social media, both personally and on behalf of the Association.

Scope and Application. This policy applies to all forms of social media, including but not limited to Facebook, X (formerly Twitter), Instagram, LinkedIn, YouTube, TikTok, blogs, and other

digital platforms. It applies to both personal and professional social media use, as they often overlap. All individuals governed by this policy must adhere to the following standards:

Guidelines for Responsible Social Media Use.

1. Use social media to share MetroTex’s mission, policy positions, advocacy efforts, events, and updates.
2. Repost and share official MetroTex communications and positions accurately and without distortion.
3. Avoid posting content that could negatively impact MetroTex’s reputation or that of its members, staff, partners, or affiliated organizations (e.g., NAR, TR).
4. Always maintain professionalism and refrain from posting language or content that could be perceived as offensive, harmful, or disparaging.
5. When acting in a MetroTex leadership capacity, avoid contradicting NAR or TR’s public positions on federal or state issues, elected officials, candidates, or regulatory matters.
6. Where appropriate, use disclaimers clarifying that views expressed are personal and do not represent MetroTex.
7. Do not disclose confidential or sensitive information.
8. Do not advocate for boycotts of products, companies, or services.
9. Avoid linking personal accounts to MetroTex unless the shared content is appropriate and in line with this policy.
10. Do not use MetroTex’s name or leadership titles in personal account usernames or handles.
11. Refrain from posting endorsements or opposition to individuals, services, or companies in a way that suggests MetroTex affiliation.
12. Remove or avoid content that may create unnecessary controversy or conflict.
13. Do not post discriminatory, harassing, defamatory, or inappropriate content, including offensive photos or remarks.
14. Respect copyrights, trademarks, and other intellectual property rights, including proper use of the REALTOR® mark in accordance with NAR’s Membership Marks Manual.
15. Present yourself professionally online in a way that reflects your role with MetroTex.
16. Respect privacy settings and confidentiality requirements. Contact MetroTex’s Marketing and Communications Department for help with social media privacy settings, if needed.

Confidentiality and Sensitive Information. Confidential matters, including but not limited to strategic discussions, personnel matters, project details, financials, or member information, must not be shared on social media. Even with disclaimers, public commentary on MetroTex challenges or sensitive topics is discouraged. When uncertain, members should consult with the CEO, Chair, or Communications Department before posting.

Logo Usage. MetroTex logos may not be used in external materials (e.g., websites, business cards, advertisements) without written approval. Requests for logo use must be directed to the Marketing & Communications Department, which will provide approved logos and usage guidelines.

Oversight of Communication Materials. Any communications including emails, flyers, social media posts, etc. produced by or for MetroTex-affiliated groups (e.g., Committees or task forces) that reference MetroTex programs, services, or initiatives must be reviewed by MetroTex staff. Submissions should be sent to the Marketing & Communications Department or CEO for review before distribution through official channels.

Content Standards and Restrictions. MetroTex will not publish or promote any content that, without limitation, includes personal opinions presented as fact, unverified or speculative claims, defamatory or harmful language, commentary on criminal activity, or any material that could damage the reputation of individuals, businesses, or the REALTOR® brand.

MetroTex is not a reporting agency for criminal allegations; such matters should be referred to the appropriate law enforcement authorities or media outlets.

Social Media Disclaimer. While MetroTex provides social media platforms for public engagement, it is not responsible for content posted by users. MetroTex disclaims liability for damages arising from third-party posts or shared information.

Violations. Violations of this policy, including inappropriate posts, comments, or photos may lead to intervention by the Chair and/or CEO. Actions may include requiring retraction, correction, or revision of content. Further disciplinary measures, include but are not limited to removal from leadership roles, may be imposed following an investigation in consultation with legal counsel. MetroTex will also consider social media conduct in evaluating an individual's suitability for Board, Committee and/or leadership positions.

Acknowledgment. By reviewing this policy, individuals acknowledge that they understand its provisions and agree to comply. Failure to follow the guidelines may result in dismissal from MetroTex governance positions.

Policy Updates. This policy may be revised periodically. Any changes will be communicated through appropriate channels prior to taking effect.

APPENDIX A
TRLP ALUMNI SUBCOMMITTEE AND TASK FORCE GUIDELINES

There shall be a TRLP Subcommittee of the Volunteer Leadership Development Committee, to give directions to the TRLP and TRLP Alumni Task Forces. The Subcommittee is responsible for maintaining an on-going leadership skills development program to prepare its members for leadership roles in their community, their profession and at all levels of the Association.

1. The Chairperson of the Subcommittee shall be a REALTOR® member in good standing of the Association and shall be appointed by the Chair of the Association. The Chairperson, among his/her/their other duties, shall be responsible for conducting monthly meetings of the Subcommittee and for making presentations to the Board of Directors of the Association.
2. The chairperson and vice chairperson of the TRLP Alumni Subcommittee, and all Subcommittee members, shall be graduates of the TRLP.
3. All task force members shall be TRLP graduates.
4. The vice Chair of the Subcommittee shall be a REALTOR® member in good standing of the Association and shall be appointed by the Chair Elect of the Association. The vice Chair, among other duties, in the absence of the Chair, will act as Chair of the Subcommittee.
5. The Application and Selection Task Force shall include the incoming Subcommittee Chair and the incoming vice chair of the TRLP Alumni Subcommittee and each shall be a voting member of this task force. In addition, the Executive Committee 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.
6. If scholarships are to be offered, notification of intent to provide the scholarship and verification of funds shall be given to the Subcommittee Chair of the TRLP Alumni Subcommittee 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.
7. Information Sessions. No solicitation of funds or promotional items shall be permitted at information sessions for the TRLP by any of its alumni, participants, staff, or officers.
8. Alumni Contributions. TRLP Alumni will have an opportunity each year to make contributions, which will be used to offset the cost of closed alumni programs, events and program scholarships. The contribution levels are \$35, \$50, \$75 and \$100.

This policy may be revised periodically. Any change will be communicated through appropriate channels prior to taking effect.

APPENDIX B



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. 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, however, 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.

11– 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 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 forty (40) 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. Lunch and snack sponsorship by MetroTex Affiliate membership is permitted.
 - 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.

- 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.
- Any request for exceptions to the terms and conditions of these Rules and Regulations shall be presented to the Chair of the TRLP Alumni Subcommittee for consideration.
- Any proposed changes to these Rules and Regulations shall be submitted to the Association's Board of Directors for approval.
- 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 a decision may be made by the Chairperson of this TRLP Alumni Subcommittee and a panel consisting of at least two (2) other Subcommittee members appointed by the Subcommittee Chairperson.

APPENDIX C.1

METROTEX CANDIDATE CAMPAIGN POLICY ACKNOWLEDGEMENT

CANDIDATE CAMPAIGN POLICIES. MetroTex Board of Directors and Nominating Committee members shall not advocate or publicly promote individual candidates running for Director or Officer Positions and will comply with the required confidentiality agreement.

CAMPAIGN RULES AND CANDIDATE CONDUCT (CONTESTED ELECTIONS). In the event that one or more candidates are nominated from the floor by petition in accordance with these Bylaws, or otherwise result in a contested election for any officer or director position, the following Campaign Rules and Candidate Conduct requirements shall apply.

ASSOCIATION-SPONSORED CANDIDATE FORUMS. The Association shall host two (2) or more official candidate forums, which may include in-person, livestreamed, and recorded formats. All eligible candidates for the contested position(s) shall be afforded equal opportunity to participate. When practicable, recordings of such forums shall be made available to the membership for on-demand viewing.

STANDARDIZED CANDIDATE MATERIALS. To promote fairness and consistency, each candidate in a contested election shall be permitted to submit standardized candidate materials in a format prescribed by the Association, which may include i) A written candidate statement not to exceed two hundred fifty (250) words; and ii) A recorded candidate video not to exceed sixty (60) seconds.

All candidate materials shall be produced using Association-approved templates and shall be published or distributed in a uniform manner.

PROHIBITED CAMPAIGN ACTIVITIES. In a contested election, candidates shall not engage in any of the following activities:

- d. The purchase or placement of paid advertisements in any medium including print, digital, broadcast, or social media platforms;
- e. The solicitation or use of brokerage, firm, or organizational endorsements including endorsements communicated through websites, email, or social media, that imply institutional or Association support;
- f. The offering or provision of gifts, giveaways, incentives, or anything of value in connection with a campaign whether in person or promoted through electronic or social media.

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 Chairs, 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:

APPENDIX C2

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

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

Overview of the Committee.

Composition of the Nominating Committee. The Nominating Committee shall be composed of twelve (12) members and two (2) alternates, who sit through interviews but do not score unless elevated to fill a vacancy. Of the twelve members, eleven (11) shall be voting members, and the Chair shall vote only in the event of a tie. The twelve (12) members of the Committee shall consist of the individuals described in subsections (a) through (d) below.

- a. Chair. The Chair shall be the most recent Past President who is not the Immediate Past President (“Past President once removed”) and shall vote only in the event of a tie.
- b. Vice Chair. The Vice Chair shall be the Immediate Past President.
- c. Executive Committee Appointments. Two (2) members shall be appointed by the Executive Committee, each of whom i) must meet the baseline criteria; and ii) may not be current members of the Executive Committee.
- d. At-Large Selection. The remaining voting members and both alternates shall be selected at-large using a Board-approved rubric-based evaluation process.
- e. Legal Advisor. In addition to the 12 members, the Association’s In-house Counsel shall serve as a non-voting, ex officio advisor responsible for ensuring fairness, neutrality, procedural compliance, and adherence to governing documents.

Term Limits. Each member of the Nominating Committee shall serve a one-year term. Except for the Immediate Past President, no individual may serve more than two (2) consecutive years. If a member is unable to continue serving due to a conflict of interest or other reason, the Executive Committee, with Board approval, shall appoint an alternate in accordance with the process described above.

Vacancies. Vacancies shall be filled in the following order:

- a. By elevation of one of the designated alternates;
- b. From the pre-vetted applicant pool meeting baseline criteria;
- c. By appointment of the Executive Committee, subject to Board confirmation.

If a vacancy occurs mid-cycle and no alternates are available, the Committee may continue to operate without filling the vacancy, provided quorum requirements are met.

Quorum. A quorum shall consist of three-fourths ($\frac{3}{4}$) of the voting members.

Chair and Vice Chair Responsibilities.

Chair. The Chair is responsible for:

- i. Setting meeting agendas and timelines;
- ii. Assigning interview panels;
- iii. Managing and enforcing conflict-of-interest recusals;
- iv. Ensuring consistent application of the scoring rubric; and
- v. Overseeing adherence to these Guidelines.

Vice Chair. The Vice Chair shall support the Chair and assume the Chair's duties in the event of absence or conflict.

Conflicts of Interest and Recusal. All Committee members must sign a Conflict-of-interest Form and disclose any actual, potential, or perceived conflicts of interest. Members with a conflict shall recuse themselves from all discussion, scoring, and voting related to the affected candidate. If a member fails to voluntarily recuse, the Chair, or, if conflicted, the Vice Chair in consultation with In-House Counsel, shall require recusal. Failure to comply may result in removal from the Committee.

Election of Directors & Officers. 1.11 & 1.12 of this Policy Manual details the formal process for the election of officers and directors for compliance by the Nominating Committee.

Commitment to Impartiality. Members of the Nominating Committee shall conduct themselves in a manner that reflects positively on the Association and the integrity of its governance process. In serving on the Nominating Committee, members act on behalf of the Association as a whole and not in any personal, geographic, business, or brokerage capacity.

Committee members are expected to set aside personal, professional, or business interests and exercise independent judgment in the best interests of the Association and its membership.

Confidentiality. As part of their service, members of the Nominating Committee will engage in discussions involving candidate applications, member records, governance matters, professional standards, and future plans of the Association. These discussions involve confidential, sensitive, and proprietary information (collectively, "Confidential Information") that must be protected to safeguard the interests of the Association and its members.

Confidential Information includes all non-public information disclosed or made available to the Committee, whether written, electronic, oral, or otherwise, including but not limited to candidate materials, evaluations, interview discussions, scoring, deliberations, member data, governance findings, and Association plans, policies, strategies, and proprietary information.

Each Committee member acknowledges that Confidential Information is proprietary and that unauthorized disclosure or use may cause irreparable harm to the Association or its members. Confidential Information may be used solely for purposes of fulfilling Committee duties and may be shared only with other Committee members, designated Association staff, the CEO, and In-House Counsel.

Once the Committee has reached a final decision or recommendation in accordance with these Guidelines, all members agree to support that decision and to maintain the confidentiality of internal discussions, deliberations, and votes.

All Committee members and alternates must execute a confidentiality acknowledgment prior to service. A breach of confidentiality may result in removal from the Committee and any other action deemed appropriate under the Association's governing documents and policies.

Responsibilities to Membership. In fulfilling its charge, the Nominating Committee shall give thoughtful consideration to the need for broad, diverse, and representative leadership, including:

- i. Identifying candidates from a wide range of brokerages, office sizes, and professional roles, including brokers, managers, and sales agents;
- ii. Considering diversity of experience, background, age, ethnicity, and gender so that the Board reasonably reflects the composition of the Association's membership;
- iii. Evaluating candidates based on demonstrated competence, professionalism, leadership potential, and commitment to service, regardless of personal affiliation or familiarity;
- iv. Assessing each candidate's willingness and capacity to serve the entire membership, recognizing that Directors represent the Association as a whole and may be called upon to assume Officer roles in the future.

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

Sign

Date

APPENDIX D PRIVACY POLICY

MetroTex Association of REALTORS® Inc, North Texas Real Estate Information Network, Inc, North Texas Real Estate Resources, Inc, MetroTex Key Services, Inc. and MetroTex Commercial Data Exchange, Inc. (collectively referred to as “MetroTex” “we” or “us” or “our”) respect the privacy of our member, users, employees, website visitors, and other stakeholders, affiliates and service providers (“user” or “you”) and we understand your concern about your information shared by you with us. As such, we ensure we safeguard the information provided by you and honor your requests for confidentiality when you interact with us through various channels including but not limited to our website, apps, third party social networks etcetera (“Platforms”).

This Privacy Policy (“Policy”) is intended to comply with applicable privacy laws, including the Texas Data Privacy and Security Act (TDPSA), where applicable. It explains how we collect, use, store, (under certain conditions) disclose and safeguard your information. By interacting with us through any of the Platforms directly or through any other media form, media channel, mobile website, or mobile application related or connected thereto, you accept the terms and conditions described in this Policy. Please read this Policy carefully.

We reserve the right to make changes to this Policy at any time and for any reason. We will alert you about any changes by updating the “Last Updated” date of this Policy. Any changes or modifications will be effective immediately upon posting the updated Policy on our Platforms, and you waive the right to receive specific notice of each such change or modification. If the changes are significant, we may, at our sole discretion, provide a more prominent notice (including, for certain services, email notification of Policy changes). We will also keep prior versions of this Policy in an archive for your review.

What information do we collect?

We gather the following types of information needed to process your transactions, fulfill your requests, and maintain our membership records. Where required, we will obtain your affirmative consent before collecting or processing sensitive personal data, in accordance with the TDPSA.

- Personal Information: Name, contact details (email, phone, mailing address), membership details, company affiliation, job title, and professional credentials.
- Financial Information: Payment details for membership dues, event registrations, and other transactions.
- Website Usage Information: IP addresses, domain name browser type, pages visited, and cookies for site optimization.
- Event & Training Data: Attendance records, certifications, and feedback from association-sponsored events.
- Communication Data: Emails, inquiries, and interactions with our association.
- Information you volunteer, via applications or surveys (for example, education, designations, specialties, affiliations with other real estate organizations and general demographic data).

Minors. Our services are not directed at children under the age of 13. We do not knowingly collect personal data from children. If we learn that a child under 13 has provided us with personal information, we will delete it immediately.

How do we collect your information?

You directly provide us with most of your information that we collect. We collect information through:

User submissions via membership registrations, dues payment, event sign-ups, inquiries and feedback surveys.

Automated collection via cookies, tracking tools, and website analytics.

Third-party sources, including business partners, social media platforms, and research organizations.

Secondly, some information may be collected automatically when you visit or use our Platforms (and those of our third-party service providers acting on our behalf), such as information collected by cookies and other technologies (such as web analytic tools and pixel tags) on our Platforms.

Lastly, we may also collect information about you from other sources. These other sources may include:

- our trusted business partners;
- social media sites and apps;
- research organizations; and
- intermediaries that facilitate data portability.

How we use your information?

Having accurate information about you permits us to provide you with a smooth, efficient, and customized experience. Specifically, we may use information collected about you via the Platforms including but not limited to:

- Create and manage your membership account.
- Fulfill and manage payments, and other transactions.
- Monitor and analyze usage and trends to improve your experience with our Platforms.
- Improve and customize the content and layout of our sites and other communications tools, such as our online eNewsletters.
- Provide and improve our services, events, and programs
- Notify you of updates to our sites.
- Notify you of relevant products, member benefits and services.
- Notify you of upcoming events and programs, newsletters or announcements.
- Notify you of billings posted to your account, processing payments and event registrations.
- Complying with legal or regulatory requirements.
- 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.

We may further anonymize data about users of the Platforms generally and use it for various purposes, including or a link contained in an email to those registered to receive them, and supply that anonymized data to third parties such as publishers. However, that anonymized data will not be capable of identifying you personally.

We collect and process your personal data solely for the purposes stated in this policy, ensuring compliance with the TDPSA and other applicable laws.

Information Sharing & Disclosure. We do not sell or rent personal information. We also do not share personal data for targeted advertising purposes. If this changes, we will provide an opt-out option as required by law. However, we may share information in the following circumstances:

- **With Service Providers:** Third-party vendors assisting with payment processing, email distribution, IT services, and event management.
- **With Affiliates & Partners:** National and state Realtor® associations, MLS providers, and affiliate partners in connection with sponsored events and other professional activities.
- **Safety and Risk Management:** To prevent harm to our tangible or intangible property, ensure the safety of individuals, or facilitate the recovery of amounts owed to us.
- **Business Transitions:** In connection with mergers, acquisitions, reorganizations, financing, or the sale of assets, or in the event of insolvency, bankruptcy, or receivership, personal information may be transferred as part of our business assets. We are not obligated to provide notice of such transfers.
- **As Required by Law:** When necessary to comply with legal obligations, respond to regulatory requests, or protect our rights and members.
- **With Your Consent,** if you explicitly agree to additional sharing.

Data Security. We implement reasonable administrative, technical, and physical safeguards, including [encryption, multi-factor authentication, etc.], to protect your data in compliance with Texas privacy laws.

Data Retention. We retain personal data for as long as necessary to fulfill the purposes outlined in this policy or as required by law. When no longer needed, we securely delete or anonymize information.

Your Rights & Choices. Depending on applicable laws, including the TDPSA, you may have the following rights regarding your personal data:

- **Right to Know:** You have the right to know whether we are processing your personal data and to obtain the personal data in a readable format
- **Right to Correct:** You may request that we correct inaccurate personal data about you, taking into account the nature of the data and the purposes for processing the data
- **Right to Delete:** You may request the deletion of personal data we have collected about you, subject to certain exceptions.

- **Right to Opt Out:** You may opt out of the processing of your personal data for targeted advertising, the sale of personal data, or profiling in furtherance of decisions that produce legal or similarly significant effects.
- **Right to Not Face Retaliation:** You will not face retaliation or discrimination for exercising these rights.

If we deny your request regarding your personal data, you have the right to appeal our decision. To appeal, please contact us at the details provided below within 30 days of receiving our response

To exercise these rights, contact us at [Insert Contact Information].

Cookies & Tracking Technologies. Our website may use cookies and similar technologies to enhance user experience and analyze site traffic. You can manage cookie preferences through browser settings.

Third-Party Links. Our website may contain links to third-party sites. We are not responsible for their privacy practices, and we encourage you to review their policies.

Updates to This Policy. We may update this Privacy Policy periodically. Changes will be posted on our website with the effective date. Continued use of our services indicates acceptance of the updated policy.

Contact Us

For questions or concerns regarding this Privacy Policy, contact:

MetroTex Association of REALTORS®,

1701 Kinwest Pkwy, Irving, TX 75063

[Email]

[Phone Number]

You are advised to obtain independent legal advice in relation to your data protection rights under applicable laws.

APPENDIX E

NAR BOARD OF DIRECTORS

PERFORMANCE EXPECTATIONS & QUALIFICATIONS

NAR DIRECTOR QUALIFICATIONS.

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

1. Be a REALTOR® member in good standing, actively engaged in the business of real estate.
2. Have served in some capacity within NAR governance, a state or local association, or NAR Institute, Society, or Council.
3. Complete a written application that includes the following:
 - a. 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.
- b. Commitment to supporting the mission, priorities, and core values of NAR.
 - c. 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:

1. Execute the NAR Volunteer Service Agreement that includes Director duties, responsibilities, and performance expectations.
2. Complete an annual orientation and NAR fiduciary refresher module.
3. Serve on at least one Committee, forum, or task force to stay informed on key policy positions to act as a local member resource.
4. Demonstrate leadership and communication skills as well as proficient use of technology and social media.
5. Review all materials prior to each meeting and fully participate in each meeting from beginning to end.
6. 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.
7. 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.

APPENDIX F
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 Chair and Board of Directors, this position serves as the lead staff member of MetroTex. 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, Committees, 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 Committees 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 Chairs. 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.

