



Bylaws

Interpretations of the Bylaws

Official Statement of Policy

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Missouri Association of REALTORS®

Bylaws

Article I. Name and Purpose

Section 1. The name of this organization shall be: "Missouri Association of REALTORS®" hereinafter referred to as the "State Association". The State Association is also known by its authorized dba, "Missouri REALTORS". (2015)

Section 2. The purpose of the State Association shall be to unite local Boards/Associations of REALTORS®, hereinafter referred to as Boards, their members, and REALTOR® and REALTOR-ASSOCIATE® Members in the State of Missouri for the purpose of exerting effectively a combined influence upon matters affecting real estate, to elevate the standards of the real estate business throughout the state and the professional conduct of persons engaged therein.

Article II. Membership

The membership of the State Association shall be divided into classifications as specified in Article III. The term licensed shall mean licensed by the Missouri Real Estate Commission or licensed or certified by the Missouri Real Estate Appraisers Commission, as provided under the laws of the State of Missouri. (2007)

Article III. Classifications of Membership

Section 1. Member Board. A Member Board shall be any Board or local Association of REALTORS® or Real Estate Board within the State of Missouri, all REALTOR® and REALTOR-ASSOCIATE® Members of which hold membership in this State Association and in the NATIONAL ASSOCIATION OF REALTORS®. (1994)

Section 2. Designated REALTOR® Member. Each firm (or office in the case of firms with multiple office locations) shall designate in writing one REALTOR® Member who shall be responsible for all duties and obligations of Membership including the obligation to arbitrate pursuant to Article 17 of the Code of Ethics and the payment of Board dues as established in Article XV of the Bylaws. The "Designated REALTOR®" must be a sole proprietor, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s) and must meet all other qualifications for REALTOR® Membership established in Article III, Section 4, of the Bylaws.

Section 3. Board Member. A Board Member shall be any REALTOR® or REALTOR-ASSOCIATE® Member of a Member Board as previously defined.

Section 4. REALTOR® Members. A REALTOR® member shall be any individual engaged in the real estate profession as a principal, partner, corporate officer, or branch office manager acting on behalf of the firm's principal(s), and licensed or certified individuals affiliated with said REALTOR® Member whose place of business is located in an area outside the jurisdiction of any Member Board who meets the qualifications for REALTOR® membership established by the State Association. Secondary REALTOR® membership shall also be available to

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individuals who hold primary membership in a board/association in another state who desire to obtain direct membership in the State Association without holding membership in a local board/association in this state.

Section 5. REALTOR-Associate® Member. REALTOR-ASSOCIATE® members shall be individuals who are engaged in the real estate profession other than as principals, partners, corporate officers, or branch office managers and do not qualify for or seek REALTOR® membership, as defined in Section 4 above. Salespersons or licensed or certified appraisers who are employed by or affiliated as independent contractors with a REALTOR® Member of the State Association shall be eligible for REALTOR-ASSOCIATE® membership. REALTOR-ASSOCIATE® membership shall also be available to individuals who hold primary membership in an association in another state and who desire to obtain direct membership in the State Association without holding membership in a local board/association in this state.

Section 6. Affiliate Member. An Affiliate member shall be a person, firm, or corporation not actively engaged in the business of real estate, but in sympathy with or interested in the objectives of the State Association. Such persons, firms, or corporations may become Affiliate Members of the State Association upon the payment of required dues. Affiliate members shall not be eligible to vote or hold office in the State Association. (1994)

Section 7. Institute Affiliate Members. Institute Affiliate members shall be individuals who hold a professional designation awarded by an Institute, Society or Council affiliated with the National Association of REALTORS® that addresses a specialty area other than residential brokerage or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to hold REALTOR® or REALTOR-ASSOCIATE® membership, subject to payment of applicable dues for such membership. (1994)

Section 8. Honorary Member. An honorary member shall be an individual not engaged in the real estate business who has performed notable service for the real estate profession and such membership shall be conferred by a two-thirds (2/3) vote of the Directors of this State Association. Honorary members shall not be eligible to vote or hold office in the State Association.

Section 9. Retired Member. A retired membership shall be granted upon the recommendation of the Member Board to an individual who is a member of the State Association and has retired from the practice of real estate or real estate appraising, but who wishes to continue membership in the State Association. Certification by affidavit of retired status, together with an Application for Retired Membership status provided by the State Association, shall be submitted to the Executive Committee for approval. Dues for this classification shall be the same as the dues for the REALTOR-ASSOCIATE® classification. Retired members shall not be permitted to vote or hold office in the State Association. (2002)

Section 10. Life Member.

- (a) Life membership shall be conferred by a majority vote of the Board of Directors present at any meeting of the Board of Directors under the following circumstances:
1. To Past Presidents of the State Association upon completion of their term of office.

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2. To State Association Members who fulfill the following requirements:
 - (i) Must have been a member of the State Association for a minimum of thirty (30) years. (2004)
 - (ii) Must hold a current Missouri real estate license or a current license or certification as a real estate appraiser in good standing, with no pending complaints before the Missouri Real Estate Commission, the Missouri Real Estate Appraisers Commission, or their Member Board or Statewide Professional Standards Committee. (2004)
 - (iii) Must have served the State Association for a cumulative period of ten (10) years in any elected or appointed capacity or as a Leadership Academy graduate. (2015)
- (b) Applications for Life Member status, except State Past President, shall be submitted by the nominee on an application form provided by the State Association. The State Association Staff shall review the application to assure all criteria have been met and shall submit all qualified candidates to the Executive Committee for presentation to the Directors.
- (c) There shall be no State Association dues for this classification.

Section 11. REALTOR® Emeritus Member. A REALTOR® Member who:

- (1) has held membership in the National Association of REALTORS® as a REALTOR®, REALTOR- ASSOCIATE®, or both, for a continuous period of forty (40) years;
 - (2) has completed at least one (1) year of service at the National Association level;
- and
- (3) is designated "REALTOR® EMERITUS" by the Board of Directors of the National Association of REALTORS®;
- shall automatically become a "REALTOR® EMERITUS of the State Association. No dues shall be assessed for this classification.

For purposes of subpart (2), for applications filed with the National Association of REALTORS® through 2019, the one (1) year service requirement for a REALTOR® Emeritus candidate may also be met through service at the state or local level. This provision will sunset at the end of 2019. (2015) Please refer to the REALTOR® Emeritus Status page on REALTOR.org for additional information at the URL, <http://www.realtor.org/programs/realtor-emeritus-status>.

Section 12. Section Member. Section membership within the State Association shall be based upon real estate specialty. A Section can charge dues and maintain a separate financial management system. The formation of a Section must be approved by the Board of Directors, which body also has the authority to dissolve the Section. (1996)

Section 13. Termination of Membership.

- (a) The membership of any member of a Member Board except that of an honorary or life member shall terminate whenever such membership is terminated in the local Board.
- (b) The Board of Directors of the State Association shall have the power to expel any individual member of any classification, by a two-thirds (2/3) vote of the Directors

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present at any meeting, after due notice to the member and the local Board and hearing, if such member fails to carry out the obligations of membership.

Article IV. Officers and Their Duties

Section 1. Officers. The officers of the State Association shall be a President, President-Elect, Immediate Past President, CEO/Corporate Secretary, and Treasurer. They shall be REALTOR® or REALTOR-ASSOCIATE® members of the State Association and have an office or be licensed with an office in the State of Missouri (the "State"); said officers, except CEO/Corporate Secretary, to be elected at the January Board of Directors meeting. The duties of the officers shall be such as their titles, by general usage, would indicate and such other duties as may be designated in these Bylaws and by the Board of Directors as stated in the Policy Statement. (2015)

Section 2. The President. The President shall preside at all meetings of the State Association and at all meetings of the Executive Committee and Board of Directors. The President shall appoint all committees unless otherwise directed by the Bylaws, the Policy Statement or the Board of Directors. The President shall perform all other duties usual to such office, or as directed by the Executive Committee or the Board of Directors. The President shall serve as a non-voting ex-officio member of all committees and such other Output Groups, forums, work groups and task forces as may exist from time to time, unless expressly stated otherwise herein. (2015)

Section 3. President-Elect. The President-Elect shall assist the President and assume the duties and responsibilities of the President in the President's absence or disability. The President-Elect shall be responsible for such committees and perform such duties as designated by the President. The President-Elect shall serve on such other committees of the State Association as may be required by virtue of office or by the policies of those committees. (1991)

Section 4. CEO/Corporate Secretary. The CEO, who shall also serve as the Corporate Secretary, shall be the administrative officer of the State Association and shall be in charge of the State Association headquarters. The CEO shall have supervision of the entire staff and shall perform such other duties as may be delegated by the Executive Committee, Board of Directors, and the President. The CEO shall employ such staff as may be deemed necessary. The CEO shall provide a bond in a surety company qualified to do business in the State of Missouri of such amount as may be determined by the Executive Committee. The expense of such bond shall be paid by the State Association. The CEO shall establish a bank account or accounts in the name of the State Association in such bank(s) as the Executive Committee shall designate, shall collect monies, keep the accounts and books, and be the custodian of the State Association records. (2007)

Section 5. Treasurer. The Treasurer shall be responsible for such committees and perform such duties as designated by the President and shall serve as Chair of the Finance and Budget Committee. The Treasurer shall approve all CEO's travel expense reports no less than quarterly. The Treasurer shall consult with other available State Association elected Officers should a question arise regarding any of the expense reports presented for approval. The Treasurer shall render a year-to-date report of the financial conditions of the State Association to the Board of Directors and at such other times as requested by the Executive Committee or

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Board of Directors. The Treasurer shall serve on such other committees of the State Association as may be required by virtue of office or by the policies of those committees. (2006)

Section 6. Immediate Past President. The Immediate Past President shall perform such duties as designated by the President and shall serve on such committees of the State Association as may be required by virtue of office or by the policies of those committees. (2005)

Section 7. Indemnification of Officers. Every officer of the State Association shall be indemnified by the State Association against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such officer in connection with any proceeding to which that officer may have been made a party or in which that officer may become involved, by reason of being or having been an officer of the State Association, or any settlements thereof, whether or not the individual is an officer at the time such expenses are incurred, except in such cases wherein the officer is adjudged guilty of willful misfeasance or malfeasance in the performance of such officer's duties or shall have acted in such a manner as has exceeded such officer's authority so to act. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer may be entitled.

Section 8. Authorized Signatures. The CEO/Corporate Secretary shall be authorized to sign checks on accounts of the State Association for all budgeted expenses, and any unbudgeted expenses up to \$10,000. Unbudgeted expenses over \$10,000 shall require two (2) signatures of the following officers: President, Treasurer, or Corporate Secretary. Transfer of funds between authorized accounts of the Association shall require only one (1) of the authorized signatures. (2015)

Article V. Leadership Team and Executive Committee

Section 1. Executive Committee.

- (a) Purpose: To oversee the affairs of the State Association in accordance with the policies and instruction of the Board of Directors and to serve as a sounding board for the CEO on emerging issues, problems, and initiatives. Except as specifically provided in these Bylaws or the Policy Statement, the Executive Committee may exercise the powers of the Board of Directors between meetings of the Board, except it may not (i) amend or repeal these Bylaws; (ii) amend or repeal the Policy Statement; (iii) approve the State Association's Annual Budget; or (iv) adopt or amend the State Association's Strategic Plan. The Executive Committee shall report any action taken to the Board of Directors at its next meeting.
- (b) Structure, Appointment and Term: The Executive Committee shall have fifteen (15) members consisting of the President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect, and nine (9) at-large members. The CEO shall serve with voice but without vote. The at-large members shall serve staggered three (3)-year terms. On or before August 31 of the year preceding the year in which they will serve, the President-Elect shall appoint three (3) of the at large-members to the Executive Committee. In making such appointments, the geographic diversity of the Executive Committee should be taken into account. The at-large Executive Committee members may serve one full three (3) year term and any term of less than three (3) years shall not be counted in such restriction on service. All such members will be eligible for re-appointment one (1) year after the end of any full

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three (3) year term served. The names of the at-large members shall be communicated to the Board of Directors. At any meeting of the Executive Committee, a majority of the total number of its members then serving shall constitute a quorum and all actions of the Executive Committee must be approved by a majority vote of those present. (2015)

- (c) Meetings. The Executive Committee shall meet at least six (6) times during each calendar year although there is no requirement that such meetings be in person.

Section 2. Leadership Team.

- (a) Purpose: The Leadership Team shall have the authority to meet at such times and in such manner as may be necessary to conduct the business of the State Association during intervals between the Executive Committee meetings; provided, however, it shall report its decisions and actions to the full Executive Committee as soon as possible after having conducted said meeting. All business so conducted shall be subject to the approval of the Executive Committee and, if necessary, to the Board of Directors. The Leadership Team shall have the authority to approve all employment contracts. (2007)
- (b) Structure: The Leadership Team shall consist of the President, President-Elect, Immediate Past President, Treasurer, Treasurer-Elect and CEO. (2007)

Article VI. Board of Directors

Section 1. Composition. The term Director used herein, unless otherwise specified, shall include all classes of Directors.

- (a) Member Board Directors: Each Member Board of the State Association shall be entitled to two (2) Directors. Further, each Member Board shall be entitled to one (1) additional Director for each one hundred (100) members or fraction thereof over the first two hundred (200) members. Director allotments shall be determined by the Member Board's total membership on record with the State Association as of July 31st of each year. In those instances, when Member boards merge and/or change membership classification, their Director allotments will be determined by their total combined membership on record with the State Association as of July 31 of the previous year. Following years will then revert to July 31st. The Director terms shall run concurrently with that of the State Association President.

- 1-200, inclusive, 2 Directors
- 201-300, inclusive, 1 additional Director
- 301-400, inclusive, 1 additional Director, and so on

All members selected for Directors shall be submitted by the President of the local Board from which such Director was selected on a certification form provided by the State Association. Such certification shall specify that such members were duly selected by the local Board and shall contain a signed statement by the member so selected specifying said member understands the duties and responsibilities including attendance requirements of the office of Director. Such certification must be received by the State Association staff not less than ten (10) days prior to the election at the Board of Directors Meetings. (2004)

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- (b) REALTOR® and/or REALTOR-ASSOCIATE® Directors: REALTOR® and/or REALTOR-ASSOCIATE® members at large in the State shall be represented by one (1) Director for each one hundred (100) members or fraction thereof of such members. The Executive Committee shall recommend to the Board of Directors any individuals who request to serve as Directors representing this classification. (2015)
- (c) Member Board President Directors: Presidents of Member Boards shall automatically serve as Directors during their terms of office as Board Presidents in addition to the entitled Directors. (2007)
- (d) Institute President Directors: The State Presidents of all state affiliated Institutes of the National Association of REALTORS® shall automatically serve as Directors of the State Association during their terms of office. A state affiliated Institute is defined as one which requires all of its members to hold membership in the State Association according to the class of license held by the individual.
- (e) National Officers and Directors: Members of the State Association serving as Directors or Officers of the National Association of REALTORS® shall be members of the Board of Directors of the State Association during their terms of office with the National Association of REALTORS®.
- (f) Designee Chapter Presidents: The State Presidents of any State Designee Chapters of the National Association of REALTORS® shall automatically serve as Directors of the State Association during their terms of office, not to exceed two (2) successive years. Any elected State directorship held concurrently will be deemed vacant. (2007)
- (g) Past Presidents: Each President of the State Association, upon expiration of his term of office, shall become a member of the Board of Directors with the privilege of voting. (2004)
- (h) Ex-officio Directors: Members of the State Association serving as State Association Council Chairs, State Association Section Chairs, State Association Mission Committee Chairs, Chair of the Strategic Planning Committee and Chair of the Bylaws and Policy Committee during their term of office, and members of the Executive Committee during their appointment to the Executive Committee. (2018)

Section 2. Term. The term of each Director shall be for two (2) years, except upon request of a Member Board for one (1)-year terms to effect staggered terms and except those Directors whose terms as Directors are governed by their terms of office as Member Board President, Regional Association President, State Officer, National Director, Past State President or President of any state affiliated Institute or Designee Chapter. REALTOR® Directors and REALTOR-ASSOCIATE® Directors may serve more than two (2) successive terms. (2015)

Section 3. The Board of Directors shall conduct the affairs and establish all policies of the State Association.

Section 4. Votes. All members of the Board of Directors shall have one (1) vote at all meetings of the Board of Directors.

Section 5. Annual Budget. The Board of Directors shall approve the annual budget and shall have sole authority to appropriate money.

Section 6. Meetings. The Board of Directors shall meet three (3) times a year and at such other

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times as the President or Executive Committee may designate, upon not less than fifteen (15) days written or electronic communication notice to each Director.

Special meetings of the Board of Directors may be called by the Executive Committee. Any call for a special meeting shall state the purposes, time and place of the meeting and shall be issued in writing at least fifteen (15) days in advance of the meeting. (2004)

Section 7. Absence from Meetings. Members of the Board of Directors, with the exception of Past Presidents, Member Board President Directors, and Institute President Directors, must attend at least two (2) Board of Directors meetings each calendar year. If a member of the Board of Directors fails to meet this attendance requirement without having been excused by the Leadership Team as sets forth below, that member shall be construed as having resigned, and the vacancy for the unexpired term shall be filled by the applicable Member Board as it deems fit; provided, however, that such vacancy may not be filled with the same person who was construed as having resigned. The President shall notify the member by mail, copied to the local Member Board, and Board President that resignation has been accepted and a vacancy now exists. (2017)

A member of the Board of Directors who fails to attend a Board of Directors meeting shall be excused from attendance at that meeting if that member submits a written request for an excused absence along with reasonable supporting evidence to the President of the State Association not later than twenty (20) days after the date of such meeting ("Excused Absence Request"). The Leadership Team shall review the Excused Absence Request and may grant an excused absence in the event of personal illness, significant family events (including serious illness or death of an immediate family member or person under the care of the member), undue hardship (including military service commitments, extreme weather conditions and other "force majeure" events) and serious personal emergencies. The President shall notify the member and the President of the member's local Member Board of the Leadership Team's decision in writing, which decision shall be final and not subject to appeal. (2016)

Section 8. Vacancies. Vacancies by resignation or otherwise in the Board of Directors, with the exception of Past Presidents, shall be filled by the local Member Board in which said vacancy exists as it deems fit (except as set forth in Section 7 above). This State Association shall be duly notified of the filling of such vacancies by the President of the local Board. (2017)

Section 9. Quorum. Forty (40) voting members present shall constitute a quorum.

Section 10. Director by Appointment. If an elected Director receives an appointment to the Executive Committee, the elected directorship and appointed directorships shall be served concurrently and shall not constitute a vacancy of the elected directorship.

Section 11. Other Elected Directors. Upon election to Member Board President, Regional Association President, State Institute and Chapter Designee President, Missouri National Director of the National Association of REALTORS®, and/or state officer, the elected directorship, filling Member Board entitlements, shall be deemed vacant.

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Article VII. Election of Officers

Section 1. Election. The election of Officers shall be by Directors and those members who have attended at least two (2) meetings of the Board of Directors during the previous calendar year prior to the election which shall take place at the January Board of Directors meeting. (2007)

Section 2. Term of Office.

- (a) The term of office of the President shall be the calendar year beginning January first following the last business conference of each year. (2008)
- (b) The terms of office of the Immediate Past President, President-Elect and Treasurer shall run concurrently with that of the President. Unless the Board of Directors determines that succession would not be in the best interest of the State Association:
 - (i) The President shall succeed to the office of Immediate Past President; and
 - (ii) The President-Elect shall succeed to the office of President. (2016)
- (c) Once elected and prior to taking office, the incoming Treasurer shall be known as the "Treasurer-Elect". (2015)

Section 3. Vacancies in Office.

- (a) Temporary Vacancies. Any temporary vacancy (meaning that it is reasonably expected that such officer will return to fulfill the duties of his/her office prior to expiration of his/her term) in the State Association office of Immediate Past President, President, President-Elect or Treasurer shall be filled by the most recent Past President (other than the Immediate Past President) willing to serve during such temporary vacancy. (2016)
- (b) Any permanent vacancy, by resignation or otherwise, in the State Association office of Immediate Past President, President, President-Elect or Treasurer shall be filled as follows:
 - (i) In the event of a vacancy in the office of Immediate Past President, the most recent other Past President willing to serve shall fulfill the remaining balance of the vacated term.
 - (ii) In the event of a vacancy in the office of President, the President-Elect shall first be given the option to succeed to the office of President. If the President-Elect accepts (by confirming such succession in writing within thirty (30) days), then (s)he shall fulfill the remaining balance of the vacated term as President Pro Tem. Such service shall not impact or cause to be shortened in any way the full term to be served as President for which that person was originally elected. If the President-Elect declines (or fails to confirm such succession in writing within thirty (30) days), then the most recent Past President (other than the Immediate Past President) willing to serve shall fulfill the remaining balance of the vacated term as President Pro Tem.
 - (iii) In the event of a vacancy in the office of President-Elect, the Treasurer shall first be given the option to succeed to the office of President-Elect. If the Treasurer accepts (by confirming such succession in writing within thirty (30) days), then (s)he shall fulfill the remaining balance of the vacated term as President-Elect Pro Tem.

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Such service shall not impact or cause to be shortened in any way the full term to be served as President-Elect for which that person was originally elected. If the Treasurer declines (or fails to confirm such succession in writing within thirty (30) days), then the most recent Past President (other than the Immediate Past President) willing to serve shall fulfill the remaining balance of the vacated term as President-Elect Pro Tem.

(iv) In the event of a vacancy in the office of Treasurer, the Treasurer-Elect shall first be given the option to succeed to the office of Treasurer. If the Treasurer-Elect accepts (by confirming such succession in writing within thirty (30) days), then (s)he shall fulfill the remaining balance of the vacated term as Treasurer Pro Tem. Such service shall not impact or cause to be shortened in any way the full term to be served as Treasurer for which that person was originally elected. If the Treasurer-Elect declines (or fails to confirm such succession in writing within thirty (30) days), then the most recent Past President (other than the Immediate Past President) willing to serve shall fulfill the remaining balance of the vacated term as Treasurer Pro Tem. (2016)

(v) If the Treasurer-Elect shall resign or otherwise be unable to fulfill the duties of the office of Treasurer prior to the commencement of his/her term, then a separate election for the office of Treasurer shall be conducted as set forth in (vi) below. (2016)

(vi) It is the intention that a Past President willing to serve in an officer capacity as the result of a permanent vacancy as aforesaid should do so only for the balance of that vacated term. As an inherent consequence of the above process then, there shall be an election for both (i) the incoming Treasurer (*i.e.*, the "Treasurer-Elect" as set forth at Section 2(c) above), and (ii) the applicable office for which succession is not possible as a result of such permanent vacancy, at the following January Board of Directors meeting; provided, however, that if there is not sufficient time to prepare for an election as described in (ii), then such vacancy shall be filled at one of the next two scheduled meetings of the Board of Directors. Nominations shall be solicited and accepted from all Member Boards and REALTOR® and REALTOR-ASSOCIATE® Members of the State Association; provided, however, that nominations for any such office must be submitted to the State Association staff not less than ten (10) days prior to the election at such Board of Directors meeting. The CEO shall report out at least one (1) candidate for each office to be filled and such report shall be announced and conspicuously displayed before the time set for the election. (2016)

Article VIII. (Reserved)

Article IX. Definitions

Section 1. Definition of Task Force. A Task Force is a group of designated members who gather to research or implement a product or service for the purpose of making a recommendation to the Board of Directors, or the Committee under which it served. The Task Force dissolves at the conclusion of its task or at the end of the organizational year. (1996)

Section 2. Definition of Council. A Council is established by the Board of Directors, and exists in order to establish a structure where Members of the State Association can work with other organizations or governmental agencies. The council exists in order to provide advice and information in a designated area, or specialty, relating to real estate. A Council is disbanded by vote of the Board of Directors. (2007)

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Section 3. Definition of Section. A Section is established by the Board of Directors and exists to serve the needs of and be the business advocate for those members with a specialized interest in real estate, i.e., Appraisal or Property Management. A Section maintains its own Bylaws and Finances. A Section is disbanded by vote of the Board of Directors. (2007)

Section 4. Definition of a Forum. A Forum is established and disbanded by the Board of Directors, and exists in order to establish a structure where Members of the State Association can meet for open discussion and expression of ideas. The forum exists in order to provide advice and information in a designated area or specialty relating to real estate. (2011)

Article X. Annual Meeting

Section 1. Annual Meeting. The State Association shall hold an Annual Membership Meeting each year, the time and place to be designated by the Board of Directors at least sixty (60) days prior to the Annual Meeting. Board Members and REALTOR® and REALTOR-ASSOCIATE® Members, shall be delegates to the Annual Meeting, entitled to participate in all discussions and deliberations. Each member in good standing, as verified by State Association records at least ten (10) days before the annual meeting, and who has registered to vote no later than one half-hour (1/2 hr) before the start of the meeting shall be entitled to one (1) vote. Voting to be by ballot upon request of any voting member at a meeting of the general membership. (2010)

Section 2. Quorum. Forty (40) voting members present shall constitute a quorum.

Section 3. Annual Audit Report. The Treasurer shall report on the annual audit of the State Association at the Annual Meeting of the State Association.

Article XI. Fiscal Year

The fiscal year of the State Association shall be the calendar year.

Article XII. Reserves

Section 1. Legal Action Reserve Fund.

- (a) The State Association shall maintain a Legal Action Reserve Fund (the "LA Reserve"), the specific purpose of which shall be to provide a means to fund the implementation of the State Association's Legal Action Program as set forth in Policy 425.
- (b) Unless otherwise determined by the Board of Directors, if the LA Reserve falls below \$350,000 (the "LA Reserve Target"), the annual budget in the calendar year following such event shall include an allocation of \$25,000 or such lesser amount that would be necessary to replenish the LA Reserve to the LA Reserve Target. The Board of Directors may, at any time, allocate additional funds to the LA Reserve up to or over the LA Reserve Target. Any funds in the LA Reserve over the LA Reserve Target may be reallocated at any time by the Board of Directors to any other fund, reserve or otherwise, of the State Association.
- (c) The Executive Committee shall have the authority to approve withdrawals from the LA Reserve in furtherance of Policy 425 as long as the balance of the LA Reserve after such withdrawal is not less than \$300,000 (the "Fund Floor"). Any withdrawal that would leave

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the balance of the LA Reserve below the Fund Floor shall occur only upon recommendation by the Executive Committee and approval by the Board of Directors.

Section 2. Building/Facilities Repair and Replacement Reserve Fund.

- (a) The State Association shall maintain a Building and Facilities Repair and Replacement Reserve Fund (the “BFRR”), the specific purpose of which shall be to provide a means to fund the repair or replacement of State Association real property, building(s), furniture (but excluding office and other production equipment), fixtures, and to provide for any necessary future expansion of the State Association building(s).
- (b) Unless otherwise determined by the Board of Directors, if the BFRR Reserve falls below \$250,000 (the “BFRR Reserve Target”) the annual budget in the calendar year following such event shall include an allocation of \$10,000 or such lesser amount that would be necessary to replenish the BFRR Reserve to the BFRR Reserve Target. The Board of Directors may, at any time, allocate additional funds to the BFRR Reserve up to or over the BFRR Reserve Target. Any funds in the BFRR Reserve over the BFRR Reserve Target may be reallocated at any time by the Board of Directors to any other fund, reserve or otherwise, of the State Association.
- (c) The Executive Committee shall have the authority to approve withdrawals from the BFRR Reserve in furtherance of the above purpose as long as the balance of the BFRR Reserve after such withdrawal is not less than \$200,000 (the “Fund Floor”). Any withdrawal that would leave the balance of the LA Reserve below the Fund Floor shall occur only upon recommendation by the Executive Committee and approval by the Board of Directors.

Section 3. Operations Reserve Fund.

- (a) The State Association shall maintain an Operations Reserve Fund (the “Operations Reserve”), the specific purpose of which shall be to maintain funds that can be accessed in the event of an emergency or other unexpected circumstance that either materially affects the normal income of the State Association or requires one or more unbudgeted expenditures.
- (b) Unless otherwise determined by the Board of Directors, if the Operations Reserve Fund (“Operations Reserve”) falls below \$1,000,000 (“Operations Reserve Target”), the annual budget in the calendar year following such event shall include an allocation of \$25,000 or such lesser amount that would be necessary to replenish the Operations Reserve to the Operations Reserve Target. The Board of Directors may, at any time, allocate additional funds to the Operations Reserve up to or over the Operations Reserve Target. Any funds in the Operations Reserve over the Operations Reserve Target may be reallocated at any time by the Board of Directors to any other fund, reserve or otherwise, of the State Association.
- (c) The Executive Committee shall have the authority to approve withdrawals from the Operations Reserve in furtherance of the above purpose as long as the balance of the Operations Reserve after such withdrawal is not less than \$750,000 (the “Fund Floor”). Any withdrawal that would leave the balance of the Operations Reserve below the Fund Floor shall occur only upon recommendation by the Executive Committee and approval by the Board of Directors.

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Section 4. Issues Reserve Fund.

- (a) The State Association shall maintain an Issues Reserve Fund (the “Issues Reserve”), the specific purpose of which shall be to provide a means to fund the Mobilization and Advocacy Program as set forth in Policy 105.
- (b) Unless otherwise determined by the Board of Directors, each annual budget of the State Association shall include a minimum of \$40 per member that is allocated to the Issues Reserve until such time as the balance of the Issues Reserve equals or exceeds \$8,000,000 (“Issues Reserve Target”). If the Issues Reserve Target is met and then subsequently falls below \$8,000,000, the annual Issues Reserve allocation shall resume in an amount that is equal to \$40 per member or such lesser amount per member that would be necessary to replenish the Issues Reserve to \$8,000,000 (“Issues Reserve Target”). The Board of Directors may, at any time, allocate additional funds to the Issues Reserve up to or over the Issues Reserve Target. Any funds in the Issues Reserve over the Issues Reserve Target may be reallocated at any time by the Board of Directors to any other fund, reserve or otherwise, of the State Association.
- (c) Funds may be withdrawn from the Issues Reserve in furtherance of the above purpose only upon recommendation by two-thirds (2/3) vote of the Advocacy Committee and the approval by the Executive Committee. Funds may be withdrawn from the Issues Reserve for purposes other than those specified above only upon recommendation by a three-fourths (3/4) vote of the Executive Committee and a two-thirds (2/3) vote of the Board of Directors.

Section 5. Strategic Initiatives Reserve Fund.

- (a) The purpose of the Strategic Initiatives Reserve Fund (the “SIRF”) is to provide a means to fund strategically important programs, initiatives, purchases or events that are not otherwise included in the annual budget of the State Association.
- (b) Unless otherwise determined by the Board of Directors, if the SIRF falls below \$500,000 (“SIRF Reserve Target”), the annual budget in the calendar year following such event shall include an allocation of \$20,000 or such lesser amount that would be necessary to replenish the SIRF to the SIRF Reserve Target. The Board of Directors may, at any time, allocate additional funds to the SIRF up to or over the SIRF Reserve Target. Any funds in the SIRF over the SIRF Target may be reallocated at any time by the Board of Directors to any other fund, reserve or otherwise, of the State Association.
- (c) The Strategic Planning Committee shall have the authority to approve withdrawals from the SIRF in furtherance of the above purpose as long as the balance of the SIRF after such withdrawal is not less than \$250,000 (the “Fund Floor”). Any withdrawal that would leave the balance of the SIRF below the Fund Floor shall occur only upon recommendation by the Executive Committee and approval by the Board of Directors.
(2018)
- (d) Funds may be withdrawn from the SIRF for purposes other than those specified above only upon recommendation by a three-fourths (3/4) vote of the Executive Committee and a two-thirds (2/3) vote of the Board of Directors.

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Section 6. Creation of Reserves.

- (a) The creation of permanent or “temporary” Reserves, as recommended by the Finance and Budget Committee, shall require the majority vote of the Board of Directors. The use of Reserves, which restricts the budgetary controls normally exercised in daily accounting and required by Generally Accepted Accounting Standards and Practices, shall be limited. (2018)
- (b) “Temporary” Reserves shall include firm “sunset” provisions as recommended by the Finance and Budget Committee and approved by majority vote of the Executive Committee. (2018)
- (c) The creation of permanent Reserves, as recommended by the Finance and Budget Committee, shall require the majority vote of the Board of Directors. The use of additional permanent Reserves shall be severely limited due to the loss of budgetary controls normally exercised in daily accounting and required by “Generally Accepted Accounting Standards and Practices”. (2018)

Section 7. Reserves Funds.

- (a) Funds in the State Association’s Reserve shall be maintained in cash or investments as recommended by the Finance and Budget Committee and approved by the Executive Committee.
- (b) Income from the investment of State Association reserve funds shall accrue to and become a part of the State Association’s unrestricted net assets.
- (c) The State Association shall not borrow against funds in one or more reserve accounts beyond the amount necessary to preserve the full allocation of such reserve as determined by these policies except where approved by a two-thirds (2/3) vote of the Board of Directors. (2018)

Article XIII. Code of Ethics

The Code of Ethics of the National Association of REALTORS® is adopted as the Code of Ethics of the State Association and shall be considered a part of its Rules and Regulations; and the Code of Ethics and Rules and Regulations of the State Association shall in the future be deemed to be amended and changed whenever said Code of Ethics is amended or changed by the National Association of REALTORS®.

Section 1. New Member Code of Ethics Orientation. Applicants for REALTOR® and REALTOR-ASSOCIATE® membership shall complete an orientation program on the Code of Ethics of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement does not apply to applicants who have completed comparable orientation in another association, provided that the membership has been continuous, or that any break in membership is for one year or less.

Failure to satisfy this requirement within 366 days of the date of application will result in denial of the membership application.

Note: This orientation program must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS®.

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Section 2. Continuing Member Code of Ethics Training. Effective January 1, 2017, and for successive two (2) periods thereafter, each Board Member, REALTOR® Member, REALTOR-ASSOCIATE® Member and Life Member of the State Association (with the exception of a REALTOR® Emeritus Member) shall be required to complete bi-annual ethics training of not less than two (2) hours and thirty (30) minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of instruction conducted by this or another association, the National Association of REALTORS®, or any other recognized educational institution or provider which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time. Members who have completed training as a requirement of membership in another association and members who have completed the New Member Code of Ethics Orientation during any two (2) year cycle shall not be required to complete additional ethics training until a new two (2) year cycle commences. (2017)

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet this requirement in any two (2) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any two (2) 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. (2017)

Article XIV. Professional Standards

Professional Standards hearings and the organization and procedures incident thereto shall be governed by the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® and the Missouri Supplement thereto, as amended and modified from time to time as may be necessary to ensure consistency with applicable law, which by this reference are made a part of these Bylaws. (2015)

Section 1. Statewide Professional Standards.

(a) The State Association shall have a Grievance Committee, Citation Committee, Professional Standards Committee, Arbitration Committee and a Mediation Committee appointed by the President to facilitate the Statewide Professional Standards process. Members of these committees will meet the established minimal training requirements and will undergo intensive training provided by the State Association. Term limits and committee processes will be governed by Policy 209. (2015)

(b) In a State Association Interboard Arbitration:

1. the secretary shall have ten (10) business days to forward the arbitration request to the respondent
2. the filing fee for each party shall be \$250
3. other cost issues: Refer to Policy 209, Section 4
4. parties may tape record the proceedings

(c) As permitted by the Missouri Uniform Arbitration Act, the arbitration may be conducted in the absence of the respondent.

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- (d) An allegation that a member has improperly refused to submit to arbitration will be brought before a tribunal of five (5) members selected from the State Association's Professional Standards Committee, appointed by the President and chosen from individuals who did not serve on the original arbitration Hearing Panel.
- (e) Allegations of ethical violations (and of contractual disputes and specific non-contractual disputes as defined in Standard of Practice 17-4, hereinafter "Arbitrable Issues"), between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances. (2015)
- Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the State Association and not a member of any local Board.
 - Allegations of unethical conduct made against a REALTORS® or REALTOR-ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.
- (f) Arbitrable Issues between REALTORS® who are not members of the same Board where the matter has been referred to the State Association by both local Boards. (2015)

Arbitrable Issues between REALTORS® who are directly members of the State Association and are not members of any Board. (2015)

Arbitrable Issues between a REALTOR® who does not hold membership in any Board, but is directly a member of the State Association, and a REALTOR® who is a member of a Board. (2015)

Arbitrable Issues between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)

Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association. (2015)

- (g) If a Board Member participating in the Statewide Process, or a REALTOR® Member, REALTOR-Associate® Member or Life Member (as defined in Article III of these bylaws) resigns from the Board (or directly from the State Association), or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the State Association with respect to disposition of the complaint is final (if respondent does not hold membership in any Board, or is a member of a Board participating in the Statewide Process) or by

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any other association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards (or directly from the State Association) to terminate before an ethics complaint is filed (or after a complaint is filed but before its final disposition) alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the State Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins a Board or association of REALTORS®. (2017)

- (h) If a REALTOR® Member (as defined in Article III, Section 4, of these bylaws) resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (2015)

Section 2. Boards Not Participating in Statewide Process.

- (a) A local Board not participating in the Statewide process, prior to referring an ethics complaint or arbitration request for review to the State Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Board cannot impanel an impartial tribunal, the Board may refer the matter to the State Association, and the State Association may delegate to another Board or regional enforcement facility, the authority to hear the case on behalf of the State Association. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the State Association shall be responsible for conducting the hearing and the local Board will be assessed a fee for services rendered.
- (b) The costs incurred by parties to an ethics or arbitration matter shall be borne entirely by the parties. The costs of staff, travel expenses for the hearing panel, procedural administration and legal counsel shall be assessed to the local Board.
- (c) In a State Association Interboard Arbitration:
1. the secretary shall have ten (10) business days to forward the arbitration request to the respondent
 2. the filing fee for each party shall be \$250
 3. other cost issues shall be as described above
 4. parties may tape record the proceedings
- (d) As permitted by the Missouri Uniform Arbitration Act, the arbitration may be conducted in the absence of the respondent.
- (e) An allegation that a member has improperly refused to submit to arbitration will be brought before a tribunal of five (5) members selected from the State Association's

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Professional Standards Committee, appointed by the President and chosen from individuals who did not serve on the original arbitration Hearing Panel.

- (f) Allegations of ethical violations and Arbitrable Issues between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the State Association level under the following circumstances: (2015)

Allegations of unethical conduct made against a REALTOR® or REALTOR-ASSOCIATE® who is directly a member of the State Association and not a member of any local Board.

Allegations of unethical conduct made against a REALTORS® or REALTOR-ASSOCIATE® in the instance in which the local Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the State Association to conduct a hearing.

- (g) Arbitrable Issues between REALTORS® who are not members of the same Board where the matter has been referred to the State Association by both local Boards. (2015)

Arbitrable Issues between REALTORS® who are directly members of the State Association and are not members of any Board. (2015)

Arbitrable Issues between a REALTOR® who does not hold membership in any Board, but is directly a member of the State Association, and a REALTOR® who is a member of a Board. (2015)

Arbitrable Issues between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a local Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.) Contractual disputes between a customer or a client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the State Association. (2015)

- (h) If a Board Member (as defined in Article III, Section 3, of these bylaws) resigns from a Board or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the State Association with respect to disposition of the complaint is final. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed (or after it is filed but prior to its final disposition) alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the State Association with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethics respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins a Board or association of REALTORS®. (2017)

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If a Member (as defined in Article III of these bylaws) resigns or otherwise causes membership to terminate, the duty to submit to arbitration continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®. (2017)

Article XV. Dues and Fees

Section 1. Fees. The Board of Directors may adopt an application fee for REALTOR® Membership in a reasonable amount, not exceeding three (3) times the amount of the annual dues for REALTOR® Membership, which shall be required to accompany each application for REALTOR® Membership and which shall become the property of the State Association upon final approval of the application.

The Board of Directors may adopt an assessment for REALTOR® Membership provided the notice and the purpose of the assessment is submitted to the Board of Directors thirty (30) days in advance of its adoption. (2004)

Section 2. Amount of Dues. The annual dues of each REALTOR® or REALTOR-ASSOCIATE® member holding primary membership directly in the State Association, and the annual dues of each REALTOR® or REALTOR-ASSOCIATE® member holding secondary membership directly in the State Association shall be designated annually by the Executive Committee subject to the approval of the Board of Directors at its last regular meeting prior to November. The State Association will waive State dues and assessments for a REALTOR® if the REALTOR® or their spouse is called into active duty and/or serving on active duty during the current calendar year. (2011)

Section 3. Member Board Dues. The annual dues of each Member Board as defined in Article III of the Bylaws shall be an amount, as determined by Section 2 of this Article, times the number of REALTOR® and REALTOR-ASSOCIATE® members who hold primary membership in the Board, plus an amount, as determined by Section 2 of this Article, times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the Board who are not themselves REALTOR® or REALTOR-ASSOCIATE® Members. In calculating the dues payable by a member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Board in the State, provided the Board notifies the State Association in writing of the identity of the Board to which dues have been remitted. (2004)

Section 4. REALTOR® Member Dues.

- (a) The annual dues of each REALTOR® member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be determined by Section 2 of this Article, plus an amount as determined by Section 1 of this Article times the number of real estate salespersons and licensed or certified appraisers who are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTORS® or REALTOR-ASSOCIATES® or Institute Affiliate provided, however, that if two or more REALTORS® are principals of the same firm, partnership, or corporation, then only that REALTOR® designated from time to time in writing (the "designated" REALTOR®) by

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this firm, partnership or corporation shall be required to pay that portion of the dues which is computed on the basis of the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors which such firm, partnership, or corporation, and the dues of the remaining REALTORS® who are principals of such firm, partnership, or corporation shall be as determined by Section 2 of this Article. (2009)

- (b) The annual dues of each designated REALTOR® Member actively engaged in the real estate business from areas not within the jurisdiction of a Member Board shall be (1) an amount as established by the Board of Directors plus (2) an amount as established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers who (a) are employed by or affiliated as independent contractors, or who are otherwise directly or indirectly licensed with such REALTOR® member, and (b) are not REALTOR®, REALTOR-ASSOCIATE®, or Institute Affiliate Members. An individual shall be deemed to be licensed with a REALTOR® if the license of the individual is held by the REALTOR®, or any broker who is licensed with the REALTOR®, or by any entity in which the REALTOR® has a direct or indirect ownership interest and which is engaged in other aspects of the real estate business (except as provided for in Section 2(a) hereof) provided that the licensee is not otherwise included in the computation of dues payable by the principal, partner, corporate officer, or branch office manager of the entity.
- (c) A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in soliciting and /or referring clients and customers to the REALTOR® for consideration on a substantially exclusive basis shall annually file with the association on a form approved by the association a list of the licensees affiliated with that entity and shall certify that all of the licenses affiliated with the entity are solely engaged in referring clients and customers and are not engaged in listing, selling, leasing, managing, counseling or appraising real property. The individuals disclosed on such form shall not be deemed to be licensed with the REALTOR® filing the form for purposes of this Section and shall not be included in calculating the annual dues of the Designated REALTOR®.

Membership dues shall be prorated for a licensee included on a certification form submitted to the association who during the same calendar year applies for REALTOR® or REALTOR-ASSOCIATE® membership in the association. However, membership dues shall not be prorated if the licensee had held REALTOR® or REALTOR-ASSOCIATE® membership during the preceding calendar year. (2009)

Section 5. REALTOR-ASSOCIATE® Dues. The annual dues of each REALTOR-ASSOCIATE® member actively engaged in the real estate business from an area not within the jurisdiction of Member Boards shall be as determined by Section 2 of this Article.

Section 6. Institute Affiliate Member Dues. The annual dues of each Institute Affiliate Member shall be established by Article III of the Bylaws of the National Association of REALTORS®. (2015)

Section 7. “Good Standing Status.” Upon payment to the State Association of the dues required under Sections, 2, 3, 4, 5, and 6 of this Article, each REALTOR® and REALTOR-ASSOCIATE® Member of Member Boards within the State, and each REALTOR®, REALTOR-

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ASSOCIATE® and Institute Affiliate Member from areas not within the jurisdiction of a Member Board within the state shall be deemed a REALTOR®, REALTOR-ASSOCIATE® or Institute Affiliate Member, as the case may be, in good standing of the State Association. Upon payment of dues required under any other Section of this Article, the individual making such payment shall be deemed as a member in good standing of the State Association. (2004)

Section 8. Affiliate Member Dues. The annual dues of each Affiliate Member shall be designated annually by the Strategic Action Committee subject to review of the Executive Committee and the approval of the Board of Directors at its last regular meeting prior to November. (2008)

Section 9. Reporting Deadlines. In January of each year Member Boards shall file with the State Association, in such format and procedure as shall be determined by the State Association, a list of its REALTOR®, REALTOR-ASSOCIATE® and Institute Affiliate Members (as defined in the National Association of REALTORS® Constitution) and the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® members, certified by the President and Secretary of the Board, and that Member Board shall pay dues for the current year on the basis of such list; provided, however, that adjustments shall be made each month for members dropped or enrolled by Member Board during the preceding month. All Member Board and REALTOR® and REALTOR-ASSOCIATE® Member dues for the current year shall be due on March 15 of each year so that the State Association may transmit dues to the National Association of REALTORS® by March 31. Any Member Board or other Member delinquent in payment of dues by more than thirty (30) days may be dropped from membership in the State Association by action of the Executive Committee. (2015)

Section 10. Processing Fee and Late Payment Penalty. Member Boards shall be liable for a Late Fee if State Association dues are not paid on or before March 31. The Late Fee shall be the greater of \$100.00 or an amount equal to 1% of the amount owed. The Late Payment Penalty shall be assessed on April 1 and again on the first day of each succeeding month during which any dues remain unpaid.

Section 11. Proration. Dues of new Member Boards shall be prorated for the first year on a quarterly basis - January 1, April 1, July 1, and October 1.

Article XVI. Districts (Policy 462)

The Board of Directors shall, for administrative purposes, divide the State into Districts. (2004)

Article XVII. Official Emblem

The Board of Directors shall approve the design of an official emblem which shall be available to all members. All members of the State Association shall be privileged and encouraged to wear and display this emblem.

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Article XVIII. Official Publication

The State Association may publish a periodical which may be published in a printed or electronic version. (2015)

Article XIX. Amendment of Policy

Amendments to the Official Statement of Policy to these Bylaws (the "Policy Statement") may be proposed by any Officer, Director, or Committee of the State Association. Any proposed amendment to the Policy Statement shall be first submitted to the Executive Committee which shall then submit such proposed amendment to the Board of Directors with recommendation. The Board of Directors may, by a majority vote of the Directors present at such meeting, approve the proposed amendment. Any amendment so approved shall be effective upon approval and included in the Policy Statement. The Policy Statement shall be available to any member upon reasonable request. (2012)

Article XX. Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the State Association.

Article XXI. Amendment of Bylaws

Section 1. Proposal. Bylaws amendments may be proposed by an Officer, Director, or Committee of this State Association. Bylaws amendments shall be considered by the Executive Committee which shall submit such Bylaw to the Board of Directors with recommendation. The Board of Directors shall vote to accept or decline the Executive Committee's recommendation. If accepted, the Bylaws amendments must then be submitted in writing to the Board of Directors thirty (30) days in advance of their adoption. (2007)

Section 2. Approval. Following a thirty-day (30-day) written notice and a review by the State Association staff and legal counsel, the Board of Directors may, by a two-thirds (2/3) vote of the Directors present at any meeting, approve Bylaws amendments. The Board of Directors may, at any regular or special meeting of the Board of Directors at which a quorum is present, approve amendments to the Bylaws which are mandated by National Association of REALTORS® policy, but were not submitted to the Directors at least thirty (30) days in advance. (2007)

Section 3. Amendments to these Bylaws affecting the admission or qualifications of REALTOR®, REALTOR-ASSOCIATE®, and Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® or any alteration in the territorial jurisdiction of a Board shall become effective upon the approval of the Board of Directors of the National Association of REALTORS®. (1994)

Article XXII. Use of Terms REALTOR®, REALTORS®, and REALTOR-ASSOCIATE®

Section 1. Control of Use. Use of term REALTOR®, REALTORS®, and REALTOR-ASSOCIATE® by members shall at all times be subject to the provisions of the Constitution and Bylaws of the National Association of REALTORS® and to the Rules and Regulations

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prescribed by its Board of Directors. The State Association otherwise shall have authority to control, jointly and in full cooperation with the National Association of REALTORS®, use of the terms within those areas of Missouri not within the jurisdiction of a Member Board of the National Association of REALTORS®. Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided for in the association's Code of Ethics and Arbitration Manual. (2009)

Section 2. Use by REALTOR® Members. REALTOR® Members of the State Association shall have the privilege of using the term REALTOR® and REALTORS® in connection with their business so long as they remain REALTOR® Members in good standing. No other class of members shall have this privilege. (1994)

Section 3. Use by Firms. A REALTOR® Member who is a principal of a real estate firm, partnership, corporation, or trust may use the terms REALTOR® or REALTORS® only if all the principals of such firm, partnership, corporation, or trust who are actively engaged in the real estate profession within the state are REALTOR® or Institute Affiliate Members. (1994)

Section 4. Use by REALTOR®-ASSOCIATE® Members. REALTOR-ASSOCIATE® Members of the State Association shall have the right to use the term REALTOR-ASSOCIATE® so long as they remain REALTOR-ASSOCIATE® Members in good standing and the REALTOR® Member with whom they are associated or by whom they are employed is also a REALTOR® Member in good standing. (1994)

Section 5. Use by Institute Affiliate Members. An Institute Affiliate Member shall not use the terms REALTOR®, REALTORS®, or REALTOR-ASSOCIATE® and shall not use the imprint of the emblem seal of the National Association of REALTORS®. (1994)

Article XXIII. Legal Counsel

The Board of Directors shall authorize the appointment of a legal counsel for the State Association and fix the fee for same.

Article XXIV. Harassment

Any member of the State Association may be reprimanded, placed on probation, suspended or expelled for harassment of a State Association employee or independent contractor hired by the State Association or State Association Officer or Director after an investigation in accordance with the established procedures of the State Association. Disciplinary action may consist of any sanction authorized in the National Association of REALTORS® *Code of Ethics and Arbitration Manual*. As used in this section, harassment means any conduct, whether written, verbal, physical or otherwise, including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contacts, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal

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counsel for the State Association. If the complaint involves the President or President-Elect, he or she may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint. (2015)

Article XXV. Dissolution

Section 1. Upon the dissolution or winding up of the affairs of the State Association, the Board of Directors, after providing for payment of all obligations, shall distribute any remaining assets to the Missouri REALTORS® Educational Foundation or, within its discretion, to any other nonprofit, tax-exempt organization. (2015)

Interpretations of the Missouri Association of REALTORS®' Bylaws

Interpretation 1. Article VI, Section 1(a): Director representation of Member Board to be determined on July 31 annually based on membership on record at State. If Member Board should have more Directors than entitlements, the Board must decide which Director(s) must resign to meet the reduced entitlement allocation.

Interpretation 2. Article IV, Section 1: A licensed salesperson or licensed or certified appraiser who is a REALTOR® member and files as a candidate for an officer position must be affiliated with a REALTOR® who has an office located in the State of Missouri.

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Missouri Association of REALTORS®' Official Statement of Policy

(Adopted December 3, 1976 and Thereafter Amended)

This Statement of Policy has been adopted by the Board of Directors of the Missouri Association of REALTORS® to supplement the State Association's Articles of Incorporation and Bylaws and to serve as administrative guidelines for the State Association directors, officers, staff, committees and members. The individual policies contained herein shall remain in effect until amended in total or in part by the Board of Directors as set forth in Article XIX of the Bylaws. Should there be any conflict between (a) the Statement of Policy and (b) the Articles of Incorporation and/or the Bylaws of the State Association, the Articles of Incorporation and Bylaws shall control. (2012)

Policy 100 – Committees and Output Groups

Section 1. Generally. In addition to the other committees set forth in the Bylaws, this Statement of Policy and as provided for below, the State Association shall have Mission Committees and Output Groups. The Mission Committees shall be responsible for guiding and directing the Output Groups in furtherance of the State Association's Mission. Output Groups shall consist of those groups determined from time to time by their respective Mission Committee and approved by the Executive Committee. Output Groups may have their own forums and work groups as they deem necessary. Committees may also be created by resolution of the Board of Directors or by action of the President and shall have such duties as their titles indicate and as the Board of Directors or President may assign. Any Committee not a standing committee of the State Association shall be created for the remainder of the fiscal year of its inception or until such time as the Committee has completed its assigned duties and is discharged by the President or Board of Directors. (2015)

Section 2. Reports. Output Groups shall report at such time and in such fashion as directed by their respective Mission Committee. All other committees shall report as set forth in the Bylaws or this Policy Statement.

Section 3. Approval of Actions. All committee action shall be consistent with the Articles of Incorporation and the Bylaws of the State Association and with this Statement of Policy.

Section 4. Qualification. Except as otherwise specifically set forth in the State Association's Bylaws or this Statement of Policy, all members of committees of the State Association shall be members of the State Association in good standing at all times during their term. Any member who discontinues membership in the State Association or falls out of good standing shall be immediately dropped from all committees on which the member serves.

Section 5. Output Group Composition. Except as otherwise specifically set forth in the State Association's Bylaws or this Statement of Policy, participation on any Output Group is open to all members who otherwise qualify under Section 4 above. Each Output Group shall have a Chair and a Vice Chair. The Chair and Vice Chair shall be appointed by the Mission Committee to which the Output Group reports. The Chair and Vice Chair shall each serve a one (1) year term. The Vice Chair shall not automatically succeed to Chair. (2015)

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Section 6. Term. Except as otherwise specifically set forth in the State Association's Bylaws, or this Statement of Policy, the term of all committee members including, without limitation, all Output Groups, shall be one (1) year commencing on January 1.

Section 7. Quorum. Except as otherwise specifically set forth in the State Association's Bylaws, this Statement of Policy or as otherwise required by law, the quorum for official business of all committees of the State Association shall be a simple majority of members except for Output Groups who shall not have a quorum requirement.

Policy 101 - Mission Committees

Section 1. Mission Committees. The Mission Committees shall be the Advocacy Committee, Member Network Committee and Risk Management Committee whose respective purposes are more fully set forth in Policies 102-104. The Mission Committees shall be subordinate to and under the direction of the Executive Committee.

Section 2. Structure, Appointment and Term. Mission Committees shall have at least twelve (12) and not more than (15) appointed members. Except for ex-officio members, all Mission Committee members shall be appointed by majority vote of the Leadership Team not later than August 31 of the year immediately preceding the year in which they serve. The Executive Committee will from time to time endeavor to create a pool of qualified candidates for the Leadership Team's consideration. All Mission Committee members will serve a term of two (2) years. Mission Committee members may serve a maximum of two (2) consecutive full two (2) year terms and any term of less than two (2) years shall not be counted in such restriction on service. The Chair of each Output Group shall be a voting ex-officio member of the respective Mission Committees to which that Output Group reports. The President shall be a non-voting ex-officio member of each Mission Committee. (2015)

Section 3. Chair/Vice Chair Appointment and Term. Each Mission Committee shall have a Chair and a Vice Chair. The Chair shall be appointed by the President for the year of that President's term. The Vice Chair shall be appointed by the President-Elect for the year of that President-Elect's term. The Chair and Vice Chair shall each serve a one (1) year term. The Vice Chair shall not automatically succeed to Chair.

Section 4. Meetings. Each Mission Committee shall meet at the State Association's business conferences and at such other times and places as it may deem necessary to carry out its purpose.

Section 5. Reports. Each Mission Committee shall report at such time and in such fashion as directed by the Executive Committee.

Section 6. Approval of Action. All action taken by each Mission Committee shall be subject to the approval of the Executive Committee.

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Policy 102 - Advocacy Committee.

Section 1. Purpose. The Advocacy Committee is responsible for furthering the State Association's mission of uniting its members to advocate for real property rights in Missouri. In furtherance of this purpose, the Advocacy Committee shall:

- a. monitor, recommend and support or oppose proposed state legislation and regulatory policy after analyzing its impact on the real estate industry, and identify industry experts to support the State Association's position;
- b. work in cooperation with the National Association of REALTORS® to monitor federal legislation and regulatory policy, analyze its impact on the Missouri real estate industry, and coordinate appropriate responses with the National Association of REALTORS® to achieve legislative policy responsive to Missouri concerns;
- c. administer the State Association's Issues Mobilization and Advocacy Program as set forth in Policy 105;
- d. deploy, direct, and manage various Output Groups as it may determine are necessary to carry out its purpose and which are approved by the Executive Committee; and
- e. discontinue one or more of its affiliated Output Groups after recommendation to and approval by the Executive Committee. (2015)

Section 2. Emergent Legislative Issues. In the event that a legislative or regulatory issue arises that requires immediate attention and a position taken by the State Association between meetings of the Board of Directors, then the Senior Vice President for Governmental Affairs and/or the CEO will contact the Leadership Team and the Chair and Vice Chair of the Advocacy Committee and present a proposed position. If a majority of the aforementioned persons agree with that position, then staff will communicate the position to the appropriate party as though it was approved by Advocacy Committee, the Executive Committee, and the Board of Directors of the State Association. The position taken shall be promptly communicated to the Advocacy Committee, Executive Committee and to the Board of Directors at its next meeting.

Section 3. Oversight. The following Output Groups will be subordinate and report to the Advocacy Committee until discontinued as provided in Section 1.e above. (2015)

a. Advocacy Action Output Group

- i. Purpose. To provide guidance and support within the framework of the Strategic Advocacy Plan to promote political activism at the State and local level. (2015)

b. Advocacy Investment Output Group.

- i. Purpose. To provide guidance and support within the framework of the Strategic Advocacy Plan to further advocacy fundraising Statewide. (2015)

c. Economic Development Output Group.

- i. Purpose. To build economic and development growth in Missouri. To do so, the members will actively work to create a business and developer friendly environment throughout the State by building relationships in both the private and public sector. Equal effort in local communities, Statewide, and internationally shall be pursued to bring growth throughout Missouri and increase awareness of the State Association and its member influence in the

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private, regulatory, and legislative sectors of economic and development growth. (2015)

Policy 103 - Risk Management Committee.

Section 1. Purpose. The Risk Management Committee is responsible for furthering the State Association's mission of delivering comprehensive risk management programs and services. In furtherance of this purpose, the Risk Management Committee shall:

- a. coordinate a program that (i) identifies existing and potential areas of liability for members, (ii) identifies and evaluates potential risk management products and services, (iii) ensures that members receive information as to the latest laws and regulations governing their businesses and such other information that will help them manage their risk, (iv) produces real estate transaction forms, (v) oversees the State Association's Statewide Professional Standards program; and (vi) administers the State Association Legal Action program according to Policy 425;
- b. deploy, direct, and manage various Output Groups as it may determine are necessary to carry out its purpose and which are approved by the Executive Committee; (2015) and
- c. oversee the State Association's Professional Standards Program and related committees as set forth in Article XIV of the Bylaws and Policy 209. Whenever the National Association of REALTORS® Code of Ethics and Arbitration Manual requires action to be taken by the "Chair" of a Committee, the Chair of the Risk Management Committee shall act as Chair of the Professional Standards and Arbitration Committees and the Vice-Chair of the Risk Management Committee shall act as Chair of the Grievance and Mediation Committees; and
- d. discontinue one or more of its affiliated Output Groups after recommendation and approval by the Executive Committee.

Section 2. – Oversight. The following committees and forums will be subordinate to and report to the Risk Management Committee until discontinued as provided in Section 1.d above. (2015)

a. Commercial Forms Committee.

- i. Purpose. To develop, market, and provide members with comprehensive and legally approved standard commercial real estate forms. The Commercial Forms Committee shall stay abreast of current and anticipated changes in law and regulation, assess their potential impact on the commercial real estate industry, and establish policies and make recommendations to the Risk Management Committee regarding new forms and suggested modifications to existing forms. All forms shall be approved by the State Association Legal Counsel prior to presentation to the Risk Management Committee for its approval.
- ii. Structure. The Commercial Forms Committee shall consist of at least six (6) but not more than eleven (11) Members. Members shall be appointed by a majority vote of the Risk Management Committee prior to the year in which they will serve.

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b. Residential Forms Committee.

- i. Purpose. To develop, market, and provide members with comprehensive and legally approved standard residential real estate forms. The Residential Forms Committee shall stay abreast of current and anticipated changes in law and regulation, assess their potential impact on the residential real estate industry, and establish policies and make recommendations to the Risk Management Committee regarding new forms and suggested modifications to existing forms. All forms shall be approved by the State Association Legal Counsel prior to presentation to the Risk Management Committee for its approval.
- ii. Structure. The Residential Forms Committee shall consist of eleven (11) members including at least one (1) member from each of the six Districts. Members shall be appointed by a majority vote of the Risk Management Committee prior to the year in which they will serve.
- iii. Conflict. When a form could be used in both the residential and commercial practice areas, the Residential Forms Committee shall have oversight of such form, with input from the Commercial Forms Committee.

c. Risk Management Output Group.

- i. Purpose. To provide a forum for the identification of trends and issues and the exchange of related information that is, or could be, a risk threat to members and parties in real property transactions and that provides training and guidance to Members and Member Boards in grievance, ethics, arbitration and mediation procedures pursuant to the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® and the Missouri Supplement thereto.

d. Statewide Professional Standards.

- i. Structure. The State Association's Professional Standards program shall have five (5) committees and shall operate in accordance to Article XIV of the Bylaws and Policy 209. All such committees shall report to the Risk Management Committee. (2015)

Policy 104 - Member Network Committee.

Section 1. Purpose. The Member Network Committee is responsible for furthering the State Association's mission of connecting members through various media and events. In furtherance of this purpose, the Member Network Committee shall:

- a. coordinate a program that brings members together, both in-person and online, for purposes of professional development and networking;
- b. act as a resource to the State Association staff to provide the most efficient and effective means of communications with members through various channels,
- c. identify and recommend opportunities for the use of press releases and other public dissemination of information;
- d. deploy, direct, and manage various Output Groups as it may determine are necessary to carry out its purpose and which are approved by the Executive Committee; and

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- e. discontinue one or more of its affiliated Output Groups after recommendation and approval by the Executive Committee. (2015)

Section 2. – Member Network Output Groups. The following Output Groups will be subordinate and report to the Member Network Committee until discontinued as provided in Section 1.e above.

a. Commercial Output Group.

- i. Purpose. To encourage and foster membership and participation by commercial real estate practitioners in the State Association and to provide a forum for the exchange of information of interest to commercial real estate practitioners.

b. Communications Output Group.

- i. Purpose. To serve in an advisory capacity to the State Association staff in order to assist in meeting the State Association's overall communication and marketing objectives.

c. Consumer Education Output Group.

- i. Purpose. To develop and implement consumer education and awareness programs in partnership with and funding through the Missouri REALTORS Education Foundation.

d. Leadership Development Output Group.

- i. Purpose. To further the cultivation and development of leaders within the State Association as well as at the local and national REALTOR levels including, without limitation, organizing and conducting the State Association's Leadership Academy, Local Leadership Launch and Missouri Leader Certification.

e. Professional Development Output Group.

- i. Purpose. To develop, market, and provide members with professional development opportunities including, without limitation, education, training and diversity awareness.

f. Specialty Groups Output Group.

- i. Purpose. To coordinate the efforts of the State Association with third party 'specialty groups' that are aligned with the State Association to promote benefits, resources and opportunities available to all REALTORS® to increase their skills, knowledge, and competence, while networking and building working relationships between the State Association and such 'specialty groups'. (2017)

Policy 105 – Issues Mobilization and Advocacy Program

This policy shall provide for a special program of the State Association known as the Issues Mobilization and Advocacy Program ("Issues Program"). The Issues Program shall be

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administered by the Advocacy Committee for the purposes and with the duties and responsibilities as set forth in this Policy 105. The Issues Program shall be funded by the special account established by the Bylaws of the State Association and known as the Issues Reserve Fund.

Section 1. Purpose.

- (a) To support or oppose federal, state and local issues that impact real property and real property owners in Missouri.
- (b) To support grassroots lobbying and educational efforts related thereto.
- (c) To improve public policy by encouraging and stimulating members and others to take a more active and effective part in governmental decision-making and the legislative process.
- (d) Funds shall not be used for support of candidates or for any purpose prohibited by federal, state, or local law.

Section 2. Duties.

- (a) The Advocacy Committee shall administer the Issues Program subject to the approval of the Executive Committee.
- (b) Other than State Association issues, all requests for aid from Issues Program for member boards/associations will be approved based on adherence to Issues Program's purposes.
- (c) All claims on the Issues Reserve Fund shall be submitted to the CEO of the State Association and paid by the State Association as authorized by the Advocacy Committee subject to final approval by the Executive Committee.

Section 3. Procedures.

- (a) Other than State Association issues, all requests for assistance must be submitted by or through a member board/association. Said member board/association shall evaluate the request for assistance to determine if it meets one (1) or more of the purposes outlined in Section 1.

Note: If it is anticipated that assistance from the Issues Program might be requested on any issues at the local level, it is imperative that the member board/association file a request for assistance with the Advocacy Committee as early as possible. The Advocacy Committee must have the opportunity to participate in the early stages of any issue which may be appropriate for assistance through the Issues Program.

- (b) If, after review of the issue, the member board/association feels involvement by the Advocacy Committee is warranted, the president of the member board/association shall complete the Local Board Funding Request Form and submit the form to the CEO of the State Association which shall include:

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1. A formal request that the matter be considered by the Advocacy Committee.
 2. A summary of the facts and circumstances surrounding the issue.
 3. A statement explaining why the Member board/association feels the involvement of the Advocacy Committee is warranted and setting forth the reasons that the Member board/association feels this issue has statewide impact.
 4. An estimate of the total anticipated expenses to support or oppose the issue.
 5. A specific statement regarding the amount of funds the member board/association is requesting from the Issues Reserve Fund.
- (c) Any request for assistance by a member board/association shall be forwarded by the CEO of the State Association to all members of the Advocacy Committee.
- (d) The State President or Chair of the Advocacy Committee may call a special meeting of the Advocacy Committee. Representatives of the member board/association involved may appear before the Advocacy Committee and make an oral presentation regarding the issue and the reasons why the member board/association feels it is worthy of support through Issues Program. If the Advocacy Committee rejects a request, the request may be appealed to Executive Committee and if rejected there, then to the State Association's Board of Directors.

Section 4. Administration.

- (a) If the Advocacy Committee determines an issue is worthy of support, disbursement of monies from the Issues Reserve Fund, up to the amount authorized, shall take place in the following fashion:
1. The member board shall submit an estimate of costs and related expenses associated with the issue to the CEO of the State Association.
 2. The CEO shall be authorized to issue check(s) to the proper vendors involved with the issue. No checks shall be issued to members of the State Association.
- (b) When the amount of funds authorized for an issue is exhausted, additional funds may be requested. Such request shall be submitted by the member board/association president and shall include:
1. A summary of the current status of the issue.
 2. A statement of all expenses incurred to date and an estimate of additional expenses anticipated to carry the issue to a satisfactory conclusion.
 3. A specific statement regarding the amount of additional funds the member board/association is requesting from the Issues Reserve Fund.
- (c) Upon receipt of the supplemental request and necessary documents, the procedures outlined in Section 3 hereof shall be implemented. (2015)

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Policy 106 – Virtual Meetings

Section 1. Virtual Meeting Attendance. Except for the Annual meeting and regularly scheduled meetings of the State Association Board of Directors or as otherwise specifically set forth in the State Association's Bylaws, this Statement of Policy, or as otherwise prohibited by law, the Chair of any committee, Output Group, forum, work group, task force or any other such group of State Association members as may exist from time to time pursuant hereto may, at the discretion of such Chair, allow any or all members of such group to participate in a meeting of such group by means of a telephone or video conference or by any means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence at the meeting. (2015)

Policy 202 – Recording Educational Sessions

The State Association reserves all rights to educational sessions so sponsored by the State Association. The preparation of taped recordings, audio-visual tracks or the like for subsequent use without prior consent of the State Association is expressly prohibited.

Policy 208 – REALTOR® Institute

The Missouri REALTOR® Institute shall follow the guidelines recommended by the National Association of REALTORS® provided, however, that nothing in this Policy 208 shall require the State Association to offer REALTOR Institute classes in person.

Section 1. Requirements.

- a. **Qualifications:** A non-member of the State Association shall be permitted to enroll for all courses of the Institute, but shall not be permitted to use the GRI designation until becoming a member of the State Association. In the event of a lapse in membership, a designee shall not be entitled to the use or privileges of the GRI designation until such time as membership is reinstated.
- b. **Course Fees:** Course fees for the REALTOR® Institute shall be established by the Executive Committee.
- c. **Completion of Accredited Course Work:** A minimum of ninety (90) hours of accredited REALTOR® Institute course credit shall be successfully completed, including all those courses that shall cover objectives required by the National Association of REALTORS®. GRI students will have five (5) years to complete GRI designation coursework. An average passing grade of seventy percent (70%) shall be achieved on each course. Students who receive a grade lower than seventy percent (70%) shall be entitled to take the examination in any course a second time at the Headquarters of the State Association or at the office of the cooperating Board of REALTORS®. A test administration fee not to exceed \$25 may be charged for the retesting. If the student does not pass the second test, the student shall be required to take the course again and shall pay full registration fees for such course. There shall be no "challenging" or "testing"

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out" of courses. (2007)

- d. Sequence of Courses: There shall be no requirement that courses are completed in a defined order.
- e. Transfer of Credit: A member who has received the GRI designation from another REALTOR® Institute accredited state, shall, upon application, be awarded full standing and credit as a Missouri REALTOR® Institute graduate. A member who has begun the REALTOR® Institute program in another state may transfer such course credit, provided that such course credit is applicable to the Missouri REALTOR® Institute program. Full documentation of submissions shall be required.

Section 2. Operating Procedures.

- a. Implementation: Routine operating procedures for the implementation of REALTOR® Institute courses shall be governed by the Member Network Committee and implemented by staff.
- b. Continuing Education Credit: When a REALTOR® Institute course is approved for Continuing Education credit, all students completing the course shall be awarded Continuing Education Certificates, provided they have met the attendance requirements of the Missouri Real Estate Commission.
- c. Faculty: The selection and retention of instructors for the REALTOR® Institute shall be according to the policies of the Faculty Manual, as approved by the Board of Directors. (1996)
- d. Awarding of the GRI Designation: Upon successful completion of all course work for the GRI designation, the student shall receive a certificate of completion and a GRI pin, to be awarded by the student's Board of REALTORS®. Successful completion shall include passing grades in all courses, payment of all fees, and current paid membership in the State Association. Current employment as a paid Executive Officer of a local Board/Association of REALTORS® may be substituted for the requirement that a GRI designee have current paid membership in the State Association. (1996)

Section 3. Refunds and Cancellations.

- a. Cancellations by Registered Student, State Association Sole Sponsor:
 - 1. Those who cancel at least thirty (30) days in advance: One hundred percent (100%) of the registration fee will be refunded by State Association check to registrants who cancel at least thirty (30) days prior to the event, except that any charge card handling or bank service fee will not be refunded.
 - 2. Those who cancel at least fourteen (14) days in advance will receive refunds of one-half (1/2) of the cost of registration.
 - 3. Those who cancel less than fourteen (14) in advance or who fail to attend without prior notice will receive no refund.

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4. The State Association CEO may make exceptions to this provision because of personal illness, death in the family, or other emergency rendering attendance impossible. (2008)
- b. Cancellation by Registered Student, Member Board Cooperating Sponsor: If a Member Board is, by signed agreement, a cooperating sponsor of a REALTOR® Institute course under an agreement where the Board/Association acts as a Cooperating Sponsor, the Board of Directors of the Member Board/Association shall be empowered to establish a refund policy in accordance with local needs and preferences. Such policy, however, shall incorporate the acceptance of State Association credit vouchers, which may be submitted to the State Association by the Member Board/Association as part of any payment due and owing as part of a cooperating sponsorship. Refund policies established by Member Boards/Associations shall not incorporate any change to the State Association's published schedule of fees and charges and shall be designed to assure that the Board's/Association's ability to meet financial obligations to the State Association, as part of a cooperating sponsorship agreement, is not impaired.
- c. Cancellation of Course by the State Association: If any REALTOR® Institute course is canceled by the State Association, all registrants will receive a full refund by State Association check, less charge card handling and/or bank service fees. (2015)
- d. Cancellation of Course by Board/Association as Cooperating Sponsor: If a REALTOR® Institute program is to be canceled by the Member Board/Association under any host or co-sponsoring option, the following provisions will apply.

Until fourteen (14) days prior to beginning of course, the Board/Association may cancel by notifying the State Association Education Department; however, the Board/Association must pay for any non-refundable direct expenses assumed by the State Association (and/or the Board/Association) in connection with the course, including:

- (i) non-refundable airline tickets (or portions thereof) for instructors;
- (ii) facility and hotel accommodation cancellation costs;
- (iii) postage and printing costs for State Association promotional activities for the course;
- (iv) other direct expense undertaken by the State Association and/or the Board/Association on behalf of the course.

Ten (10) or fewer days prior to beginning of course, the Board/Association may cancel by notifying the State Association; however, the Board/Association must pay nonrefundable direct expenses (i) through (iv) above, plus:

- (v) A cancellation reimbursement up to the full amount of instructional fees agreed upon for each instructor scheduled for the canceled course; and
- (vi) \$100 indirect cost reimbursement to the State Association for each day of canceled instruction.

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For all cancellations of courses by a Board/Association, the Board/Association will notify in writing all students who have registered for the course and will provide for notification of "walk-in" registrants by having personnel present at the selected site or arranging for signs to be posted. Refunds shall be made according to local Board/Association policy.

Policy 209 – Statewide Professional Standards

Section 1. Purpose. The State Association shall have a Grievance Committee, Citation Committee, Professional Standards Committee, Arbitration Committee and Mediation Committee to facilitate the Statewide Professional Standards process and to hold hearings, appeals and procedural reviews for complaints alleging violations of membership duties and as otherwise provided in the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® (the "COEAM"). Complaints alleging violations of membership duties will be governed by the processes for Ethics Hearings and Ethics Complaints. *The* COEAM shall govern all matters under this Policy. (2016)

- (a) All Committees: Members of the following committees shall be appointed by the President. New appointments for each committee shall be made for three (3) year terms, as each term expires, except as provided herein. There will not be a term limit. (2016)
 1. Grievance Committee: This committee will be comprised of members, no less than twenty-five (25) members who meet the minimum requirements as outlined in the COEAM. (2016)
 2. Citation Committee: This committee will be comprised of no less than fifteen (15) members. Members serving on the Citation Committee must have served on the Professional Standards Committee for at least six (6) of the past eight (8) years. Panels of at least three (3) members (a "Citation Panel") shall be selected to review ethics complaints to determine eligibility for the citation program and any appropriate citations. (2016)
 3. Professional Standards Committee: This committee will be comprised of no less than twenty-five (25) members, who meet the minimum requirements as outlined in the COEAM. Eligible members will be required to have previously served on the Grievance Committee. (2016)
 4. Arbitration Committee: This committee will be comprised of no less than twenty-five (25) members, who meet the minimum requirements as outlined in the COEAM. Eligible members will be required to have previously served on the Grievance Committee. (2016)
 5. Mediation Committee: This committee will be comprised of no less than ten (10) members, who are experienced in mediation services. Members of the Mediation Committee shall also serve as ombudsmen. Members shall be appointed initially in terms of one (1), two (2), and three (3) years. New appointments shall be made for three (3) year terms, as each term expires. (2016)

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Section 2. Training. Members of the Grievance Committee, Citation Committee, Professional Standards Committee, Arbitration Committee and the Mediation Committee shall be required to participate in Professional Standards training, as offered through the State Association. For every new three (3) year term, members on the Statewide Process Committees must take training in the year of appointment or the first (1st) year of the three (3) year term. (2015)

Section 3. Fees. Local Board/Associations who choose to participate in the Statewide Professional Standards process will be billed an annual fee. The amount of the fee shall be set forth in the annual budget and approved by the Board of Directors. The Statewide Professional Standards fee shall be paid to the State Association in the same manner as membership dues. The fee is due January 1 of each year but will be deemed late if not paid by March 31. The membership count will be based on the number of members for which MAR has received dues. Local Boards that submit additional dues payments for members that join the Association or reinstate their membership after the initial payment for the year will include the fee for each additional member. Late payment of this fee will be subject to a Late Fee as set forth in Article XV, Section 10. (2015)

Boards/Associations not otherwise participating in the Statewide Professional Standards process will be empowered to refer cases for disposition through the statewide process, but will be charged for the cost of such services at the time they are provided.

Section 4. State Association Administered Arbitration and Mediation.

(a) Arbitration:

1. **Filing Fee:** There shall be a filing fee of \$250 for each party to an arbitration. The fees paid by all parties shall be retained by the State Association. If, however, a dispute is settled through State Association Administered Mediation, the filing fees of all parties shall be returned.
2. **Procedure:** Upon receipt of a properly filed petition for arbitration, mediation services shall be offered to parties prior to review of the arbitration request by the Grievance Committee except where any party requests the Grievance Committee's determination whether an arbitrable issue exists between the named parties and whether the parties would be required to arbitrate. The State Association shall provide arbitration services for petitions which are classified as "mandatory" or "voluntary", except "voluntary" arbitrations described as type four (4) in Section 44 of Part Ten in the COEAM. If the parties do not agree to mediate or if any party requests a determination from the Grievance Committee, a disinterested panel of no less than three (3) members will be selected from the members of the State Association Grievance Committee to consider the petition. If the Grievance Committee agrees that the arbitration shall be heard, a disinterested hearing panel, no less than three (3), will be selected from the members of the State Association Arbitration Committee. The arbitration hearing will be conducted in accordance with the COEAM. (2016)

If the Grievance Committee dismisses the petition as not being arbitrable, the

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petitioner may appeal the dismissal. The appeal shall be heard in the manner provided for in the COEAM. The appeal panel will be composed of members of the State Association Board of Directors as appointed by the President. Appointments will be based on expertise and the panel will contain a minimum of six (6) members and a maximum of ten (10). (2016)

3. Expenses of the Arbitration:
 - (a) The parties to the arbitration shall pay their own legal fees and other costs incidental to their own participation.
 - (b) The State Association shall provide a recorder and services of Legal Counsel for the State Association.
 - (c) Expenses of the panel members shall be paid by the State Association per Policy 444. (2015)
 - (d) In the case of “voluntary” arbitrations, the State Association shall recover all of its costs and expenses including but not limited to legal fees from the parties. (2016)
 4. Location: Hearings shall be conducted at a venue which shall be as geographically convenient as possible to the Panel Members and the parties, in order to avoid undue travel expenses and investment of time.
 5. Procedural Review:
 - (a) Initiation: Requests shall be made in writing and shall be accompanied by a non-refundable \$250 deposit.
 - (b) Procedure: Procedural review panels will be composed of members of the State Association Board of Directors as appointed by the President. Appointments will be based on expertise and the panel will contain a minimum of six (6) members and a maximum of ten (10). Procedural reviews shall be held only on those bases set forth in the COEAM. (2016)
- (b) State Association Administered Mediation:
1. Initiation:
 - (a) For otherwise arbitrable issues: The State Association shall only offer Mediation services after receipt of a properly filed arbitration petition. When such a petition for Arbitration has been received, mediation services shall be offered to parties prior to review of the arbitration request by the Grievance Committee except where: 1) any party requests the Grievance Committee’s determination whether an arbitrable issue exists between the named parties and whether the parties would be required to arbitrate; or 2) the arbitration is classified as the “voluntary” type four (4) arbitration described in Section 44 of Part Ten in

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the COEAM . Where any party initially declines to mediate pending the Grievance Committee's review of the arbitration request, the parties shall in all instances again be offered the opportunity to mediate following the Grievance Committee's review. (2016)

- (b) For ethics issues: Upon receipt of a properly filed ethics complaint, the State Association shall contact the complainant and explain the availability of the State Association administered ombudsman and mediation programs and how each process differs from that of the formal ethics complaint process. If the complainant wishes to pursue a resolution via the State Association administered ombudsman and/or mediation processes, the filing deadline for the ethics complaint at issue shall be tolled until either: 1) the mediation/ombudsman process(es) are completed; or 2) the other party(ies) refuse(s) to participate in the State Association administered mediation and/or ombudsman process(es). (2016)
2. Procedure: Upon receipt of a signed Agreement to Mediate from each party, a mediator will be selected from among the members of the Mediation Committee. The mediation will be held at a venue which shall be as geographically convenient as possible for the parties and the mediator
 3. Expenses of the Mediation:
 - (a) Parties will pay their own expenses.
 - (b) Expenses of the mediator shall be paid by the State Association per Policy 444.
 - (c) If the mediation is successful, the filing fees (if any) of the parties will be refunded in equal parts. (2016)
 - (d) In any case where the parties agree to participate in a mediation regarding an arbitrable matter which is classified as a "voluntary" arbitration, the State Association shall recover all of its costs and expenses including but not limited to its legal fees from the parties. (2016)

Section 5. State Association Administered Ethics.

(a) Ethics Complaints.

1. Filing Fee: There shall be no filing fee for any party to an ethics proceeding administered by the State Association.
2. Procedure: Upon receipt of a properly filed ethics complaint, the State Association shall contact the complainant and explain the availability of the State Association administered ombudsman and mediation programs and how each

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process differs from that of the formal ethics complaint process. If the complainant wishes to pursue a resolution via the State Association administered ombudsman and/or mediation processes, the filing deadline for the ethics complaint at issue shall be tolled until either: 1) the mediation/ombudsman process(es) are completed; or 2) the other party(ies) refuse(s) to participate in the State Association administered mediation and/or ombudsman process(es). If the complainant does not wish to pursue an alternative form of dispute resolution, a disinterested panel of no less than three (3) members will be selected from the members of the State Association Grievance Committee to consider the complaint. Unless the Grievance Committee dismisses the complaint, it shall first determine the following: (2016)

- (a) If the complaint includes only Articles and supporting Standards of Practice which are subject to the State Association's Ethics Citation Policy (a copy of which is attached hereto and incorporated herein as Appendix I), the Grievance Committee will forward the complaint to the Citation Committee for processing in accordance with the State Association's Ethics Citation Policy. If the complaint is referred back from the Citation Committee, the Grievance Committee will forward the complaint directly to the State Association Professional Standards Committee for hearing. (2016)
- (b) If the complaint includes Articles or supporting Standards of Practice which are not subject to the State Association's Ethics Citation Policy, the Grievance Committee will forward the complaint directly to the State Association Professional Standards Committee for hearing. (2016)

Upon referral of a complaint from the Grievance Committee, the Professional Standards Committee will form a disinterested hearing panel, no less than three (3) to hear the matter, which will be selected from the members of the State Association Professional Standards Committee. All hearing procedures will follow in accordance with the COEAM. (2016)

3. Expense of the Hearing: The parties to the hearing shall pay their own legal fees and other costs incident to their own participation. Under no circumstances shall a party to an ethics proceeding be responsible for another party's costs. Expenses of the panel members shall be paid by the State Association per Policy 444.

If one or more parties to an ethics hearing is found by a panel of the Professional Standards Committee (the "Panel") to be in violation of the Code of Ethics or other membership duty, each violator shall be assessed an administrative processing fee of \$500 (the "Processing Fee"), which shall be remitted to the State Association. Any Processing Fee shall be in addition to, and not part of, any disciplinary sanction(s) imposed by the Panel. The State Association must receive the full balance of any assessed Processing Fees no later than thirty (30) days following notice to the parties of confirmation of the Panel's decision by the Leadership Team. (2018)

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4. Location: Hearing shall be conducted at a venue which shall be as geographically convenient as possible to the Panel Members and the parties, in order to avoid undue travel expenses and investment of time.
- (b) Appeals and Confirmations of Ethics Decisions: (2015)
1. Initiation of request: Appeals shall be made in writing and shall be accompanied by a \$250 appeal deposit. (2015)
 2. Procedure: Appeals from Grievance Committee decisions and ethics hearings shall be heard in the manner provided for in the *COEAM*. Appeal Panels, whether for appeals of Grievance Committee decisions or from ethics hearings, will be composed of members of the State Association Board of Directors as appointed by the President. Appointments will be based on expertise and the panel will contain a minimum of six (6) members and a maximum of ten (10). (2015)
 3. Location: Appeals shall be conducted at a venue which shall be as geographically convenient as possible to the Panel Members and the parties, in order to avoid undue travel expense and investment of time. (2015)
 4. In the absence of a request for appeal, the Leadership Team of the State Association will act as the “Board of Directors” as that term is used in Section 23(b) and otherwise in the *COEAM* in confirming decisions of ethics hearing panels. (2015)

Policy 216 – REALTORS® Commercial Alliance (RCA) Accreditation/Coordinator

Section 1. Purpose. To utilize products, programs and services from the National Association of REALTORS® and the REALTORS® Commercial Alliance Accreditation program as a public relations tool for the real estate community at large. The State Association shall implement programs, products, services and activities to achieve the minimum requirements to maintain the National Association of REALTORS® RCA Accreditation, if any.

Section 2. Structure. The President shall appoint an RCA Coordinator. The RCA Coordinator shall coordinate non-residential focused activities so there is unique programming, effective communication, maximum use of resources and efficient scheduling. The RCA Coordinator shall work with the Chairs of the Commercial Committee, Economic Development Council, Appraisal Section and Property Management Section to achieve the purpose.

Section 3. Term. The term of the Coordinator shall run concurrent with that of the President.

Policy 217 – Missouri Young Professionals Network (YPN)

The Missouri Young Professionals Network or Missouri YPN is approved by the National Association of REALTORS® and is sponsored by the State Association.

Section 1. Purpose. YPN is a member-driven organization that helps young real estate professionals excel in their careers by giving them the tools and encouragement to become

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involved in four core areas:

- a. Attend REALTOR® conferences and pursue leadership roles with their local, state, and national associations.
- b. Take an active role in policy discussions and advocacy issues; be informed about the latest industry news and trends.
- c. Network and learn from one another by attending events, participating in online communication, and seeking out mentoring opportunities.
- d. Become exceptional members of their community by setting a high level of REALTOR® professionalism and volunteering for causes they feel passionate about.

Section 2. Structure.

- a. Membership in Missouri YPN is free and open to any REALTOR® regardless of age.
- b. Members may join online by filling out the registration form on the web site www.missouriyypn.com, or by requesting to join the Face book group. Other ways to join YPN is by attending events and registering your contact information with the Membership Director, or other methods deemed appropriate by the Advisory Board. Member must be a licensed REALTOR® in good standing with the State Association and all requests to join YPN, meeting the criteria, will be accepted.
- c. The President shall appoint an advisory board (the “Advisory Board”) to include a Chair and Vice Chair
to oversee the activities of the YPN. The President-Elect shall make recommendations to the President for Vice Chair appointments.
- d. The Advisory Board shall consist of at least seven (7) and no more than twelve members and shall include a Chair – responsible for overseeing YPN meetings and serve as main spokesperson for the group; a Vice-Chair to work in conjunction with the Chair; and five (5) other positions appointed from amongst the members of the Advisory Board by the Chair:
 - I. Membership director – in charge of recruitment and obtaining current member contact information for member database; State Association to hold master database;
 - II. Events director – planning and coordinating YPN activities and reaching out to potential sponsors;
 - III. Communications director – promoting YPN activities and responding to YPN inquiries;
 - IV. Mentoring – providing experience, guidance and support; and
 - V. Social Networking/Technology – overseeing the website and online activities and interaction.

Remaining members of the Advisory Board shall be at-large positions. (2015)

Section 3. Terms.

- a. Members of Missouri YPN shall be deemed members unless they opt-out of membership.

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- b. Members of the Advisory Board shall serve for staggered three-year (3) terms.
- c. There shall be no limit to the number of terms that may be served consecutively by the Chair, Vice Chair, or advisory board members in any of the positions including at-large.
- d. The terms of the Advisory Board shall commence on January 1. (2015)

Section 4. Duties.

- a. Maintain professionalism in all communications – whether in person or via e-mail – and keep the focus of events on how to help members succeed in business.
- b. Use the official YPN logo to benefit from the brand recognition of national YPN.
- c. Promote YPN national and local events through regular communications with YPN members.
- d. YPN does not sell member contact information to any third party, including event sponsors.
- e. Plan at least two (2) events a year (such as networking events, meetings, education sessions, Webinars, etc.).
- f. Maintain at least fifteen (15) members.
- g. Strive to be recognized as the network of the year.
- h. Further the national mission.
- i. Not infringe on other YPN territories – YPN networks are to be connected to the local or state REALTOR® association or board to ensure that there is no overlap of networks. If there's another YPN network already formed nearby, the association might decide to team up with a neighboring association to form one stronger YPN. (2015)

Section 5. Accounting. All monies and sponsorships received shall be handled by the State Association in accordance with the bylaws and policies already established.

Section 6. Liability. The State Association shall provide all liability policies as per the current structure, guidelines and bylaws already established for the directors, officers and members of the Missouri YPN. (2010)

Policy 280 – REALTOR®-of-the-Year Committee

Section 1. Purpose. To select one (1) REALTOR®-of-the-Year (ROTY). (2007)

Section 2. Structure.

- (a) **Committee Membership:** Committee membership shall consist of all past recipients of the REALTOR®-of-the-Year Award who are State Association members in good standing. (2014)
- (b) **Committee Chair:** The Committee Chair shall be the ROTY recipient for the year that is two (2) years immediately preceding the then current award year (*e.g.* the 2014 Committee Chair shall be the 2012 ROTY recipient). If for any reason this person is unwilling or unable to serve, the Committee Chair shall be passed to the ROTY

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recipient for the year immediately preceding the Committee Chair's award year and so on until one person is willing and able to serve. (2014)

Section 3. Term. Committee membership shall be lifetime.

Section 4. Nominations.

- (a) By Member Boards/Associations. Except as provided in subparagraph 4(b) below, nominations for the ROTY award shall be submitted to the Committee only by Member Boards/Associations of the State Association. Each Member Board/Association shall be entitled to one (1) new nominee per year. No nominee can also be a nominee for REALTOR®- Salesperson of the Year. Each nominee must be a primary member of the nominating Member Board/Association, and hold either a broker-officer, broker-manager, broker-associate or broker-partner license (i.e., a nominee who holds a broker-salesperson license would not qualify). In addition to submitting a new nomination, Member Boards/Associations may update the credentials of one or more previous nominees by completing an annual update form for a previous year's nominee. A previous year's nominee may only be updated four (4) times but nothing shall prevent a member Board/Association from submitting a previous nominee as their new nominee. If an annual update form is not submitted, a previous year's nominee shall no longer be a nominee for ROTY. Nomination and annual update forms shall be provided by the State Association and pre-approved by the Committee. All nomination and annual update forms must be delivered to the State Association no later than May 1 of each year. The State Association shall send a notice of the May 1 due date by electronic mail to the Association Executive and President of each Local Board/Association no later than March 15 of each year.
- (b) By Committee Members. In addition to Member Board/Association nominations, any Committee Member may nominate one or more candidates. Nominations by a Committee member shall be accompanied by a completed nomination form and require that copies of the nominee's credentials be made available to each Committee member at least fourteen (14) days in advance of the Committee's annual meeting.
- (c) Photographs. A current photograph of the nominee must accompany all nomination and annual update forms.

Section 5. Committee Procedures.

- (a) Annual Meeting. The Committee shall hold its annual meeting at least thirty (30) days before the State Association's Annual Meeting. Members may attend the annual meeting and any subsequent meeting in person or by conference call. In order to conduct business, a quorum must be in attendance. A quorum shall be at least one-third (1/3) of all Committee members. All Committee members in attendance are expected to have reviewed the nomination and annual update forms of all nominees prior to the annual meeting.
- (b) Initial Voting. After Committee members have been allowed the opportunity to nominate additional candidates as provided in Section 4(b) above, but before discussion of any

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nominees, each Committee member that is present will vote for one (1) nominee by secret written ballot. If Committee members are in attendance via conference call, their ballots shall be cast by online voting and tallied with the written ballot. The Chair and a State Association staff person will immediately count the ballots in private and announce only the top three (3) vote recipients, including ties (“Finalists”).

- (c) **Finalist Voting.** The Committee will then have open discussion regarding the qualifications of each Finalist. After the discussion has been completed, each Committee member that is present will vote for one of the Finalists. The Finalist vote will be by roll call. The Finalist who receives a majority of votes cast shall be the ROTY. If no Finalist receives a majority of votes cast, then the two (2) Finalists receiving the most votes (including ties) will be the subject of a run-off vote by the same process. If the run-off vote results in a tie, there will be additional discussion among Committee members and then a second run-off vote will be taken by the same process. If, at any time after the second run-off vote, the Committee decides by majority vote that no nominee can be elected at the annual meeting, the annual meeting will be adjourned and a subsequent meeting will be scheduled prior to the State Association’s Annual Meeting with the only order of business being discussion about the two (2) remaining Finalists and conducting one or more run-off votes by the same process.
- (d) **No Award.** The Committee may, at any time during the above process, choose not to award the ROTY award. Such decision shall be by a supermajority vote of at least 66% of the Committee members in attendance.
- (e) **Administrative Processing.** It is the intent that the processing and administration of all nomination and annual update forms, the delivery of all notices and credentials, and the conduct of all other business and matters required of the Committee pursuant to this Policy 280 may and shall be conducted electronically; provided, however, that any Committee member may require, upon written request, to be provided with only “hard copies” of any such materials or documentation.
- (f) **NAR Representation.** The REALTOR® of the Year honoree shall, if possible, represent the State Association at REALTOR® of the Year events at the National Association of REALTORS® Convention. Reimbursable expenses for attendance at the NAR Convention are subject to Policy 444. (2015)

Policy 281 – REALTOR® Salesperson-of-the-Year Committee

Section 1. Purpose. To select the State Association REALTOR® Salesperson-of-the-Year (“RSOTY”).

Section 2. Structure.

- (a) **Committee Membership:** Committee membership shall consist of all past RSOTY recipients, except those who have received the State Association REALTOR®-of-the-Year award (“ROTY”), who remain in good standing as a member of the State Association.

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- (b) Committee Chair: The Committee Chair shall be the RSOTY recipient for the year that is two years immediately preceding the then current award year (e.g., the 2010 RSOTY recipient shall be the 2012 Committee Chair). If for any reason this person is unwilling or unable to serve, the Committee Chair shall be passed to the RSOTY recipient for the year immediately preceding the Committee Chair's award year and so on until one person is willing and able to serve.

Section 3. Term. Committee membership shall be lifetime except for those who have received the ROTY or who have notified the Committee in writing of their desire to no longer participate.

Section 4. Nominations.

- (a) By Member Boards/Associations. Except as provided in subparagraph 4(b) below, nominations for the RSOTY shall be submitted to the Committee only by Member Boards/Associations of the State Association. Each Member Board/Association shall be entitled to one (1) new nominee per year. Each such nominee must hold either a broker-salesperson or salesperson license. In addition to submitting a new nomination, Member Boards/Associations may update the credentials of one or more previous nominees by completing an annual update form for a previous year's nominee. A previous year's nominee may only be updated four (4) times but nothing shall prevent a member Board/Association from submitting a previous nominee as their new nominee. If an annual update form is not submitted, a previous year's nominee shall no longer be a nominee for RSOTY. Nomination and annual update forms shall be provided by the State Association and pre-approved by the Committee. All nomination and annual update forms must be delivered to the State Association no later than March 31 of each year. The State Association shall send a notice of the March 31 due date by electronic mail to the Association Executive and President of each Local Board/Association no later than January 15 of each year. Such notice may also be posted electronically and/or otherwise made available to the entire State Association membership.
- (b) By Committee Members. In addition to Member Board/Association nominations, any Committee member may nominate one or more candidates, but only by doing so in writing or via electronic mail a minimum of fourteen (14) days prior to the Committee's annual meeting. Any such nomination by a Committee member shall also be accompanied by a completed nomination form and copies of the nominee's credentials, which shall also be made available to each Committee member in attendance at the annual meeting.
- (c) Photographs. A current photograph of the nominee must accompany all nomination and annual update forms.

Section 5. Committee Procedures.

- (a) Annual Meeting. The Committee shall hold its annual meeting at least thirty (30) days prior to the State Association's Annual Meeting. Members may attend the annual meeting and any subsequent meeting in person or by conference call. In order to conduct business, a quorum must be in attendance. A quorum shall be at least one-third

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(1/3) of all Committee members. All Committee members in attendance are expected to have reviewed the nomination and annual update forms of all nominees prior to the annual meeting.

- (b) Initial Voting. After Committee members have been allowed the opportunity to nominate additional candidates as provided in Section 4(b) above, but before discussion of any nominees, each Committee member that is present will vote for one (1) nominee by secret written ballot. In the event that Committee members are in attendance via conference call, their ballots shall be cast by online voting and tallied with the written ballot. The Chair and a State Association staff person will immediately count the ballots in private and announce only the top three (3) vote recipients, including ties (“Finalists”).
- (c) Finalist Voting. The Committee will then have open discussion regarding the qualifications of each Finalist. After the discussion has been completed, each Committee member that is present will vote for one of the Finalists. The Finalist vote will be by roll call. The Finalist who receives a majority of votes cast shall be the RSOTY. If no Finalist receives a majority of votes cast, then the two (2) Finalists receiving the most votes will be the subject of a run-off vote by the same process. If the run-off vote results in a tie, there will be additional discussion among Committee members and then a second run-off vote will be taken by the same process. If, at any time after the second run-off vote, the Committee decides by majority vote that no nominee can be elected at the annual meeting, the annual meeting will be adjourned and a subsequent meeting will be scheduled prior to the State Association’s Annual Meeting with the only order of business being discussion about the two remaining Finalists and conducting one or more run-off votes by the same process.
- (d) No Award. The Committee may, at any time during the above process, choose not to award the RSOTY award. Such decision shall be by a supermajority vote of at least 66% of the Committee members in attendance.

Policy 285 – Richard Mendenhall Award Committee

Section 1. Purpose. To select the recipient of the Richard A. Mendenhall Award. Richard A. Mendenhall, a past President of the State Association and the National Association of REALTORS®, has been a role model of the REALTOR® Leader at the local, state and national level during his entire career as a REALTOR®. The purpose of the Richard A. Mendenhall Award is to recognize a Missouri REALTOR® who, through career-long contributions, exemplifies Richard A. Mendenhall’s leadership skills, commitment to service and enthusiastic “spirit.”

Section 2. Structure.

- (a) Committee shall consist of all past recipients of the Richard A. Mendenhall Award. (2015)
- (b) The Chair of the Committee shall be the recipient of the Award two years prior to the year of selection. If the recipient two years prior is unable or unwilling to serve, the Chair shall pass to the recipient in the next prior year and so forth until a past

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recipient is able and willing to serve as Chair. (2015)

- (c) A quorum of this Committee shall be a majority of the living Committee members, but not less than six (6).

Section 3. Term. Membership on this Committee for past recipients shall be lifetime.

Section 4. Process.

- (a) Submissions to the Richard A. Mendenhall Award Committee for nominations will be submitted through a Member Board of the State Association. Each Member Board shall be entitled to one (1) new nominee per year. Forms for submission will be provided by the State Association and approved by the Committee. Members of the Committee have the right to nominate qualified candidates for the Award during the Award selection committee meeting. At the Award selection committee meeting, any nominations from the floor must be presented to the committee along with the documented credentials of the nominee. The committee member making the nomination will have copies of the documented credentials for each committee member in attendance.
- (b) Nominations and updates are to be submitted to the State Association. All nominees recommended by each Local Board must be in the State Association office no later than June 1 of each year. Any nominations received after the deadline are ineligible for consideration.
- (c) If they choose to, Member Boards shall be permitted to update previous nominees. An annual update shall be required of each nominee on a Committee approved form. If an annual update is not submitted, the nominee's application shall be deleted.
- (d) A current photograph of the nominee must accompany the nomination form.
- (e) Only one (1) Award shall be presented per year, but the Committee is not required to give the Award in any year. (2010)

Policy 286 – R. Layne Morrill Award Committee

Section 1. Purpose. To select the recipient of the R. Layne Morrill Award. R. Layne Morrill, a past President of the State Association and the National Association of REALTORS®, has been active in politics at the local, state and national level during his entire career as a REALTOR®. The purpose of the R. Layne Morrill Award is to recognize a Missouri REALTOR® who, through career-long political involvement, has significantly advanced the legislative agenda of REALTORS® in Missouri.

Section 2. Structure.

- (a) Committee shall consist of all past recipients of the R. Layne Morrill Award. (2015)
- (b) The Chair of the Committee shall be the recipient of the Award two years prior to the year of selection. If the recipient two years prior is unable or unwilling to serve, the Chair shall

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pass to the recipient in the next prior year and so forth until a past recipient is able and willing to serve as Chair. (2015)

- (c) A quorum of this Committee shall be a majority of the living Committee members, but not less than six (6).

Section 3. Term. Membership on this Committee for past recipients shall be lifetime.

Section 4. Process.

- (a) Submissions to the R. Layne Morrill Award Committee for nominations will be submitted through a Member Board of the State Association. Each Member Board shall be entitled to one (1) new nominee per year. Forms for submission will be provided by the State Association and approved by the Committee. Members of the Committee have the right to nominate qualified candidates for the Award during the Award selection committee meeting. At the Award selection committee meeting, any nominations from the floor must be presented to the committee along with the documented credentials of the nominee. The committee member making the nomination will have copies of the documented credentials for each committee member in attendance.
- (b) Nominations and updates are to be submitted to the State Association. All nominees recommended by each Local Board must be in the State Association office no later than June 1 of each year. Any nominations received after the deadline are ineligible for consideration.
- (c) If they choose to, Member Boards shall be permitted to update previous nominees. An annual update shall be required of each nominee on a Committee approved form. If an annual update is not submitted, the nominee's application shall be deleted.
- (d) A current photograph of the nominee must accompany the nomination form.
- (e) Only one (1) Award shall be presented per year, but the Committee is not required to give the Award in any year. (2010)

Policy 287 – Bruce Aydt Code of Ethics Leadership Award Committee

Section 1. Purpose. To select the recipient of the Bruce Aydt Code of Ethics Leadership Award (the "Award"). Bruce Aydt, a past President of the State Association as well as a National Association Distinguished Service Award recipient, has been a role model as a REALTOR® leader at the local, state and national level during his entire career. The purpose of the Award is to recognize a REALTOR® who throughout his/her career has been a role model in professionalism and made significant contributions by engaging in activities such as offering advice and counsel on the Code of Ethics (the "Code"), teaching the Code to other REALTORS®, serving on grievance and professional standards committees, or embodying the central concepts of honesty, integrity, competence and fair dealing as outlined in the Preamble to the Code.

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Section 2. Structure.

- (a) The Bruce Aytz Code of Ethics Leadership Award Committee (the “Committee”) shall consist of all past recipients of the Award. Should the past recipients of the Award number less than ten (10) (in good standing), the Committee will consist of all Award recipients, with the remaining seats to be appointed by the President from the Leadership Team and the Executive Committee.
- (b) Until there are two (2) past recipients of the Award, the Chair of the Committee shall be the President. Thereafter, the Chair of the Committee shall be the recipient of the Award two (2) years prior to the year of selection. If the recipient two (2) years prior is unable or unwilling to serve, the Chair shall pass to the recipient in the next prior year and so forth until a past recipient is able and willing to serve as Chair.

Section 3. Term. Membership on the Committee shall be lifetime for past recipients in good standing.

Section 4. Nominations.

- (a) By Member Boards. Except as provided in subparagraph 4(b) below, nominations for the Award shall be submitted to the Committee only by Member Boards. Each Member Board shall be entitled to one (1) new nominee per year. Each such nominee must be either a licensed broker or salesperson. In addition to submitting a new nomination, Member Boards may update the credentials of one or more previous nominees by completing an annual update form for a previous year’s nominee. A previous year’s nominee may only be updated four (4) times but nothing shall prevent a Member Board from submitting a previous nominee as their new nominee. If an annual update form is not submitted, a previous year’s nominee shall no longer be a nominee for the Award. Nomination and annual update forms shall be provided by the State Association and pre-approved by the Committee. All nomination and annual update forms must be delivered to the State Association no later than June 1 of each year. The State Association shall send a notice of the due date by electronic mail to the Association Executive and President of each Member Board no later than April 15 of each year. Such notice may also be posted electronically and/or otherwise made available to the entire State Association membership.
- (b) By Committee Members. In addition to Member Board/Association nominations, any Committee member may nominate one or more candidates for the Award during the Committee’s annual meeting. Any such nomination by a Committee member shall also be accompanied by a completed nomination form and copies of the nominee’s credentials, which shall also be made available to each Committee member in attendance at the annual meeting.
- (c) Photographs. A current photograph of the nominee must accompany all nomination and annual update forms.

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Section 5. Committee Procedures.

- (a) Annual Meeting. The Committee shall hold its annual meeting at least thirty (30) days prior to the State Association's Annual Meeting. Members may attend the annual meeting and any subsequent meeting in person or by conference call. In order to conduct business, a quorum must be in attendance. A quorum shall be at least one-third (1/3) of all Committee members. All Committee members in attendance are expected to have reviewed the nomination and annual update forms of all nominees prior to the annual meeting. (2018)
- (b) Initial Voting. After Committee members have been allowed the opportunity to nominate additional candidates as provided in Section 4(b) above, but before discussion of any nominees, each Committee member that is present will vote for one (1) nominee by secret written ballot. If Committee members are in attendance via conference call, their ballots shall be cast by online voting and tallied with the written ballot. The Chair and a State Association staff person will immediately count the ballots in private and announce only the top three (3) vote recipients, including ties ("Finalists").
- (c) Finalist Voting. The Committee will then have open discussion regarding the qualifications of each Finalist. After the discussion has been completed, each Committee member that is present will vote for one of the Finalists. The Finalist vote will be by roll call. The Finalist who receives a majority of votes cast shall be the Award recipient. If no Finalist receives a majority of votes cast, then the two (2) Finalists receiving the most votes will be the subject of a run-off vote by the same process. If the run-off vote results in a tie, there will be additional discussion among Committee members and then a second run-off vote will be taken by the same process. If, at any time after the second run-off vote, the Committee decides by majority vote that no nominee can be elected at the annual meeting, then the annual meeting will be adjourned and scheduled to reconvene prior to the State Association's Annual Meeting, with the only order of business being discussion about the two remaining Finalists and conducting one or more run-off votes by the same process.
- (d) No Award. The Committee may, at any time during the above process, choose not to award the Award. Such decision shall be by a supermajority vote of at least 66% of the Committee members in attendance.

Policy 288 – Elizabeth J. Mendenhall E3 Award Committee

Section 1. Purpose. To select the recipient of the Elizabeth J. Mendenhall E3 Award (the "Award"). Elizabeth J. Mendenhall, a Past President of the State Association and 2018 President of the National Association of REALTORS®, has inspired others with her career long involvement at the local, state and national level. She is defined by Energy, Empowerment and Experience (E3). This Award recognizes a REALTOR® who showcases innovation, dedication and forward thinking in every aspect of his/her career.

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Section 2. Structure.

- (a) The Elizabeth J. Mendenhall E3 Award Committee (the “Committee”) shall consist of all past recipients of the Award. Should the past recipients of the Award number less than ten (10) (in good standing), the Committee will consist of all Award recipients, with the remaining seats to be appointed by the President from the Leadership Team and the Executive Committee.
- (b) Until there are two (2) past recipients of the Award, the Chair of the Committee shall be the President. Thereafter, the Chair of the Committee shall be the recipient of the Award two (2) years prior to the year of selection. If the recipient two (2) years prior is unable or unwilling to serve, the Chair shall pass to the recipient in the next prior year and so forth until a past recipient is able and willing to serve as Chair.

Section 3. Term. Membership on this Committee shall be lifetime for past recipients in good standing.

Section 4. Nominations.

- (a) By Member Boards. Except as provided in subparagraph 4(b) below, nominations for the Award shall be submitted to the Committee only by Member Boards. Each Member Board shall be entitled to one (1) new nominee per year. In addition to submitting a new nomination, Member Boards may update the credentials of one or more previous nominees by completing an annual update form for a previous year’s nominee. A previous year’s nominee may only be updated four (4) times but nothing shall prevent a Member Board from submitting a previous nominee as their new nominee. If an annual update form is not submitted, a previous year’s nominee shall no longer be a nominee for the Award. Nomination and annual update forms shall be provided by the State Association and pre-approved by the Committee. All nomination and annual update forms must be delivered to the State Association no later than June 1 of each year. The State Association shall send a notice of the due date by electronic mail to the Association Executive and President of each Member Board no later than April 15 of each year. Such notice may also be posted electronically and/or otherwise made available to the entire State Association membership.
- (b) By Committee Members. In addition to Member Board/Association nominations, any Committee member may nominate one or more candidates for the Award during the Committee’s annual meeting. Any such nomination by a Committee member shall also be accompanied by a completed nomination form and copies of the nominee’s credentials, which shall also be made available to each Committee member in attendance at the annual meeting.
- (c) Photographs. A current photograph of the nominee must accompany all nomination and annual update forms.

Section 5. Committee Procedures.

- (a) Annual Meeting. The Committee shall hold its annual meeting at least thirty (30) days prior

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to the State Association's Annual Meeting. Members may attend the annual meeting and any subsequent meeting in person or by conference call. In order to conduct business, a quorum must be in attendance. A quorum shall be at least one-third (1/3) of all Committee members. All Committee members in attendance are expected to have reviewed the nomination and annual update forms of all nominees prior to the annual meeting.

- (b) **Initial Voting.** After Committee members have been allowed the opportunity to nominate additional candidates as provided in Section 4(b) above, but before discussion of any nominees, each Committee member that is present will vote for one (1) nominee by secret written ballot. If Committee members are in attendance via conference call, their ballots shall be cast by online voting and tallied with the written ballot. The Chair and a State Association staff person will immediately count the ballots in private and announce only the top three (3) vote recipients, including ties ("Finalists").
- (c) **Finalist Voting.** The Committee will then have open discussion regarding the qualifications of each Finalist. After the discussion has been completed, each Committee member that is present will vote for one of the Finalists. The Finalist vote will be by roll call. The Finalist who receives a majority of votes cast shall be the Award recipient. If no Finalist receives a majority of votes cast, then the two (2) Finalists receiving the most votes will be the subject of a run-off vote by the same process. If the run-off vote results in a tie, there will be additional discussion among Committee members and then a second run-off vote will be taken by the same process. If, at any time after the second run-off vote, the Committee decides by majority vote that no nominee can be elected at the annual meeting, then the annual meeting will be adjourned and scheduled to reconvene prior to the State Association's Annual Meeting, with the only order of business being discussion about the two remaining Finalists and conducting one or more run-off votes by the same process.
- (d) **No Award.** The Committee may, at any time during the above process, choose not to award the Award. Such decision shall be by a supermajority vote of at least 66% of the Committee members in attendance.

Policy 402 – Strategic Planning Committee

Section 1. Purpose.

The Strategic Planning Committee develops and recommends the overall strategic direction for the State Association, works with the Executive Committee to monitor progress, reviews results as a basis for setting new strategy, and recommends actions to the Board of Directors consistent with the Strategic Plan.

In furtherance of this purpose, the Strategic Planning Committee shall:

- a. Keep up-to-date on industry trends, advances in technology and other opportunities by conducting research and environmental scans from time to time;
- b. Understand the needs of the real estate brokerage industry in Missouri and the State Association's core competencies;
- c. Periodically review the mission, vision and strategic plan, and recommend changes to the Board of Directors;

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- d. Assist the CEO in the identification of critical strategic issues facing the State Association;
- e. Develop and present for Board of Director's approval a limited number of organization-wide strategic priorities that signal important targets or areas on which the State Association will focus;
- f. Set measurable goals for each priority in order to track progress and assess effectiveness of resource utilization;
- g. Work with the Executive Committee and the Finance and Budget Committee as needed to ensure a rational linkage between operations, strategic priorities and financial planning and budgeting; and
- h. Conduct an annual review of the strategic progress as a basis for setting new strategy when necessary.

Section 2. Structure.

- a. The Strategic Planning Committee shall have nineteen (19) members consisting of six (6) members of Leadership Team (President, President-Elect, Treasurer, Immediate Past President, Treasurer-Elect, CEO), six (6) at-large members (one from each district), six (6) at-large members (no district allocation), and one (1) local board/association executive officer. (2015)
- b. Term. The at-large members from each district shall serve staggered three (3) year terms. All other members shall serve a one (1) year term. On or before August 31 of the year preceding the year in which they will serve, the President-Elect shall select all at-large members and the association executive. At-large members may serve one full three (3) year term and any term of less than three (3) years shall not be counted in such restriction on service. All such members will be eligible for re-appointment one (1) year after the end of any full three (3) year term served. (2015)

Section 3. Chair/Vice Chair Appointment and Term. The Strategic Planning Committee shall have a Chair and a Vice Chair. The Chair shall be appointed by the President-Elect. The Vice Chair shall be appointed by the Treasurer. The Chair and Vice Chair shall each serve a one (1) year term. The Vice Chair shall not automatically succeed to Chair. (2015)

Section 4. Meetings. The Strategic Planning Committee shall meet at such times and places as it may deem necessary to carry out its purpose.

Section 5. Reports. The Strategic Planning Committee shall report at such time and in such fashion as directed by the Board of Directors.

Section 6. Approval of Action. All action taken by the Strategic Planning Committee shall in all respects be subject to the approval of the Board of Directors.

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Policy 403 – Bylaws and Policy Committee

Section 1. Purpose.

To assure compliance with National Association of REALTORS®' guidelines for State Bylaws and Policies, the Bylaws and Policy Committee shall have the duty and responsibility to review the Bylaws and Policies of the State Association, to study any and all proposed amendments to the Bylaws and Policies, and to recommend appropriate amendments to the Executive Committee. (2018)

Section 2. Structure.

The Bylaws and Policy Committee shall be composed of eleven (11) total members, including Chair and Vice Chair, appointed by the President. The other nine (9) committee members shall serve three-year (3-year) staggered terms and shall be appointed by a majority vote of the Risk Management Committee prior to the year in which they will begin to serve, except that for the 2016 Bylaws and Policy Committee, all nine (9) members shall be appointed by a majority vote of the Risk Management Mission Committee with three (3) members serving a one (1) year term, three (3) members serving a two (2) year term, and three (3) members serving a three (3) year term. (2015)

Section 3. Meetings. The Bylaws and Policy Committee shall meet at such times and places as it may deem necessary to carry out its purpose. (2018)

Section 4. Reports. The Bylaws and Policy Committee shall also report at such time and in such fashion as directed by the Board of Directors. (2018)

Section 5. Approval of Action. All action taken by the Bylaws and Policy Committee shall in all respects be subject to the approval of the Board of Directors as set forth in Articles XIX and XXI. (2018)

Policy 404 – Association Logo

Any change to the State Association logo shall be with the recommendation of the Leadership Team and Executive Committee with approval of the Board of Directors.

Policy 406 – No Smoking

Smoking shall not be permitted during any business meeting of a Committee or the Board of Directors of the State Association.

Policy 408 – Voting

Section 1. In an election for State Association officer position where there is more than one (1) candidate for any one (1) position, that position will be declared filled by majority vote of all ballots cast. In the event there are two (2) or more candidates for a State Association officer position, and no candidate receives a majority vote of all ballots cast, the candidate receiving the fewest votes on the first ballot will automatically be dropped from the ballot and on subsequent ballots until there are two (2) candidates remaining. On the matters of election of

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officers, the President shall announce the candidate with the highest number of votes. The actual vote count shall be available to all candidates. (2015)

Section 2. In the instance of any election of more than one (1) position and when more than one (1) candidate, the positions will be declared filled in the order of those candidates receiving the most votes (a plurality).

Policy 420 – Finance and Budget Committee

Section 1. Purpose

To ensure the stability of the State Association's current and future financial posture. In furtherance of this purpose, the Finance and Budget Committee shall:

- (a) Recommend policies that maintain and improve the financial health and integrity of the State Association;
- (b) Review and recommend a long-range financial plan for the State Association;
- (c) Review and recommend an annual operating budget and annual capital budget consistent with the long-range financial plan and financial policies;
- (d) Review and approve capital expenditures and unbudgeted operating expenses that, per Board of Director's-approved policy, are above the CEO's authority but below the threshold required for Board approval;
- (e) Review the financial aspects of major proposed transactions, new programs and services, as well as proposals to discontinue programs or services, and make action recommendations to the Executive Committee;
- (f) Monitor the financial performance of the State Association as a whole against the approved budget to include, at a minimum, a quarterly review of the State Association's financial statements;
- (g) Require and monitor corrective actions to bring the State Association into compliance with its budget and other financial targets; and
- (h) Conduct an ongoing examination of current State Association investment policy and investment instruments and when necessary develop and implement any necessary changes to State Association Investment Policy.

Section 2. Structure.

- (a) The Finance and Budget Committee shall have seventeen (17) members consisting of (a) the following voting members, the Treasurer, President-Elect, Immediate Past President, Treasurer-Elect, Chair and Vice Chair of the Strategic Planning Committee, (b) the following 2 non-voting (with voice only) ex-officio members, CEO and President, and (c) nine (9) other at-large members who shall serve three (3) year staggered terms. The at-large Finance and Budget Committee members may serve one full three (3) year term and any term of less than three (3) years shall not be counted in such restriction on service. All such members will be eligible for re-appointment one (1) year after the end of any full three (3) year term served. (2015)
- (b) The President-Elect shall appoint all at-large members of this committee for the following year of service with geographical diversity in mind. All credentialed

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candidates for Treasurer at the next election of officers shall automatically become members of the Finance and Budget Committee for the current year but shall not count as at-large members and shall serve with voice but without vote. (2007)

- (c) The Treasurer shall serve as Chair of this committee and the President-elect shall serve as Vice Chair.

Section 3. Duties.

- (a) The Treasurer shall provide the Finance and Budget Committee with a report of the financial condition of the State Association at each meeting. The Finance and Budget Committee shall be responsible for studying the financial reports and shall make appropriate recommendations as to presentation and action of the Executive Committee and the Board of Directors.
- (b) The Finance and Budget Committee shall cause an annual financial statement to be audited by a Certified Public Accountant and such statement shall be presented to the Board of Directors at the next meeting after completion of the audit and to the membership at the Annual Meeting. The Finance and Budget Committee shall send out audit bid requests at least every three (3) years with the understanding that cost is not the only factor to consider in making its final recommendations.
- (c) Not later than July 30 of each calendar year, the Finance and Budget Committee shall develop a proposed State Association budget for the following calendar year and present it to the Executive Committee for its review and approval. The Executive Committee may amend the proposed budget. After the Executive Committee approves the proposed budget, it shall provide a copy of the proposed budget to the Board of Directors at least thirty (30) days prior to its final scheduled meeting of the calendar year. The Board of Directors shall adopt a budget for the State Association at its final scheduled meeting of the calendar year which budget shall take effect on January 1 of the following year.

Policy 421 – Investment Policy Statement

Purpose:

The purpose of this Investment Policy Statement (“IPS”) is to outline the objectives of the State Association’s Investment Portfolio (the “Portfolio”) through setting the appropriate level of risk tolerance, investment goals, defining responsibilities, and to provide guidance to the Investment Fund Advisor. This IPS was designed through a review of the State Association’s investment goals and objectives, risk and time horizons, and projected current and future financial needs. The establishment of specific guidelines within this IPS and an Investment Manager relationship will provide a means for more efficient, timely and consistent monitoring and analysis of the Portfolio to ensure the State Association properly carries out its obligation to be a good steward of State Association funds.

Responsibilities:

Policy 420 of the State Association Policy Statement charges the Finance and Budget Committee to ensure the stability of the State Association’s current and future financial posture. In

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furtherance of this charge, the Finance and Budget Committee is tasked with conducting an ongoing examination of current State Association investment policies and investment instruments and, when necessary, develop and implement any necessary changes to State Association Investment Policy subject to Board of Directors' approval.

To satisfy these responsibilities, the Finance and Budget Committee shall:

- From time to time, develop reasonable and consistent investment objectives, policies and guidelines including, without limitation, risk tolerance levels and time horizons that direct the investment of the Portfolio's assets.
- Source and recommend a qualified Investment Advisor to manage the Portfolio and provide continued investment recommendations and periodic investment performance reports. The Committee shall regularly (not less than once every calendar quarter) review the selected Investment Advisor to ensure compliance with this IPS and its stated objectives.
- Provide reports to the Executive Committee when requested and to the Board of Directors at their regularly scheduled meetings on the Portfolio's performance.
- Recommend to the Board of Directors proposed revisions to this IPS when the Finance and Budget Committee determines that such revisions are in the best interests of the State Association.

Delegation of Responsibilities:

Investment Advisor: The State Association has entered into an agreement with an Investment Advisor to provide day to day management of the Portfolio, including the ability to independently make buy and sell transactions within the constraints of this IPS. The Finance and Budget Committee will periodically review the Investment Advisor relationship to ensure the Investment Advisor is performing in a manner consistent with this IPS and consistently performing at or above standard Benchmarks defined below. The Finance and Budget Committee shall perform a request for bid process at least every 5 years. In performing the request for bid process, a successful Investment Advisor candidate must meet the following criteria:

- Be an Investment Management Company subject to the Investment Company Act of 1940 and the Securities Exchange Act of 1934
- Be willing to show historical performance for organizations similar to the State Association, reported both gross and net of fees
- Provide a detailed fee schedule
- Provide information about the history of the Company and information on current key personnel and support staff that will be working directly with State Association staff
- Have no pending claims or past legal judgments against it related to investment mismanagement or unethical behavior
- Provide clearly defined investment strategies including, without limitation, buy/sell tactics that are consistent with the State Association's investment philosophy

Other Investment Professionals: The State Association may enter into agreement(s) with other investment professionals, such as an Investment Consultant to help further the stated purpose,

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goals and objectives of this IPS.

Objectives of the Portfolio:

Purpose: The three primary objectives of the Portfolio are listed below. The composition of the overall portfolio should be designed to meet these three primary objectives:

1. Provide a source of funds for a portion of the State Association's annual operational budget, considered to be the "Operating Funding Target".
2. Preserve the corpus of existing Reserve funds while securing long-term moderate growth of such funds, taking into account the short, mid and long term potential uses of each Reserve fund.
3. Provide a means of short term low risk investment of the State Association's yearly excess dues income such that funds will be available for annual budgeted expenditures.

Established Targets and Risk Tolerance:

Time Horizon: For excess dues income, the time horizon will be as determined by the time of budgeted expenditures but in no event later than the end of the calendar year. For Unrestricted Net Assets and Reserve funds, the time horizon of the Portfolio shall be in perpetuity. This time horizon shall allow tolerance for short term negative fluctuations in market performance as the overall objective is long term capital growth.

Risk Tolerance: The definition of risk can be defined in many ways. The State Association looks at many different elements to define risk:

- Asset preservation- the risk that an overall loss will be incurred over the time horizon
- Market risk- the inherent volatility of short term outcomes and possible volatility over the time horizon
- Annual returns- the risk that the Portfolio performance will fail to meet the operational funding target needs.

The State Association has considered various factors in determining the overall risk level based on the objectives of the Portfolio. The State Association has determined it is willing to accept a low level of risk. This will allow the State Association to focus on its primary object to obtain a long term moderate growth rate, while best ensuring the current purchasing power is maintained.

Volatility: The State Association understands that short term market volatility is unavoidable and is willing to accept certain levels of this short term volatility to accomplish overall long term growth. The State Association understands there is no guarantee the Portfolio will perform to the stated acceptable volatility targets, but will strive to manage the IPS to make a best effort to minimize excess volatility. The level of short term volatility the State Association is willing to accept is based on an acceptable variance from the below standard indices. The State Association is willing to tolerate a negative variance up to 2% of the rate of return on the portfolio, relative to the portfolio's overall benchmark, for no more than two consecutive quarters. If the negative variance persists for longer than this stated period, the Finance and Budget Committee

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will request a meeting with the Investment Advisors within 45 days.

- Fixed Income- Barclays Intermediate Government/Credit Index
- Equities- 75% Russell 3000/ 25% MSCIACW ex U.S.
- Overall Benchmark- 70% Fixed Income/ 30% Equities

Operating Funding Target: To satisfy objective #1, the Finance and Budget Committee shall set an operating funding target to be funded by returns from the Portfolio during the annual budgeting process. Due to the potential of short term volatility, the target should be reviewed each year based on current market conditions. The operating funding target shall be two percent (2%) of the total expected Portfolio value for the relevant budget year. The expected Portfolio value shall be based on a three year moving average determined by the Portfolio's value at June 30th of the three preceding years taking into consideration any out of the ordinary expenditures of Portfolio funds that occurred during such three year period or that is expected to occur in the relevant budget year.

Investment Strategy Guidelines:

The State Association's Investment advisor shall be authorized to invest the State Association's Portfolios as follows:

Guidelines – Fixed Income

- The Portfolio will be invested in fixed income securities or cash equivalents denominated in the U.S. including but not limited to: money market funds, mutual funds, certificates of deposit, commercial paper, U.S. Government and Agency securities, corporate, mortgage-backed securities (including non-agency issues), asset-backed securities, sovereign and municipal obligations.
- The bond Portfolio will be adequately diversified according to the internal policies maintained by the Investment Advisor regarding individual securities and industries to avoid the undue risk inherent in non-diversified holdings.
- The average duration of the bond Portfolio is not to vary more than +/-30% of the duration of the benchmark index.
- In the core component, securities not issued by the U.S. Government or an agency of the U.S. Government should have a rating in the first four quality grades (AAA, AA, A, BAA) as established by one or more of the nationally recognized bond rating services. The core bond Portfolio will maintain a minimum average quality of A-/A3 or better, on a market value weighted basis.
- Up to 15% of the Portfolio may be allocated to the fixed income "plus" sectors, including but not limited to high yield corporate bonds, bank loans, subordinated trust and trust preferred securities and international/emerging market debt both dollar and non-dollar denominated.
- The purchase of BBB rated securities will be limited to 15% of the core bond Portfolio market value. Securities downgraded to below the BBB range may be held at the manager's discretion, but approval must be obtained from the State Association to hold these securities longer than 45 days. At any point, the total value of securities downgraded below a BBB rating cannot exceed 5% of the core bond Portfolio.
- The core bond Portfolio will maintain broad diversification with individual security positions

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of generally 2% or less of the Portfolio at time of purchase, and a maximum position size of less than 5% (not including US Government or Agency issues).

Guidelines – Equities

- The Equity Portfolio will be invested primarily in a diversified mix of outside managed mutual funds, index funds, and/or individual equities.
- Investments in any single company shall not exceed more than 10% of the market value of the Equity Portfolio.

Target Asset Allocations

After review of the investment objectives, the following target asset allocation parameters have been set to meet the overall objectives defined above:

Bond: 70%

Equity: 30%

The State Association's Investment advisor shall be authorized to invest funds within a $\pm 10\%$ deviation of the above target parameters.

Portfolio Restrictions:

After review of the investment goals and objectives, time horizon, risk tolerance level, and performance expectations, it has been determined that the following investment vehicles and investment transactions will be prohibited.

- Letter stock and other unregistered securities
- Commodity and futures contracts
- Investments in equity securities of a company that has a record of less than three years of performance
- Private Placements
- Hedge Funds
- Derivatives
- Investment for purposes of obtaining control of management
- Margin transactions
- Short selling or selling uncovered put or call options
- Other high risk investment vehicles

Performance and Reporting:

Performance

The funds will be measured against the following indices:

- Fixed Income- Barclays Intermediate Government/Credit Index
- Equities- 75% Russell 3000/ 25% MSCIACW ex U.S.
- Overall Benchmark- 70% Fixed Income/ 30% Equities

Reporting

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- The Investment Advisor will
 - provide monthly account statements including holdings, transactions, income, current market values, and performance.
 - communicate in a timely fashion any significant changes in strategy and/or investment philosophy, management, ownership, and key personnel.
 - assign one or more account managers who will be available for meetings with State Association staff or member committees on an as-needed basis.
- The State Association's Vice President of Finance and Operations shall provide the Finance and Budget Committee with the following reports tri-annually:
 - Schedule of investments
 - Interest income year to date
 - Current yield analysis
- The State Association's Vice President of Finance and Operations shall report to the Finance and Budget Committee on the performance of the Investment Advisor and their compliance with this policy.

Investment Policy Review:

The Finance and Budget Committee will review this IPS at least annually and submit any recommended changes to the Executive Committee for its review and Board of Directors action.

Policy 422 – Bonds

All officers and employees handling the funds of the State Association in the normal discharge of their duties shall be bonded in such amount as may be fixed by the Executive Committee, the expense of such bonds to be paid by the corporation.

Policy 423 – Authority to Contract

The CEO shall have the power to enter into any contract authorized by the existing budget at the time of the contract, or authorized by the Executive Committee or the Board of Directors. All contracts entered into by the State Association in excess of \$10,000 shall be reviewed and approved as to form and content by Legal Counsel prior to execution.

Policy 425 – Legal Action Program

This Policy shall provide for a special program of the State Association known as the Legal Action Program. Said Program shall be administered by the Risk Management Committee for the purposes and with the duties and responsibilities herein set forth. The Program shall be funded by the special account established by the Bylaws of the State Association and known as the Legal Action Reserve Fund. (2007)

The Legal Action Program shall not be considered a substitute for errors and omissions insurance or other protective programs covering Members and Member Boards.

Section 1. Purpose.

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- (a) To promote among the Member Boards of this State Association an understanding of their rights and duties under Federal and State law and to defray the expense of legal advice to that end.
- (b) To permit assistance by the State Association's legal counsel to Member Boards on matters relating to threatening litigation from federal, state, or local government authority.
- (c) To provide legal assistance to Member Boards where litigation arises involving Federal or State agencies or local government authority or the Missouri or Federal Courts because of actions of the Member Boards taken at the direction of their governing bodies in accordance with procedures, policies, or recommendations by the National Association of REALTORS® and/or State Association.
- (d) To defray costs and legal fees in cases where the State Association or one or more Member Boards are made defendant in which the interests of the State Association or all members of the State Association are placed in jeopardy or where principles of general importance to Member Boards or REALTORS® are involved.
- (e) To defray costs and fees to cover the involvement and intervention of the State Association of REALTORS® in matters relating to the Legal Action Program.

Section 2. Duties.

- (a) The Risk Management Committee shall administer the Legal Action Program and all decisions shall be subject to final approval of the Executive Committee.
- (b) All requests for aid from the Program must apply to matters of such nature as to affect real estate licensees statewide or resulting from Federal or State courts and/or agencies.
- (c) Legal counsel shall be only those attorneys authorized by the Executive Committee of the State Association to represent the State Association in said matters.
- (d) Any expense necessary to determine the merits of any case will be defrayed from income accruing to the Legal Action Reserve Fund from investment of its corpus, and said fund may not be used to pay judgment for damages or fines.
- (e) All claims on the Legal Action Reserve Fund shall be submitted to the CEO of the State Association and paid by the State Association as authorized by the Executive Committee.

Section 3. Procedures.

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- (a) All requests for assistance must be submitted by or through a Member Board. Said Member Board shall evaluate the request for assistance to determine if it meets one (1) or more of the criteria outlined in Section 3.

Note: If it is anticipated that assistance from the Legal Action Program might be requested on any issues at the local level, it is imperative that the Member Board file a request for assistance with the Risk Management Committee as early as possible. The Risk Management Committee must have the opportunity to participate in the early stages of any litigation which may be appropriate for assistance through the Program.

- (b) If, after review of the issue, the Member Board feels involvement by the Risk Management Committee is warranted, the President of the Member Board shall draft a letter to the CEO of the State Association which shall include:
1. A formal request that the matter be considered by the Risk Management Committee.
 2. A summary of the facts and circumstances surrounding the issue.
 3. A statement explaining why the Member Board feels the involvement of the Risk Management Committee is warranted and setting forth the reasons that the Member Board feels this issue has statewide impact.
 4. An estimate of the anticipated legal fees in the case submitted by the Member Board attorney or the attorney handling the case.
 5. A specific statement regarding the amount of funds the Member Board is requesting from the Legal Action Reserve Fund.
 6. Copies of all documents, including pleadings, depositions, interrogatories, etc., filed with the Court at the time the request is filed with the Risk Management Committee. (2007)
- (c) Any request of the Program for assistance by a Member Board or Member shall be forwarded concurrently by the CEO of the State Association to the State Legal Counsel, the President of the State Association, and all members of the Risk Management Committee.
- (d) The Chair of the Risk Management Committee may call a special meeting of the Risk Management Committee or may wait until the next regularly scheduled meeting of the Committee. At said meeting, the Risk Management Committee, in collaboration with legal counsel, shall study any claim for its merits, implications, and adherence to due process.

Representatives of the Member Board involved may appear before the Risk Management Committee and make an oral presentation regarding the case and the reasons why the Member Board feels it is worthy of support through the Program. Member Board may, at its own expense, be assisted by an attorney at said presentation.

If the Risk Management Committee rejects a request, the request may be appealed to the State Association's Executive Committee at its next regular meeting. (2012)

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Section 4. Disbursement of Funds.

- (a) If the Board of Directors determines a case is worthy of support, disbursement of monies from the Legal Action Reserve Fund, up to the amount authorized, shall take place in the following fashion:
 - 1. The Member Board shall submit copies of all invoices for legal fees and other costs associated with the case to the CEO of the State Association. Statements for legal services must include detailed time sheets.
 - 2. The CEO shall issue check(s) to those attorneys who were authorized to represent the State Association in said matter. No checks shall be issued to members of the State Association.
- (b) When the amount of funds authorized by the Board of Directors is exhausted in cases of protracted litigation, additional funds may be requested. Such request shall be submitted by the Member Board President and shall include:
 - 4. A summary of the current status of the case.
 - 5. A statement of all expenses incurred to date and an estimate of additional expenses anticipated to carry the case to a satisfactory conclusion.
 - 6. A specific statement regarding the amount of funds the Member Board is requesting from the Legal Action Reserve Fund.
 - 7. Copies of all additional documents filed with the Court since the original funding authorization.
- (c) Upon receipt of the supplemental request and necessary documents, the procedures outlined in Section 4 hereof shall be implemented.

Policy 426 – Harassment of Association Staff

Harassment is illegal conduct and is contrary to the policy of the State Association.

As used in State Association policy, harassment means any conduct, whether written, verbal, physical or otherwise, including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. (2015)

Complaint Procedure: Any employee who believes that he/she has suffered harassment by any member of the State Association must bring the problem to the attention of the President or CEO. The complaint does not have to be in writing; however, it is helpful if details of dates, times, places and witnesses, if any, to the harassment alleged can be provided.

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All complaints will be investigated promptly and with strictest confidentiality by an investigatory team comprised of the President, President-Elect and one (1) member of the Board of Directors selected by the highest ranking officer not named in the complaint after consultation with legal counsel for the State Association. If the complaint involves the President or President-Elect, they shall be replaced on the investigatory team by the immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint. (2007)

Both the complainant and the accused will be provided a full opportunity to present their cases. Witnesses interviewed will be provided only such information as is necessary to elicit from them their observations and other relevant information.

Disciplinary action against any member found to have harassed a State Association employee may consist of any sanction authorized in the National Association of REALTORS® *Code of Ethics and Arbitration Manual*, such as verbal or written warning, probation, suspension or expulsion depending on the gravity of the incident. Prior incidents of similar behavior shall be taken into consideration when determining the appropriate disciplinary action. Such decision shall be made by the investigatory team. (2015)

Clear, strong, and convincing shall be the standard of proof by which alleged allegations of harassment are determined. Clear, strong, and convincing shall be defined as that measure or degree of proof which will produce a firm belief as to the validity of the allegations sought to be established.

It is contrary to the policy of the State Association for a member to retaliate against any employee who files a charge of harassment. All possible steps will be taken to eliminate the possibility of retaliation resulting from the filing of a complaint.

In the event a complaint of harassment is found to be totally and completely without basis, appropriate disciplinary measures may be taken against the employee who brought the complaint. While this is in no way intended to discourage employees who believe they have been the victim of harassment from bringing a complaint, the State Association recognizes that a charge of harassment can cause serious damage to the personal reputation and professional career of the accused. (2004)

Policy 430 – Credentials/Elections Certification

The State Association staff shall be responsible for certifying to the Board of Directors that any candidate for office set forth in the Bylaws or this Policy Statement has satisfied all requirements for such office prior to any election or appointment process. The staff shall review the credentials of each candidate and shall verify any representation such candidate or others make on his or her behalf. The staff may request additional information from or interview with such candidates at such times as the CEO deems necessary.

At the Annual Meeting of the Membership or any Board of Directors meeting of the State Association at which voting procedures are necessary, in the event of disputes regarding the credentials of voting members to the Annual Meeting or the credentials of voting Directors, the

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staff shall review those credentials. The staff shall have the authority to disqualify any individual whose credentials, in its opinion, are not in order. Appeal by said individual from the decision of the staff regarding the credentials dispute may then be made to the voting members of the Annual Meeting or Board of Directors. The decision of the voting members of the Annual Meeting or Board of Directors shall be final and binding

Policy 431 – Applications and Agreements to Serve for Elected State and National Positions

Section 1. Member Board Director. An Agreement to Serve as Member Board Director form must be completely filled out by all nominees for Member Board/Association Director of the State Association. This form must be signed by the nominee and the Board President and submitted to State Association Headquarters in Columbia a minimum of ten (10) calendar days prior to the next scheduled State Association Board of Directors meeting. (2004)

Section 2. Elected State Officers.

- (a) The Resume for Nominees to Elected State Association Positions must be completed by any REALTOR® seeking the State Association office of President-Elect or Treasurer. (2015)
- (b) The Agreement to serve as an Officer of the State Association form must be filled out by any REALTOR® seeking the State Association office of President, President-Elect or Treasurer. (2015)

Section 3. National Director.

- (a) To qualify as a nominee for National Director, the State Association must receive, from the nominee, the National Association of REALTORS® Nominating Committee Recommendation form. (2015)
- (b) A nominee for National Director must sign an Agreement to Serve as National Director form and submit it to the State Association Staff.

Section 4. Process and Procedures. All forms, including resumes, nominations, and Agreements to Serve, must be submitted with appropriate signatures. The forms must be typed or completed using the prescribed form. All completed forms must be submitted to the State Association Staff a minimum of thirty (30) calendar days prior to the next scheduled State Association Board of Directors meeting. A letter from State Association staff confirming receipt of required documents will be sent within two (2) working days of receipt of materials at State Association headquarters. (2016)

Policy 432 – Distribution of Campaign Materials

The State Association may compile and distribute a list of candidates for each office, including a brief biographical summary. The State Association will make an announcement to the entire membership stating a candidate has been credentialed within one (1) business day of the candidate application being credentialed. The State Association will not distribute promotional

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materials for any candidate.

A candidate table will be provided in a common area at all Missouri REALTORS® sponsored conferences and events. This is the only location where campaign materials (which are intended to be distributed or handed-out) are permitted onsite. Candidate signage displayed onsite are to not interfere with Missouri REALTORS signage or restrict access to any committee or business meeting.

Candidates are prohibited from distributing campaign materials, and from making campaign presentations or announcements of any kind, to the membership in attendance during any Missouri REALTORS® committee or business meeting.

In consideration of educational instructors and attendees, a ban shall be placed on the distribution of campaign materials in and around educational sessions. (1994)

Policy 435 – Duties of the President

Section 1. Basic Functions. Serves as chief elected officer, representing the entire membership and the best interests of the organization. Exercises personal leadership in the motivation of other officers, Board members, committee members, staff, and membership. Influences the establishment of goals and objectives for the organization during the term of office. Acts as spokesperson and inspirational leader and takes an important part in monitoring and evaluating organizational performance and effectiveness. Works in partnership with CEO as necessary.

Section 2. Duties, Responsibilities, and Authority. Within the limits of the constitution, bylaws, and policies, the chief elected officer is responsible and has commensurate authority to accomplish the duties set forth below:

- (a) Presides at and attends all meetings of the Board of Directors and Executive Committee, and coordinates agenda material with the CEO.
- (b) Sees that the Board of Directors, Executive Committee, and officers are kept fully informed on the conditions and operations of the State Association.
- (c) Works with the CEO in seeing that basic policies and programs that will further the goals and objectives of the State Association are planned, formulated, and presented to the Board of Directors.
- (d) Appoints the Chairs of the State Association committees, outlines the purpose and duties of the committees, and monitors progress.
- (e) Sees that the organization structure and policies of the State Association are reviewed annually with the CEO.
- (f) Supports and defends policies and programs adopted by the Board of Directors and Executive Committee.

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- (g) Promotes interest and active participation in the State Association on the part of the membership and reports activities of the Board and the State Association to members by means of speeches and other means of communication to the local Boards.
- (h) Acts as spokesperson for the State Association to the press, the public, legislative bodies, and related organizations.
- (i) Helps develop, recommends, and upon approval, operates within the annual budget in cooperation with the Treasurer, Finance and Budget Committee.

Policy 436 – Duties of the President-Elect

The President-elect of the State Association shall have such duties and responsibilities as are assigned by the President. This shall normally include fulfilling the functions of the President in his/her absence, managing certain committees of the State Association as determined by the President and approved organization structure, and developing detailed familiarity with the administration of the State Association. The President-elect shall be primarily responsible for preparing himself/herself to assume the office of President.

Policy 438 – Eligibility for President, President-Elect, and Treasurer

Section 1. REALTORS® and REALTOR®-Associates shall meet the following requirements in order to be eligible to apply for consideration as a candidate to be elected as President, President-Elect, and Treasurer. (2004)

- (a) Shall have been a member of the State Association for five (5) consecutive years immediately prior to seeking office.
- (b) Shall have served the State Association for at least four (4) of the past seven (7) years immediately prior to serving in the office in any of the following capacities: Committee Chair or Vice-Chair, Output Group Chair or Vice Chair, Council Chair or Vice Chair, Section Chair or Vice Chair, Leadership Academy graduate, State Association Director, National Association of REALTORS® Director, Executive Committee Member, or Committee Member having met the attendance requirements of the scheduled meetings of the group(s) during such four (4) years of service. (2015)

Policy 439 – Replacement of the CEO

In the event it is necessary to replace the CEO of the State Association because of his/her resignation, termination, or other reason which creates a vacancy in the office of the CEO, the President of the State Association shall appoint a Selection Committee comprised of the President, the Immediate Past President, the President-Elect, and two additional members of the State Association. (2004)

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The Selection Committee shall solicit qualified applicants, review the credentials of the applicants and interview the applicant or applicants who appear best qualified for the position. On the basis of this selection process, the Selection Committee shall nominate the person who appears best suited for the position. The Selection Committee shall submit the credentials of the person nominated to the Executive Committee for their approval by mail ballot, if necessary, to be ratified at the next scheduled meeting of the committee.

Policy 440 – Position of CEO is Vacant

In the event the CEO becomes incapable of performing the duties of the office due to death, disability, or mental or physical incapacity, or the position otherwise becomes vacant, the Leadership Team shall have the authority to appoint and/or hire an Interim CEO to serve until such time as a permanent replacement has been appointed and/or hired under Official Statement of Policy 439. The Interim CEO shall have the full authority and powers granted to the CEO as set forth in the State Association's Bylaws and Official Statement of Policy.

In the event that an Interim CEO is not immediately available, the Leadership Team shall collectively act as CEO until such time as the Interim CEO is available to assume that role, except that the Leadership Team shall not have the authority to enter into contracts on behalf of the State Association that are not otherwise granted to it in the State Association's Bylaws and Official Statement of Policy.

Also in the event that an Interim CEO is not immediately available, then the Senior Vice President and Director of Legal Services or such other senior level State Association staff person designated by the Leadership Team shall have the authority to enter into any contract on behalf of the State Association as authorized by the existing budget at the time of the contract or as authorized by the Executive Committee or the Board of Directors as set forth in Policy 423 of the State Association's Bylaws and Official Statement of Policy. Any actions exercised under this grant of authority shall be indemnified by the State Association as set out in Article IV Section 7 of the State Association's Bylaws and Official Statement of Policy. Under no circumstances does this authority allow the Senior Vice President and Director of Legal Services or such other senior level State Association staff person designated by the Leadership Team to enter into contracts that exceed \$10,000.00 or commit the State Association to a contract the completion of which extends beyond one year without the prior written approval of the Leadership Team. This authorization and authority shall automatically expire upon the appointment and installation of a new CEO or upon the written notice of the Leadership Team, whichever occurs first. (2011)

Policy 443 – Travel by Leadership Team and Staff

Section 1. Travel by the President shall be at his/her discretion within the limits of the annual budget.

Section 2. Travel by the Leadership Team of the State Association shall be at the discretion of the President within the limits of the annual budget. (2015)

Section 3. Travel by the staff of the State Association shall be at the discretion of the CEO within the limits of the annual budget.

Policy 444 – Reimbursement for Member Travel Expense

Section 1. Purpose

This Policy outlines the expenses that will be reimbursed to members traveling on behalf of the State Association. The process and requirement that must be followed in order to receive expense reimbursements are outlined throughout this Policy. Any questions regarding this policy should be addressed to the CEO or the VP-Finance & Operations.

This Policy is in place to ensure compliance with minimum IRS requirements, to reimburse our members for expenses incurred while traveling on behalf of the State Association, and to ensure proper stewardship of State Association funds.

Section 2. General Guidelines

- a. Expense Report Deadline & Reimbursement.** State Association provided expense reports must be submitted within 45 days of the trip end date. All expense reports must be submitted via email to accountspayable@morealtor.com. The State Association will process all approved expense reports and send payment by check to the member within 30 days from submission. If any discrepancies to this Policy are noted, the State Association Finance Department will seek clarification which could cause delay in the reimbursement period.
- b. Receipt Requirements.** Receipts are required for all expenditures, except for cash tips and other small incidental items for which a receipt is not given. Staff has the flexibility to reimburse for expenditures not supported by a receipt up to \$50 per item. Credit card statements will not be taken as a substitute for receipts. If a receipt is not provided in compliance with this section, reimbursement for that item will not be made and notification of the adjustment will be sent via email.
- c. Dollar Limits.** Actual expense reimbursement will be made only for incurred costs but total trip reimbursement may be limited based on the approved trip maximum defined in the annual budget or other State Association Policies. These specific trip limits are indicated below in Section V. of this Policy. If a member holds multiple positions (e.g. National Director, Officers, Federal Political Coordinator), the member will only be reimbursed for one budgeted position when attending a meeting.
- d. Cash Advances & Purchase Cards.**
 - i.** Cash advances will not be made. Members will be responsible for initial payment and requesting reimbursement unless otherwise notified by State Association staff that arrangements will be made on their behalf. A member may request that the State Association make their travel and lodging

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arrangements due to credit limitations, however, an agreement must be signed indicating the member is financially responsible in the case of trip cancellation for all costs incurred and will reimburse the Association within 30 days after the scheduled trip date.

- ii. All Leadership Team members will be issued a purchase card to be used for travel and entertainment purposes. Where possible, all charges should be charged directly to their assigned purchase card. The Leadership Team member is responsible for obtaining and submitting receipts for all charges in compliance with this Policy. All receipts must be submitted on the State Association approved expense report as if requesting expense reimbursement. Any charges that cannot be supported by receipt, when applicable, must be reimbursed to the State Association within 30 days after invoicing.

Section 3. Reimbursable Expenses

a. Air Transportation.

- i. Members are responsible for making their own air transportation arrangements, unless otherwise instructed by State Association staff. Tickets should be purchased as early as possible to take advantage of the lowest airfares and reimbursement will only be made for coach/economy class seats. If the member wishes to fly first class, the additional cost for this premium seating is not reimbursable. To request reimbursement in these instances, the member must provide the cost of economy/coach class tickets on the same day they purchase their premium seats.
- ii. Members will be responsible for any additional costs incurred resulting from use of indirect route or stops for personal reasons. Check baggage fees are reimbursable for up to two checked bags per trip. However, overweight baggage fees are not reimbursable. In flight wi-fi fees are reimbursable. Convenience charges, such as priority check in, are not reimbursable. Members will not be reimbursed for tickets purchased using frequent flyer miles or personally earned vouchers.

b. Ground Transportation.

- i. Local transportation costs incurred for business purposes are reimbursable (e.g.- taxi, bus, rail, or limo/taxi to and from airport). Mileage will be reimbursed at the IRS allowable rate for miles driven in a personal vehicle. Mileage will not be reimbursed if it exceeds the cost of airfare travel. To be reimbursed for mileage in these instances, a quote for air transportation must be included with the expense report and mileage will be reimbursed up to the quoted flight cost. The quote must be obtained at least 45 days prior to the travel date. Gas used in a personal car is not reimbursable because

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the IRS rate includes this expense in the mileage reimbursement calculation. Traffic and parking violations received while traveling on behalf of the State Association are not reimbursable.

- ii. Miles driven to/from the airport are reimbursable, as well as airport parking and other garage fees.
 - iii. Car rental fees are reimbursable only when prior approval is obtained from the CEO or VP- Finance & Operations. This approval must be obtained in writing and included with the expense report submission. In the case a rental car is approved, the collision damage waiver must be purchased. This is to ensure that you will not be liable for out of pocket expenses should an accident occur.
- c. **Lodging.** Members are responsible for making their own lodging arrangements, unless otherwise instructed by State Association staff. All room and tax charges are reimbursable; however, incidental expenses are not reimbursable and are outlined in Section V. below. Premium charges to upgrade for a room are not reimbursable unless otherwise approved by the State Association. The State Association will not reimburse for “no show” rooms due to the member’s failure to cancel unneeded room nights. Hotel receipts which include line item expenditures and proof of payments must be submitted with the expense report.
- d. **Meals and Incidentals.** Members will be reimbursed for actual meal and snack costs. Meals and snacks will only be reimbursed for one travel day each way. Costs of meals will vary depending on geographic location and prudence should be used when incurring meal costs. All tips should be included in the total cost of the meal and are reimbursable up to 20%.
- e. **Guest Entertainment.** Only the State Association Leadership Team has approval to incur entertainment costs. Per the IRS, the expense report must include the names of the guests and the business purpose of the entertainment.
- f. **Tips.** Reasonable tips incurred while traveling on behalf of the State Association are reimbursable. Tips should be reported as part of meal and transportation costs. Only tips for items not associated with meals or transportation should be reported separately on the submitted expense report (e.g.- bellhop tips).
- g. **Telephone, Fax & Internet.** Fax costs incurred for the State Association business purposes are reimbursable. Charges incurred for internet access during air transportation (e.g.- in-flight wi-fi) and hotel stays are reimbursable.
- h. **Conference Registrations.** Members are responsible for making their own conference registration arrangements unless otherwise instructed by the State

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Association Staff. Costs for conference registration are reimbursable within the approved trip maximum defined in the annual budget or other State Association Policies.

Section 4. Non Reimbursable Expenditures. The following expenses are non-reimbursable to members traveling on behalf of State Association. Personal entertainment (e.g.- movies, airline headphones, magazines, airline drinks), Barber or beautician services, Minibar snacks, Toiletries, Clothing, Air-to-ground calls, Service fees related to traveler convenience (e.g.- priority boarding), Gas for personal vehicles, and Traffic fines & parking violations.

Section 5. Reimbursable Trips by Position

Position/Committee	Trips Reimbursable	Special Circumstances	Maximum Trip Allowance
Leadership Team	➤ All trips as approved in annual budget	Any mileage incurred to attend local board events to represent the State Association is reimbursable.	N/A
Executive Committee	<ul style="list-style-type: none"> ➤ The State Association Business Conferences ➤ Specially called meetings 		N/A
Strategic Planning & Finance/Budget Committees	➤ Specially called meetings (does not include the State Association Business Conferences)		N/A
Mission Committees	➤ Specially called meetings (does not include the State Association Business Conferences)	Mileage to attend any special training sessions will NOT be reimbursable.	N/A
Output Groups	➤ Specially called meetings (does not include the State Association Business Conferences)	Mileage to attend any special training sessions will NOT be reimbursable.	N/A
NAR Directors & NAR Committee Chairs	<ul style="list-style-type: none"> ➤ NAR Mid-Year meeting ➤ NAR Convention 		Subject to maximum trip limit
Federal Political Coordinators	➤ NAR Mid-Year Meetings		Subject to maximum trip limit
Professional Standards Committees	<ul style="list-style-type: none"> ➤ Professional Standards Annual Training ➤ Professional Standards hearings 		N/A

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Mediation/Arbitration	➤ Mediation & Arbitration hearings		N/A
Presidential Advisory Groups (PAG) and Task Forces	➤ Specially called meetings		N/A
REALTOR® of the Year (“ROTY”)	➤ For attending ROTY events at NAR Convention		Subject to maximum trip limit

Policy 445 – Travel of the CEO

Travel by the CEO shall be at the discretion of the President within the limits of the annual budget. The State Association shall furnish an automobile for the CEO. All intra-state travel by the CEO shall be by company auto, unless authorized otherwise by the President of the State Association. The State Association shall pay all reasonable expenses of the CEO per contract, when requested and authorized by the President to attend industry related functions outside of the State, such as the meetings of the National Association of REALTORS®. (2015)

Policy 450 – Sales to Members

There shall be a minimum dollar amount for any charge orders for State Association products or services placed by State Association Members. Any orders for State Association products and services in less than this minimum amount must be on a cash/check/credit card basis. The minimum dollar amount has been set by the Board of Directors. (1990)

Policy 451 – Sales to Nonmembers

All sales of goods and services by the State Association to nonmembers shall be on a cash basis. No charge privileges shall be extended to nonmembers. It is the general policy of the State Association to establish higher fees and sales prices for the purchase of goods and services by nonmembers. The higher fee is charged to offset the indirect costs involved in the production of these goods and services which the nonmember does not support by dues payment.

Policy 452 – Advance Payment for Meals

When advance payment for meals is received for State Association sponsored events or programs, full refund of the payment for meals will be made if notice of cancellation is received by the State Association seventy-two (72) hours before the scheduled starting time of the meal. If notice is received by the State Association less than seventy-two (72) hours before the scheduled starting time of the meal, no refund will be made. When meal functions are included as part of a total registration fee, that portion of the fee attributable to meal costs will be deducted in full from any refunds of registration fees on cancellations received less than seventy-two (72) hours before the scheduled starting time of the meal.

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Policy 453 – Refunds on Items Sold by the State Association

Full refund of purchase price less fifteen percent (15%) will be made to any purchaser of products, forms, or books sold by the State Association who returns the purchased merchandise to the State Association, provided that the merchandise is returned postage paid in an undamaged, unmarked and resalable ("like new") condition. The decision as to the condition of the returned merchandise shall be made solely by the CEO of the State Association, or his designee.

Policy 454 – Member Access to State Association Records

Access to the State Association's member contact information by Member Boards/Associations and by REALTORS® and REALTOR-ASSOCIATES® is permitted. Access can be through on-line computer link-up, or other electronic media. Members have the option, according to governmental regulation, to be removed from any mailing list, roster, or on-line link-up used by Boards/Associations of which they are not members or by REALTORS® AND REALTOR-ASSOCIATES® from another Board/Association. (2015)

Access permitted at no charge: Electronic delivery of mailing and/or email address, as submitted by the member, of Board of Directors obtained by candidates for State Association elected offices; Periodic rosters and State Association membership/MREC licensee match-up lists requested by a Member Board for members in its own jurisdiction. (2015)

Access permitted at reasonable fees established in the annual budget: Mailing labels and rosters in any medium, and on-line computer link-ups requested by a Member Board/Associations for members in another Board's jurisdiction; mailing labels and rosters in any medium requested by REALTORS® and REALTOR-ASSOCIATES® in a Board/Association jurisdiction other than Member Board/Association.

Policy 455 – Vendor Access to Membership Records

Access to the State Association's member records by vendors who provide products and services to Missouri's REALTORS® is permitted. Access can be through purchase of mailing labels only. Members have the option, according to government regulation, to be removed from any mailing list sold or leased for commercial purposes. Fees for use of mailing labels will be charged to all firms providing products or services not endorsed by the Association; firms providing products or services endorsed by the State Association may be charged a user fee. Mailing labels will not be provided directly to the vendor but will be applied to the vendor's material by the State Association or its designated mailing house. (1995)

Policy 456 – Association Publication Advertising

The State Association may accept advertising in its publication except the following subject matter: alcohol and tobacco products, partisan political advertisements, personal hygiene products and/or any materials of a lewd and lascivious nature. (2015)

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Policy 462 – Districts

The State Association shall be divided into six (6) Districts for briefing sessions and for the purpose of providing committee appointments to various committees of the State Association. These Districts shall be as follows (2006):

Central District

Bagnell Dam Association
Five County Board
Jefferson City Area Board
Lake of the Ozarks Board
Lebanon Board
Midwest Missouri Board
Ozark Board
Pulaski County Board
South Central Board
West Central Association

Eastern District

St. Louis REALTORS®

Northern District

Central Missouri Board
Columbia Board
East Central Board
Heart of Missouri Board
Mark Twain Association
Northeast Central Association
Randolph County Board

South Eastern District

Bootheel Regional Board
Franklin County Board
Mineral Area Board
Southeast Missouri REALTORS®
Southern Gateway Association
St. Charles REALTORS®
Three Rivers Board

Southern District

Greater Springfield Board
Newton-McDonald Counties Board
Ozark Gateway Association
Ozark Trail Board
Southwest Missouri Board
Tri-Lakes Board
West Plains Board

Western District

Kansas City Regional Association (KCRAR)
Northwest Chapter of KCRAR
St. Joseph Chapter of KCRAR
(2018)

Policy 464 – Enforcement of the National Association of REALTORS® Core Standards for Member Board Affiliation

Every local association of REALTORS® in the State shall annually demonstrate compliance with the Core Standards for State and Local Associations as set forth by the National Association of REALTORS® (2015).

Policy 470 – National Director

Section 1. Eligibility. REALTORS® and REALTOR-ASSOCIATES® shall meet the following requirements in order to be eligible to apply for consideration as one (1) of the State Association's designated National Association of REALTORS® Director ("National Director"). (2004)

- (a) Been a member of the State Association for five (5) consecutive years immediately prior to the date of the National Director election.

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- (b) Served the State Association in any of the following capacities (which includes meeting all of the respective attendance requirements) for at least four (4) of the seven (7) years immediately prior to the year in which the National Director election is held: committee chair or vice-chair, section chair or vice-chair, Leadership Academy participant, State Director, National Director, or Executive Committee member.

Section 2. Nominations. When one or more vacancies exists for the office of National Director, nominations for candidates shall be solicited from and accepted from all Member Boards/Associations of the State Association. All nominations shall be on a State Association form, shall set forth the nominee's qualifications and must be received by the State Association not less than thirty (30) days prior to the first Board of Directors meeting of the calendar year. The State Association Staff will promptly review all completed nominations forms and shall submit only those nominees who meet the qualification requirements set forth in Section 1 above for consideration by the Board of Directors. Nominations will not be received from the floor.

Section 3. Election. During the first Board of Directors meeting of the calendar year, the State Association Directors will elect National Directors for the next ensuing National Director term. The number of National Directors elected will be sufficient to fill the expected vacancies based on NAR allocations existing as of the date of the election ("Expected National Director Vacancies"). The election shall be by written ballot and State Association Directors shall be allowed to vote for any number of nominees on the ballot up to the number of Expected National Director Vacancies. The nominee(s) who receive the most votes will be designated as the National Director(s) to fill the Expected National Director Vacancies. The actual vote count shall be available after the Board of Directors meeting to all nominees. (2015)

Section 4. Additions/Reductions in National Director Allocations.

- (a) If, after the election described in Section 3, NAR increases the State Association's allocation of National Directors, the State Association shall designate the highest vote recipient from the pool of nominees who were not elected in the original election as the National Director to fill the additional allocated National Director position. If there are multiple additional allocations, this process will be repeated until the number of National Directors is equal to NAR's allocation. If the number of nominees in the above referenced pool is not sufficient to fill the additional allocated National Director positions, a new election will be held at the next Board of Directors meeting according to the process in Section 2 and 3 above for the sole purpose of filling the additional allocated National Director positions.
- (b) If, after the election described in Section 3, NAR decreases the State Association's allocation of National Directors such that the State Association's allocation is less than the Expected National Director Vacancies for the following calendar year ("National Director Reductions"), the National Director elected most recently pursuant to Section 3 who received the least number of votes will lose his/her designation as National Director. If there are multiple National Director Reductions, this process will be repeated until the number of National Directors is equal to NAR's allocation.

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Policy 471 – Meeting Attendance by National Directors

Section 1. Any State-elected National Director of the State Association who is absent at two (2) of the National Director meetings of the National Association of REALTORS® each year, without being excused from the meetings by the National Association of REALTORS® with written notification of said excuse furnished to the President of the State Association, shall be requested to resign from office by the President of the State Association and such office shall be declared vacant when said resignation is submitted and shall be filled in accordance with the provisions of the State Association and the National Association of REALTORS® Bylaws; provided, however, such National Director whose office is to be declared vacant by the provisions of this policy shall be provided thirty (30) days written notice by certified mail that such office is to be declared vacant per the provisions of this policy. (2004)

Section 2. State-elected National Directors will apply to serve on at least one (1) National Association of REALTORS® committee or subcommittee and agree to monitor other committees as requested by the State Association. Failing to comply may constitute a vacancy in that position as provided in this policy.

Section 3. All National Directors shall be required to attend all meetings of the Missouri National Directors Caucus, including any called during State Association meetings prior to each National Association of REALTORS® meeting, unless written excuse for absence is provided to the President pursuant to Section 1 of this Policy. (1992)

Section 4. All Missouri National Directors shall be reimbursed for attendance and voting at duly called National Association of REALTORS® meetings upon receipt of a completed State Association National Committee Report form and itemized request for reimbursement with supporting receipts. Said amount of reimbursement shall be approved annually by the State Association Board of Directors. (1992)

Section 5. Missouri Members serving as Chair and Vice Chairs of National Committees shall be reimbursed for attendance and voting at duly called National Association of REALTORS® meetings upon receipt of a completed State Association National Committee Report form and itemized request for reimbursement with supporting receipts. Said amount of reimbursement shall be approved annually by the State Association Board of Directors. (2005)

Policy 472 – National Regional Vice President and National Nominating Committee Member

Section 1. Eligibility. The State Association nominee for the office of National Association of REALTORS® Regional Vice President and National Association of REALTORS® Nominating Committee Member (“RVP”) shall be selected when it is Missouri's turn in the rotation within the NAR region of which it is a part. In order to be eligible for consideration as a RVP, a nominee must meet all applicable requirements imposed by NAR as set forth in its bylaws and policies (which, in part, are currently as set forth below), and as the same may hereafter be revoked, supplemented or otherwise changed from time to time (“NAR Bylaws & Policies”).

(a) The RVP candidate must have broad leadership experience from their local and state association and must have served as state president, and/or national president of an NAR

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institute, society or council.

- (b) The RVP candidate must have served as a NAR director which may include the year served as state president*
 - (c) The RVP candidate must have served as a member of a NAR committee*
 - (d) The RVP candidate must have other REALTOR®, civic and/or governmental activity and experience as would indicate leadership ability and potential.*
 - (e) RVP candidates should have state or regional spokesperson training.*
- (2017)

Section 2. Nominations. All nominations shall be on the “NAR Application for Elected Office for Regional Vice-President candidates” form, and shall otherwise set forth the nominee’s qualifications as may be required by the State Association, and must be received by the State Association not less than thirty (30) days prior to the first Board of Directors meeting of the calendar year. The State Association Staff will promptly review all completed nominations forms and shall submit only those nominees who meet the qualification requirements set forth in Section 1 above for consideration by the Board of Directors. Nominations will not be received from the floor. (2017)

Section 3. Election. During the first Board of Directors meeting of the calendar year, the State Association Directors will elect the State Association nominee for the office of RVP for the next ensuing RVP term. An election to fill a vacancy in the office of RVP may be conducted at any Board of Directors meeting during the year. The election shall be by written ballot and State Association Directors shall be allowed to vote for one nominee. The nominee who receives the most votes will be designated as the State Association nominee for the office of RVP. The actual vote count shall be available after the Board of Directors meeting to all nominees. (2017)

Section 4. General. All processes and procedures for the nomination and election of the State Association nominee for the office of RVP shall be subject to all applicable NAR Bylaws & Policies, which may require (among other things) that Regions conduct formal candidate interviews and/or consider the use of interview questions suggested by NAR. (2017)

Policy 473 – Issues Posed at Meetings of the National Association of REALTORS®

Cognizant of the fact that advance notice is at times not provided on issues posed at meetings of the National Association of REALTORS®, all State officers and National Directors of the State Association attending National meetings are authorized to state the position of the State Association on said issues. Such position shall be determined by a majority vote taken in a caucus of State officers and National Directors. (2004)

Notice of a caucus where such a vote is to be taken must be posted in a conspicuous place in the hotel designated as the National Association of REALTORS® hotel for said meetings and in the Missouri Hospitality Room at least twelve (12) hours before the caucus. A report shall be filed by the President of the State Association on any action taken under the provisions of this policy at the next regular meeting of the Board of Directors of the State Association.

Policy 474 - Accounting Basis and Revenue/Expense Recognition

The State Association’s annual financial statements are prepared in conformity with generally

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accepted accounting principles. These principles require the CEO and VP, Finance & Operations to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

The annual financial statements of the State Association are prepared on the accrual basis of accounting. Revenues are recognized when earned and expenses when incurred. The format of the annual financial statements follow the recommendations of the American Institute of Certified Public Accountants in its industry audit guide, "Audits of Certain Nonprofit Organizations."

To ensure observance of limitations and restrictions placed on the use of resources available to the State Association, the accounts of the State Association are maintained in accordance with the principles of fund accounting. This is the procedure by which resources for various purposes are classified for accounting and reporting purposes into funds established according to their nature and purposes. Separate accounts are maintained for each fund and reported in detail under fund group headings.

Policy 475 - Compliance Reporting

It is the State Association's policy to strictly adhere to all governmental and regulatory reporting deadlines, without exception.

IRS Form 990 Tax Reporting:

The State Association is exempt from income tax under Section 501(c)(6) of the U.S. Internal Revenue Code. The Association's federal Exempt Organization Income Tax Returns (Form 990) are filed at the end of each reporting year. It is the responsibility of the State Association CEO and VP, Finance and Operations to ensure timely filing of all IRS 990 requirements.

IRS 1099s:

During the course of the fiscal year, the VP, Finance and Operations is responsible for monitoring and tracking vendor payments for compliance with the IRS 1099 reportable income regulations.

All vendors initially performing services are required to submit a completed W9 form before payment is released. Paper 1099 forms are prepared annually for the previous calendar year activity and sent to all eligible recipients no later than the stated IRS deadline date, which is normally January 31st. Subsequently, files containing all 1099 activity are filed with the IRS by the stated deadline date (normally March 31st).

Policy 476 - Payment Policies

The payment policies of the State Association are designed to maintain positive vendor relationships, preserve the State Association's credit worthiness, and maximize the benefits of positive cash flow in the organization.

The State Association's standard policy is to provide payment to vendors performing services or providing goods within a term of net 30 days. An alternative payment term may be established for

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a particular vendor upon entering into a contractual arrangement with the State Association and these exceptions are handled on a case by case basis. The default payment method for all vendors will be check or ACH based on the vendor's preference.

Policy 477 - Property & Equipment/Capitalization

It is the policy of the State Association that Property and Equipment are to be stated at cost. Major renewals and improvements that significantly add to the productive capacity or extend the life of an asset and have a purchase price of over \$2,500 are capitalized. Maintenance and repair costs are charged to expense. At the time property is sold, retired or otherwise disposed of, the costs and related accumulated depreciation are removed from the asset and accumulated depreciation accounts and any resulting profit or loss is reflected in income.

Uses of operating or designated funds for plant acquisitions are accounted for as transfers to the property and equipment fund. Proceeds from the sale of plant assets will be transferred to unrestricted fund balance.

Depreciation

Substantially all property & equipment is depreciated on a straight-line basis. Depreciation rates are based upon the estimated useful lives of the assets, which range from 3 to 30 years.

Policy 478 - Document Retention

It is the State Association's policy to retain financial records in accordance with the below schedule. All documents will be retained in electronic format on the State Association's internal servers. The servers of the State Association will be backed up on a nightly basis and have necessary security software to ensure safe retention of these documents in the case of server failure, natural disaster, or cyber-attack.

Accounts Payable Vouchers	7 years
Accounts Receivable Billings	3 years
Audit Reports	indefinite
Back-ups of Accounting Data Files	7 years
Cash Receipt / Deposits	3 years
Contracts	7 years
Financial Status Reports – Internal	7 years
Membership Dues Payment Records	3 years
Payroll Records / W-2's	3 years
Payroll Tax Filings	indefinite
Tax Return Filings	indefinite
All other accounting records	7 years

Policy 479 - Compensation

Compensation for staff of the State Association is determined jointly by the Vice Presidents and CEO. All salaries are subject to final approval of the CEO and are reviewed on an annual basis. If

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the combined compensation for all staff will exceed the approved annual human resources budget by greater than \$10,000, the CEO must obtain final approval from the Leadership Team.

The salary of the CEO is determined annually by the State Association's Leadership Team and is subject to any requirements set forth in the CEO's employment contract. The salary of the CEO is reviewed on a frequent basis for market reasonableness and is periodically certified as compliant with the guidelines and requirements set by the IRS for the "rebuttable presumption of reasonableness."

Further stipulations for employee performance reviews, wage expectations, and other benefits are set forth in the State Association's Employee Manual.

Policy 480 - Financial Information Disclosure Policy

The State Association will make available to all general members a copy of the most recent audited financial statements, as well as the accompanying accountant's report. A general member may obtain these financial statements electronically through the State Association's member website. A general member may also make a request to the Treasurer or President to view any interim financial statements provided during the regularly scheduled Board of Directors meetings. The State Association will also furnish any financial data as required by any applicable State law.

The Board of Directors and any member serving on a Committee of the State Association may obtain an electronic copy of the monthly financial statements via request to the Treasurer or President. Such financial statements will be treated in a confidential manner and not distributed to other parties without consent of the State Association Leadership Team.

Any member of the State Association Leadership Team or Finance & Budget Committee may request detailed financial information from the CEO or VP, Finance & Operations at any time. This information is available to these members as a means to fulfilling their fiduciary responsibility to the State Association.

All Output Group, Presidential Advisory Group or other Committee members may make a request to the President or Treasurer to obtain detailed financial information as it is directly related to their roles and responsibilities. In the event an Output Group is granted funding from a Mission Committee, the CEO and VP, Finance & Operations have the authority to provide the respective group with detailed financial information as it directly relates to the approved funding without first seeking the approval of the Treasurer or President.

Outside organizations or any non-members will only be shown such financial statements if it is required by law or deemed necessary in the course of business. All such requests may be granted by the CEO without approval from the President or Treasurer. The CEO will notify the Leadership Team of any financial statements that were provided by requirement of law.

Any requests made in compliance with this policy may be made by either written or electronic means. Requests may also be coordinated through the CEO or Vice President, Finance & Operations who will then obtain any applicable approvals from the President or Treasurer.

Policy 481 - Fraud Risk Oversight and Ownership

The CEO and VP, Finance & Operations are charged with the application of fraud related policies of the State Association as outlined in the State Association's Policies 474-481. The Finance & Budget Committee is charged with reviewing such related policies on an annual basis to ensure proper identification and assessment of fraud risks.

The VP, Finance & Operations is also responsible for maintaining detailed internal financial procedures. These procedures should foster an environment that reduces fraud risks through proper segregation of financial duties, within staffing limitations. The Finance & Budget Committee may review these internal procedures at any time and make recommendation for such processes if deemed necessary. Further, the Finance & Budget Committee will consult with the selected auditor on an annual basis regarding their assessment of internal financial procedures and segregation of duties.

The CEO and department Vice Presidents shall work to cultivate an environment of honesty, respect and ethics throughout the organization. All levels from the CEO to all other employees follow guiding principles set forth in the State Association's Mission and Vision Statements. Further all employees are guided by the principles defined in the Employee Handbook. The Handbook includes, among other useful information, the rules of conduct, whistle blower policy, etc. The Handbook can be obtained by staff electronically through The Landing.

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APPENDIX I

(The current version of the State Association's Ethics Citation Policy is attached hereto and forms a part of Policy 209, "Statewide Professional Standards", as referenced at Section 5(a)2 thereof.)

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Missouri REALTORS® Ethics Citation Policy

This Ethics Citation Policy (“Citation Policy”) is attached to and part of Policy 209 (Statewide Professional Standards) of the State Association’s Bylaws and Official Statements of Policy. It includes information on the citation process, how citations are issued, and the circumstances where it can be used (the “Citation Program”).

Information about the Citation Program, including the Schedule of Citable Offenses and Fines attached hereto and incorporated herein (the “Citation Schedule”), will be provided as part of the information sent to potential complainants considering filing ethics complaints with the State Association.

The State Association has authorized a Citation Panel, comprised of at least three (3) individuals, to review complaints to determine eligibility for the Citation Program and to issue any appropriate citations pursuant to the Schedule. Individuals on a Citation Panel shall be selected from the Citation Committee appointed pursuant to Policy 209 and have a high level of experience in hearing professional standards cases.

Initial Review by Grievance Committee and Citation Panel

- I. When a Grievance Committee receives a written ethics complaint, it will review the complaint consistent with Sections 19 and 20 of the current NAR *Code of Ethics and Arbitration Manual*. The Grievance Committee may add or delete articles or respondents at this stage in the proceedings.
- II. If the Grievance Committee determines that the complaint should be forwarded for a hearing, the Grievance Committee will first determine if *all* of the Articles and Standards of Practice included are covered by the Citation Schedule, *i.e.*, if it is a “citable offense.” The Grievance Committee shall then take one of the two (2) following actions:
 - A. If the complaint includes alleged violations which are not included in the Citation Schedule, or it includes *some* which are covered by the Citation Schedule and some that are not, the complaint shall be referred directly to the Professional Standards Committee for hearing consistent with the policies and procedures set forth in Policy 209 and the *Code of Ethics and Arbitration Manual* for ethics hearings.
 - B. If the complaint includes *only* allegations of violations included in the Citation Schedule, the Grievance Committee shall refer the complaint to the Citation Panel for review. The Citation Panel may issue a citation (see below) and impose discipline consistent with the Citation Schedule. Any particular training or education course, and the time permitted within which to complete the same, shall be as specified by the Citation Panel.

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However, if the members of the Citation Panel determine the conduct described in the complaint is sufficiently egregious to warrant a hearing rather than a citation, the complaint shall be referred to the Professional Standards Committee for hearing consistent with the policies and procedures set forth in Policy 209 and the *Code of Ethics and Arbitration Manual* for ethics hearings.

Issuance of Citations

- I. Citations will be sent to respondents. A copy of the citation shall also be sent to the REALTOR® principal of respondents' office. If the respondent changes firms before or after the complaint is filed but before the citation is issued, both the former and current REALTOR® principal will receive a copy of the citation. A copy of the Complaint, including identity of the complainant and all evidence submitted, will be provided along with the citation. A copy of the citation shall also be provided to the Complainant at the time a citation is issued.

- II. The respondent will have twenty (20) days from the date of transmittal of the citation (the "Deadline") to request a full due process hearing on the complaint.
 - A. If the respondent does not reply within ten (10) days of transmittal of the citation, a notice shall be issued to the respondent reminding the respondent of the deadline for requesting a hearing. This notice shall also include a reminder regarding the due date for payment of the fine and completion of education course, if applicable, as well as consequences for non-timely payment of the citation.

 - B. If the respondent accepts the citation, or if the respondent does not request a hearing on or before the Deadline (in which case the respondent shall be deemed to have accepted the citation), this will constitute a waiver of respondent's right to a hearing and will be deemed to be a final resolution of the complaint, which shall not be appealable or subject to any further review.

 - C. If the respondent accepts the citation, or if the respondent does not request a hearing on or before the Deadline, payment must be received by the State Association no later than ten (10) days after the Deadline has elapsed.
 1. Upon receipt of payment, notice will be provided to the complainant that a citation has been paid. The case will be deemed to be closed upon receipt of payment and completion of any required educational training by respondent.

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2. Failure to pay the citation amount within ten (10) days after the Deadline will result in the automatic suspension of membership until the citation has been paid. Suspension of membership for failure to pay the citation shall be for no longer than one (1) year, after which time the member shall be terminated from membership.
- D. If the respondent requests a hearing on or before the Deadline, the complaint shall be referred for hearing. The complainant who initially filed the complaint shall be given the option to proceed as the complainant for the purposes of the hearing, and will be afforded all due process rights provided for in the *Code of Ethics and Arbitration Manual*. Should the complainant be a member of the public who refuses or is unable to participate in the hearing, or should the complainant be a REALTOR® member who refuses or is unable to participate in the hearing, the provisions of Section 21(f)(3) in the *NAR Code of Ethics and Arbitration Manual* shall apply.

Limitations

- I. Any REALTOR® is limited in the number and type of citations that he/she may receive, according to the following rules:
 - A. No more than two (2) citations will be issued to a member within a consecutive twelve (12) month period, starting on the date the first complaint was filed, at the same association.
 - B. No more than three (3) citations will be issued to a member within a consecutive thirty-six (36) month period, starting on the date the first complaint was filed, at the same association.
 - C. No additional citations are permitted where the cumulative fine for the citations issued would be more than \$5,000 in any three (3) year period at the same association.
 - D. The State Association may, at its discretion, adopt and revise or modify from time to time as part of the Citation Schedule, an escalating fine schedule for repeat citations. If an escalating fine schedule is used, the Citation Panel may only consider the past citations for the particular conduct alleged in the complaint.
- II. The fact that a respondent has previously been issued a citation for any violation – whether or not it was paid – shall not be admissible in any ethics or arbitration hearing, including a hearing to consider a complaint where the respondent rejected a citation and requested a

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hearing. A hearing panel may consider citations previously issued to the respondent for the purpose of determining appropriate discipline as provided in Subsection IV below.

- III. Citations will not be considered in any publication of violations should such rules be adopted by the State Association.
- IV. Where a hearing panel finds a violation of the Code of Ethics after a hearing, it may consider past citations in determining an appropriate sanction only if the citation was issued for the same violation at issue in the hearing. By way of example, if a citation was issued for failure to disclose a dual or variable rate commission under Standard of Practice 3-4, that citation could not be considered if a hearing panel later found a violation of Article 3 on some other grounds. Hearing panels will not be informed of past citations for other violations.
- V. State Association staff will track the number of citations issued, the number of citations paid, and the violations for which citations were issued. This information may be provided in the aggregate to the Risk Management Mission Committee and to the Board of Directors, but will not include details about the complaints, nor identify the complainants or respondents.

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Missouri REALTORS® Citation Policy Schedule of Citable Offenses & Fines (effective 1/22/16)

	Applicable Article and Standard of Practice	Fine¹	Ethics Training in addition to fine²
Article 3			
Failure to communicate a change in compensation for cooperative services prior to the time that REALTOR® submits an offer to purchase/lease the property	Article 3, supported by Standard of Practice 3-2	1st violation \$300 2nd violation \$900 3rd violation \$2700	2 nd and 3 rd violations only – required to attend a live Code of Ethics course that meets or exceeds the NAR Code of Ethics Training Requirement for New or Existing Members.
As a listing broker, attempting to unilaterally modify the offered compensation with respect to a cooperative transaction after a REALTOR® has submitted an offer to purchase or lease that property	Article 3, supported by Standard of Practice 3-2		
Failing to disclose existence of dual or variable rate commission arrangements	Article 3, supported by Standard of Practice 3-4		
Failure to disclose to cooperating brokers differential that would result in dual or variable rate commission arrangement if sale/lease results through efforts of seller/landlord	Article 3, supported by Standard of Practice 3-4		
Failing to disclose existence of accepted offers, including offers with unresolved contingencies, to cooperating brokers	Article 3, supported by Standard of Practice 3-6		
Misrepresenting the availability of access to show or inspect a listed property	Article 3, supported by Standard of Practice 3-8		
Providing access to listed property on terms other than those established by the owner or the listing broker	Article 3, supported by Standard of Practice 3-9		
Article 4			
Failing to disclose REALTOR®'s ownership or other interest in writing to the purchaser or their representative	Article 4 (second sentence)		

¹ Fine Amounts specified equally apply to all violations of Articles and Standards of Practice referenced herein.

² Any specific course required (and time to complete the same) shall be as specified by the Citation Panel.

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Article 5			
Providing professional services without disclosing REALTOR®'s present interest in property	Article 5 (limited to present interest, not contemplated)		
Article 6			
Accepting any commission, rebate, or profit on expenditures without client's knowledge or consent	Article 6 (first paragraph)		
Article 12			
Failing to present a true picture in real estate communications and advertising	Article 12		
Failing to disclose status as real estate professional in advertising and other representations	Article 12		
Failure to provide all terms governing availability of a "free" product or service in an advertisement or other representation	Article 12, supported by Standard of Practice 12-1		
Failure to disclose potential to obtain a benefit from third party when REALTOR® represents their services as "free" or without cost	Article 12, supported by Standard of Practice 12-2		
Advertising property for sale/lease without authority of owner or listing broker	Article 12, supported by Standard of Practice 12-4		
Failing to disclose name of firm in advertisement for listed property	Article 12, supported by Standard of Practice 12-5		
Failing to disclose status as both owner/landlord and REALTOR® or licensee when advertising property in which REALTOR® has ownership interest	Article 12, supported by Standard of Practice 12-6		

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Falsely claiming to have “sold” property	Article 12, supported by Standard of Practice 12-7		
Failure to take corrective action when it becomes apparent that information on a REALTOR®’s website is no longer current or accurate	Article 12, supported by second sentence of Standard of Practice 12-8		
Failure to disclose firm name and state of licensure on REALTOR® firm website	Article 12, supported by Standard of Practice 12-9		
Misleading consumers through deceptive framing, manipulating content, deceptively diverting internet traffic, or presenting other’s content without attribution or permission	Article 12, supported by Standard of Practice 12-10		
Registering or using of deceptive URL or domain name	Article 12, supported by Standard of Practice 12-12		
Representing that the REALTOR® has a designation, certification, or other credential they are not entitled to use	Article 12, supported by Standard of Practice 12-13		
Article 14			
Failing to cooperate in a professional standards proceeding or investigation in circumstances when cooperation has been demanded by the association and association has advised REALTOR® failure to cooperate could result in an allegation of a violation of Article 14	Article 14		
Article 16			
Conditioning submission of a buyer’s offer on additional compensation from a listing broker	Article 16, supported by Standard of Practice 16-16		
Placing for sale/lease sign on property without permission of seller/landlord	Article 16, supported by Standard of Practice 16-19		

