OKLAHOMA CITY METROPOLITAN ASSOCIATION OF REALTORS®, INC.

ASSOCIATION POLICIES AND PROCEDURES MANUAL

Reviewed and approved by the Board of Directors

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And approved:

Steve Reese, 2022 OKCMAR President

Date: 12/13/2022

All prior policies not included in this manual will be nullified by the OKCMAR Board of Directors vote to adopt this manual.

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I. ANTI-TRUST POLICY STATEMENT

In order to ensure that the Association and its members comply with antitrust laws, the following principles will be observed:

1. The Association or any Committee, section, chapter, or activity of the Association shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members or other competitors with regard to prices, commissions, cooperative compensation, geographic territory, or terms and conditions of contracts for services or products. Therefore, discussions and exchanges of information about such topics will not be permitted at Association meetings or other activities.

2. There will be no discussions discouraging or withholding patronage or services from, or encouraging exclusive dealing with, any supplier or purchaser or group of suppliers or purchasers of products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity.

3. There will be no discussions about allocating or dividing geographic, territorial, or service markets or customers.

4. There will be no discussions about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, or deceptive, or that is directly competitive with Association products or services.

5. There will be no discussions about discouraging entry into or competition in any segment of the marketplace.

6. There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Association's bylaws.

7. There will be no suggestions, recommendations, or discussions about fees or commissions charged by listing brokers or offered to potential cooperating brokers. The Association shall not refuse membership to real estate professionals on the basis of the commissions charged or level of service offered.

8. Certain activities of the Association and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body, or 3) decisions of judicial bodies. However, the exemption does not protect actions constituting a "sham" to cover anticompetitive conduct.

9. Speakers at Committees, educational meetings, or other business meetings of the Association shall be informed that they must comply with the Association's Antitrust Policy in the preparation and the presentation of their remarks. Meetings will follow a

written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken, or conclusions reached.

10. At informal discussions at the site of any Association meeting all participants are expected to observe the same standards of personal conduct as are required of the Association in its compliance.

II. OFFICERS

a. President

The President shall:

a. The President shall hold office for one (1) calendar year beginning January 1st.

b. Preside and serve as Chair at all Executive Committee meetings;

c. Preside and serve as President at the Board of Directors meetings; appoint task force members, subject to confirmation by the Board of Directors;

d. Serve as a non-voting ex-officio member of all committees;

e. Supervise all policy affairs of the Association;

f. Communicate with the Chief Executive Officer and staff on business affairs of the Association;

g. Sign all contracts or other instruments which the Board of Directors has authorized to be executed;

h. Implement and guide policies and programs recommended by the Executive Committee and approved by the Board of Directors;

i. Submit to the Secretary-Treasurer for payment a statement of expenses with attached receipts that occur in the course of representing the Association;

j. Make recommendations to the Board of Directors for members to fill local civic committees;

k. Attend OAR and NAR conventions and meetings, and appoint, subject to the approval of the Board of Directors, the President-Elect to attend if unable to attend;

l. Act as voting delegate of the Oklahoma City Metropolitan Association of REALTORS® at all NAR conventions, and serve as an OAR State

Director during their term of office;

m. Act as the Association's representative to all NAR and OAR meetings necessary to the office of the President, including but not limited to forums, caucuses and various meetings that would directly affect the Association;

n. Report back to the Directors at the following Board of Directors' meeting after NAR and OAR meetings on any items that will affect the Association; and

o. Any other duties as may be prescribed by the Board of Directors.

b. President-Elect

The President-Elect shall:

a. The President-Elect shall hold office for one (1) calendar year beginning January 1st.

b. Appoint all Committees, Committee Chairs and Vice Chairs for their term of office (if needed) no later than December 1st of the current year of office as President-Elect, subject to approval of OKCMAR Board of Directors;

c. Serve on the Executive Committee;

d. Act as presiding officer at Executive Committee and Board of Directors meetings in the absence of the President;

e. Represent the Association before other organizations when invited and where authorized by the President;

f. Submit to the Secretary-Treasurer for payment a statement for expenses that occur in the course of representing the Association;

g. Assist the President in guiding the policies and programs of the Oklahoma City Metropolitan Association of REALTORS®;

h. Assume duties as the Executive Committee and the Board of Directors may determine;

i. Attend OAR conventions and meetings and report to the Directors at the next regularly scheduled meeting;

j. Attend all conventions and meetings where the President is unable to attend and report to the Directors at the next regularly scheduled meeting;

k. Serve as the alternate voting delegate for the President at NAR and OAR conventions; and

l. Any other duties as may be prescribed by the Board of Directors.

c. **Vice President**

The Vice President shall:

a. The Vice President shall hold office for one (1) calendar year beginning January 1st. ;

b. Serve on the Executive Committee;

c. Act as presiding officer at Executive Committee and Board of Directors meetings in the absence of the President and President-Elect;

d. Represent the Association before other organizations when invited and when authorized by the President;

e. Assist in carrying out the policies and programs of the Oklahoma City Metropolitan Association of REALTORS® as approved by the Executive Committee and the Board of Directors;

f. Assume duties as the Executive Committee and the Board of Directors may determine;

g. Attend all OAR meetings whenever possible;

h. Attend all conventions and meetings where the President and President-Elect are unable to attend, and report to the Directors at the next regularly scheduled meeting;

i. Serve as an alternate voting delegate if the President or President-Elect are unable to attend NAR and OAR Conventions; and

j. Any other duties as may be prescribed by the Board of Directors.

d. **Secretary Treasurer**

The Secretary-Treasurer shall:

a. The Secretary-Treasurer shall hold office for one (1) calendar year beginning January 1st;

b. Serve as Chair of the Finance Committee and submit the budget to the Directors who have the right to review and amend as appropriate;

c. Provide input to the new Secretary-Treasurer and Finance Committee

in formulating an annual budget report of proposed necessary expenditures for the fiscal year to be presented to the newly elected Board of Directors within thirty (30) days of taking office;

d. Cooperate with the Association auditor in preparing a year-end annual report;

e. Present Association financial statements to the Board of Directors monthly and monitor the budget;

f. Serve on the Executive Committee;

g. Attend OAR conventions or meetings whenever possible; and

h. Any other duties as may be prescribed by the Board of Directors.

e. **Chief Executive Officer**

a. **Description**

The Chief Executive Officer (CEO) is the Association Executive (AE) of the Association and recommends and participates in the formulation of new policies as they have been approved by the Board of Directors; plans, organizes, directs and coordinates the staff, programs and activities of the Association to ensure that objectives are attained, plans fulfilled, and members needs met; maintains effective internal and external relationships; and through management and leadership, achieves economical, productive performance, forward-looking programming and constructive growth of the Association. The Chief Executive Officer reports to the Board of Directors.

b. **Duties Reponsabilities and Authority**

Within the limits of the Bylaws and policies, the Chief Executive Officer is responsible for and has commensurate authority to accomplish the duties set forth below:

a. Ensures the Board of Directors and officers are kept fully informed on the conditions and operations of the Association, and on all important factors influencing them;

b. Plans, formulates and recommends for the approval of the Board of Directors basic policies and programs which will further the objective of the Association;

c. Executes all decisions of the Board of Directors except when other assignment is specifically made by the Board of Directors;

d. Develops for the purpose of day-to-day administration specific policies, procedures and programs to implement the general policies established by the Board of Directors;

e. Establishes a sound organizational structure for the Association office;

f. Directs and coordinates all approved programs, projects and major activities of the Association staff;

g. Recruits, hires, trains and motivates Association staff personnel;

h. Hires, promotes, disciplines and terminates employees, subject to the consultation with a human resources specialist as may be required by common sense or at the direction of OKCMAR President, and consults with the OKCMAR President before terminating or hiring any key staff positions in OKCMAR or MLSOK, Inc.; obtains maximum utilization of staff by clearly defining their duties, providing cross training as appropriate for maximum staff efficiency, establishing performance standards, conducting performance reviews and maintaining salary structure within specified guidelines of approved budget; and

i. Any other duties as may be prescribed by the Board of Directors.

III. BOARD OF DIRECTORS

a. Board of Directors Policy

OKCMAR's Board of Directors is responsible for overseeing the Association's operations while furthering the Association's mission. Serving on the Board is a privilege and a responsibility and involves a commitment to the furtherance of the Association. As a Director, you have certain legal obligations to the Association. This Board Meeting Policy, in conjunction with the Bylaws, serves as a manual for Board practice and function. In the event of any inconsistency between the Bylaws and this Policy, the Bylaws shall govern.

b. Makeup of Board of Directors

1. Each Director is elected for a term of three (3) years.

2. **T**he maximum number of Directors on the Board of Directors from one firm shall not exceed three (3).

3. If one firm's number of Directors increases above three (3) for any reason, said Director, causing the overage from that firm must resign or be dismissed, unless the overage is caused by the President, President-Elect, and/or Past President.

4. If the President, President-Elect and/or Past President causes an overage, the following occurs:

    a. One of the remaining directors from such real estate firm, shall be removed by lottery draw;

    b. The maximum number of directors from any real estate firm shall not exceed three (3).

c. Fiduciary Duties of a Director

1. **Duty of Loyalty**

    a. Directors shall at all times act in the best interest of the Association, and not for personal benefit. To avoid impropriety or any appearance of impropriety, all potential conflicts must be disclosed to the Board in accordance with the OKCMAR Conflict of Interest Policy. Conflicts of Interest do not, per se, constitute a breach of the duty of loyalty, so long as such conflicts are disclosed to and approved by a majority of the disinterested Directors.

    b. The fiduciary duty of loyalty includes the duty to refrain from misappropriating an Association business opportunity, making interested transactions, directly or indirectly competing with the Association, use of Association assets for personal advantage, or other abuse of the role as Director for personal gain, without the approval of a majority of disinterested Directors.

2. **Duty of Care**

    a. In the performance of their duties, Directors shall use the same care an ordinarily prudent businessperson would exercise in similar circumstances. Directors shall act in good faith, stay informed of Association business, disclose material nonconfidential information to other Directors, if not already known to them, reasonably monitor the state of affairs of the Association, obtain and utilize all relevant information prior to making a decision, and make careful, informed decisions.

    b. In performing their duties, Directors may rely on information, opinions, reports, or statements presented to the Association by any person as to matters the Director reasonably believes are within such person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Association.

d. Confidentiality and Conflict of Interest

1. Each Director and Officer shall sign a Confidentiality and Conflict of Interest statements at the annual Board Orientation Meeting.

2. Confidentiality

    a. Directors may receive or have access to personal or sensitive information of their fellow Directors, the Association and its membership, employees and contractors, affiliates, and the business practices, finances, vendor lists, trade secrets, and other confidential or proprietary information of the Association. Directors shall exercise caution when discussing Association or Board matters with non-Directors. Unless otherwise indicated, discussions and decisions at Board meetings are confidential and should not be disclosed. Directors shall not disclose or discuss information about the Association's activities or other confidential information, unless the information is a matter of public record or the Board specifically authorizes such disclosure.

    b. All Officers, Directors, Chairs, and Committee Members will sign Conflict of Interest and Confidentiality statements at the respective first meeting of the calendar year.

3. Conflict of Interest

    a. The conflict of interest statement should disclose any potential conflict of interest. Disclosure of the potential conflict does not preclude the Director or Officer disclosing from their service, it gives notice to the Chief Executive Officer and other board members that the director may need to excuse oneself if a particular subject is being discussed or specific external parties will be affected by a board decision.

    b. A written statement by each member of the Board of Directors and Officers must be provided at the annual Board Orientation meeting indicating any potential conflict of interest and shall be provided to the Chief Executive Officer at that time.

    c. Conflict of Interest Policy and Reasoning

        a. The purpose of this Conflict of Interest Policy is to complement the OKCMAR Bylaws in preventing the personal interest of staff members, board members, and volunteers from interfering with the performance of their duties resulting in personal financial, professional, or political gain either directly or indirectly through a relative on the part of such persons at the expense of its members, supporters, and other stakeholders.

b. Full written disclosure shall be made by the interested parties to the full Board of Directors in all conflicts of interest, including but not limited to the following: Anyone in a position to make decisions about spending resources (i.e., transactions such as purchases, contracts) – who also stands to benefit from that decision – has a duty to disclose that conflict as soon as it arises or becomes apparent; s/he should not participate in any final decisions.

c. Following full disclosure of a possible conflict of interest or any condition listed above, the Board of Directors shall determine whether a conflict of interest exists and, if so, the Board shall vote to authorize or reject the transaction or take any other action deemed necessary to address the conflict.

d. In the event of an emergency where the need for the service is immediate (for example, a lobby full of member students waiting for a CE instructor that fails to show, or significant damage to the building where no other service provider is available), the Chief Executive Officer may engage such independent contractors for the immediate need only and then must file a written report to the Board of Directors indicating the date and time of the incident, the independent contractor hired, the amount of payment to the independent contractor, and the circumstances surrounding the engagement.

e. Individual Duties of Directors

1. Each Director is encouraged to attend all general functions of the Association. Directors are encouraged to attend NAR and OAR conventions and meetings.

2. Directors should be actively engaged in their communities and attend such civic meetings as will be beneficial to the Association.

3. Directors shall review and establish any recommended policies, as necessary, in the best interest of the Association, and shall review and approve any and all Association policies and procedures

4. Professionalism

    a. All Directors shall uphold the highest ethical standards and act with professionalism and respect. In the performance of their duties, Directors shall adhere to all laws, rules, and regulations, including the OKCMAR Bylaws, Conflict of Interest policy and all other OKCMAR policies and procedures.

    b. Meetings shall be conducted in accordance with the OKCMAR Bylaws

and shall proceed in an efficient manner. Directors are encouraged to prepare and actively participate in every meeting.

c. Directors shall conduct themselves in a professional and businesslike manner at all meetings, Association functions, and while otherwise carrying out their position as member of the Board.

d. Inappropriate language or personal attacks against other Directors, Association members, officers, or guests are not consistent with the best interests of the Association and will not be tolerated. Differences of opinion must be expressed in a professional and businesslike manner.

f. Duties of the Board of Directors

1. Retain legal counsel and set the terms of compensation.

2. Right to review and amend the budget as submitted by the Secretary Treasurer.

g. BOD Quorum and Director Attendance

1. **Quorum**

a. Quorum is a majority of the Directors. A quorum is 50% plus one of your total Board of Directors.

b. In the event a majority of the Directors is not present at a meeting, the meeting must be adjourned, and business cannot be transacted.

c. If the Quorum is broken after the meeting has been called to order, business may continue unless a present voting member calls for a quorum for continued business. If called, the meeting is adjourned and the remaining agenda items are tabled for the next meeting where a quorum is present.

2. **Attendance**

a. The Secretary-Treasurer shall take attendance at each meeting and shall include in the meeting minutes the names of all Directors present and whether a Quorum has been reached.

b. Attendance is required at all Board of Directors meetings.

c. If a Director is unable to attend a regular or special meeting, he or she shall notify the Chair of the Board as soon as possible, but not less than twenty-four (24) hours prior to the start of the meeting.

d. Absent from (3) regular meetings without an excuse deemed valid by the board of directors shall be construed as a resignation and the vacancy

succession shall trigger.

e. In the event a Director displays a pattern of repeated absences, with or without good cause, or otherwise displays a disregard for the duties for the office of Director, the Board may remove such Director by a majority vote at a regular meeting, or at a special meeting called for that purpose.

f. Excuses presumably deemed valid and not subject to Board approval:

   a. If the Director participates in the meeting telephonically, the Director is not deemed absent.

   b. Attendance and participation at another REALTOR® sanctioned conference if the Director holds a position on a committee or higher office

   c. Attendance and participation at a OKCMAR or MLSOK hosted event while in a leadership position that conflicts the the Board meeting

h. Meeting Procedure

1. Prior to a regular Board meeting the staff or delegated lisaison shall ask the Directors if they have any additions to the meeting agenda.

2. If new business is requested, the new business is added to the agenda.

3. If no new business requests are received, the Association shall send out the meeting agenda seven (7) days prior to the date of the meeting.

4. During the allotted time slot for new business, Directors may make motions to introduce new business. If the motion is seconded, the new business is discussed, and ultimately voted.

5. The Board may hold an executive session during the meeting or following adjournment.

6. Robert's Rules of Order is the adopted parliamentary procedure in the event the Bylaws and Policies and Procedures are silent. If in conflict, OKCMAR governing documents are controlling.

V. VACANCY FOR OFFICERS AND DIRECTORS

1. Officer Vacancy

a. When a vacancy in office occurs, it shall be filled within 10 business

days by a majority vote of the Board of Directors (*see By Laws pg. 12 Section 5*).

1. Exception: President-Elect shall automatically fill a vacancy in the office of President for the remaining unexpired term in addition to the President-Elect's regular term as President.

b. Any Member selected by the Board of Directors must have been qualified to be a nominee for election during the immediately preceding annual election.

c. Except as provided above, no Member shall hold more than one (1) office at the same time.

d. Duties of the officers shall be as set forth in a policy adopted by the Board of Directors, as may be assigned to them by the Board of Directors from time to time.

2. Board of Directors Vacancy

a. New Director must meet the qualifications for Directors set forth in the Association Bylaws and shall serve for the remainder of the term of the removed Director (*see Bylaws pg. 12 Section 5*).

b. The Board shall fill the vacancy with a majority vote.

3. **INDEMINIFICATION POLICY**

Every officer and director (hereafter individually referred to as "person") shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred or imposed upon such person in connection with any proceeding to which that person may be made a party or which that person may become involved, by reason of being or having been an officer or director of the Association or any settlement thereof, whether or not the individual is serving in such capacity at the time such expenses are incurred, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association, except in such cases wherein the person is adjudged guilty of willful misfeasance or malfeasance in the performance of such person's duties or shall have acted in such a manner as has exceeded such person'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 person may be entitled. Any such indemnification shall be made only as authorized, in a specific case upon a determination by a quorum of the Board of Directors consisting of Directors who were not parties to such action, suit or proceeding or by written opinion of independent legal counsel or by the members that indemnification is proper because the person acted in accordance with the standards established under Oklahoma law.

VI. CHARITABLE GIVING

1. Determining Charitable Giving and Approval

a. The Board of Directors approves the charitable giving financial allocations through the passage of the next fiscal year's budget.

2. Criteria for Charitable Giving

The Board of Directors may vote to give to any cause. The following are recommendations regarding charitable giving:

a. Allocations, projects, events, or causes must:

1. Help to improve the quality of life for the community, thus leading to an increase in the marketability of the community, and

2. Receive positive public relations exposure.

b. Who OKCMAR will fund:

1. Charities benefiting people living in Oklahoma with preference for people living in the Oklahoma City Metro area.

2. OKCMAR is especially interested in projects with the capacity to deliver significant impact and which reach the greatest number of people.

c. OKCMAR does not fund:

1. Projects benefiting people outside Oklahoma

2. Individuals;

3. Charities seeking funds to redistribute to other charities;

3. Timescales

a. The allocations for charitable giving are determined by the budget.

b. Funds are available on a first come, first served basis.

4. Charitable Giving Funding Priorities

a. The following are the suggested funding priorities. Other causes may be considered when presented and approved by the majority vote of the board of directors:

1. *Neighborhood Improvement*: Charities which seek to improve or preserve homes for the disadvantaged, such as elderly or low income

2. *Improve the marketability of the OKC Metro area*: Charities which provide services that make the Oklahoma City metropolitan area a desirable residence.

3. *Community Development:* Charities which assist groups in organizing and responding to problems and needs in their communities or networks.

4. *Home Ownership:* Charities which support or assist home ownership initiatives.

5. *Environmental Sustainability:* Charities which support sustainability efforts.

6. *Contingency for designated donation amounts for disasters:*

    a. Monies for disaster donations will be earmarked within the charitable giving allocations.

    b. The OKCMAR Board of Directors reserves the right to donate funds of any amount they designate upon a majority vote.

VII. STANDING COMMITTEES

1. Standing Committee

a. Standing committees are perpetual, are not renewed each year, and do not serve at the pleasure of the President.

b. The following are Standing Committees:

    1. Executive Committee

    2. Finance Committee

    3. Education Committee

    ~~4.~~ Government Affairs Committee

    ~~5.~~ Membership Committee

c. OKCMAR BOD may add Standing Committees by either amending the OKCMAR Bylaws or amending the Policies and Procedures as

approved by the Board of Directors.

d. Chairs shall be appointed by OKCMAR's incoming President prior to December 1st of their term office.

e. Vice-chairs shall be appointed by the incoming President-Elect, in conjunction with the incoming President.

f. All committee chairpersons MUST attend the mandatory committee orientation session prior to holding their first meeting.

g. Chairs who do not attend must make an appointment to complete the orientation with OKCMAR staff within forty-five (45) days of the first of the year.

h. If a chair fails to complete orientation, the OKCMAR President will appoint a new chair.

i. Replacement chairs have forty-five (45) days from their appointment to complete the orientation.

j. All chairs and committee members serve at the discretion of the President.

k. No standing committee shall have more than thirteen (13) committee members (the professional standards committee is exempt from this cap)

l. See Appendix A for Standing Committee descriptions.

6. Attendance

c. If a committee member misses three (3) regularly scheduled committee meetings in a calendar year from when she or he is eligible to vote, the committee member is presumed to have resigned from the committee.

d. Missing a previously unscheduled committee meeting does not go towards the three absent resignation rule, however, it is expected that all committee members attend.

e. If a committee member is attending a sanctioned REALTOR® conference or event, or is the chair of a committee that has a meeting or event that conflicts with the regularly scheduled committee meeting, their absence is not considered in the absence resignation rule.

f. If a committee member is deemed absent for a regularly scheduled committee meeting but believes they had an extenuating circumstance that should be considered and not go against the resignation rule, the committee member shall contact the committee chair with the reason. The committee chair and the President shall decide whether the absence should count. If not in agreement, the President's decision is applied.

5. Finance Committee (Moved to Appendix A)

VIII. SPECIAL COMMITTEES

1. **Special Committees**

a. Special Committees are all committees that are not Standing Committees.

b. All Special Committees are discretionary upon Presidential approval.

c. All Chairs and committee members serve at the discretion of the President.

d. See Appendix B for Special Committee descriptions.

2. Chair, Vice Chair, and Committee Member Appointments and Policies

a. Chairs shall be appointed by OKCMAR's incoming President prior to December 1st of their term in office.

b. Vice-chairs shall be appointed by the incoming President-Elect, in conjunction with the incoming President.

c. All committee chairpersons MUST attend the mandatory committee orientation session prior to holding their first meeting.

d. Chairs who do not attend must make an appointment to complete the orientation with OKCMAR staff within forty-five (45) days of the first of the year.

e. If a chair fails to complete orientation, the OKCMAR President will appoint a new chair.

f. Replacement chairs have forty-five (45) days from their appointment to complete the orientation.

g. All chairs and committee members serve at the discretion of the President.

h. All OKCMAR members may serve on all Special Committees unless restricted for good reason.

i. All committees shall work within the confines of the OKCMAR Board of Directors' approved committee descriptions and procedures set forth in Appendix B of this Policy and Procedures Manual.

j. Committees shall operate within the confines of the OKCMAR budget.

k. Requests for additional funding outside of the approved fiscal budget must be approved by the Board of Directors.

3. Attendance and Voting

a. All OKCMAR members may sign up to join a special committee at anytime.

b. If a member attends three regularly schedule committee meetings in a row, that member is deemed to be a voting member. Only eligible voting members are considered to constitute a quorum.

c. If a committee member misses three (3) regularly scheduled committee meetings in a calendar year from when she or he is eligible to vote, the committee member is presumed to have resigned from the committee.

d. Missing a previously unscheduled committee meeting does not go towards the three absent resignation rule, however, it is expected that all committee members attend

e. If a committee member is attending a sanctioned REALTOR® conference or event, or is the chair of a committee that has a meeting or event that conflicts with the regularly scheduled committee meeting, their absence is not considered in the absence resignation rule.

f. If a committee member is deemed absent for a regularly scheduled committee meeting but believes they had an extenuating circumstance that should be considered and not go against the resignation rule, the committee member shall contact the committee chair with the reason. The committee chair and the President shall decide whether the absence should count. If not in agreement, the President's decision is applied.

IX. GUIDELINES FOR ALL COMMITTEES

1. Motions

a. All motions shall be recorded on a motion form and in an annual motion log kept by the staff liaison. This log may be the basis for the annual Executive Committee policy review.

b. All committees shall report as directed to the Board of Directors and annually to the Association. The chair of each committee shall maintain an accurate working file of the committee's duties and activities, which shall be passed on to the chair's successor with recommendations for future committee policies, procedures and activities.

c. Simple majority vote prevails; Chair only votes in the event of a tie

2. **Scheduling**

a. Dates of regularly scheduled committee meetings for the coming year will be set by the association staff liaison and presented to the committee Chairs prior to the annual committee orientation meeting

b. Chair of a committee or the OKCMAR President may call a special committee meeting not previously scheduled at the Annual Board orientation meeting.

3. Quorum

a. A majority shall constitute a quorum, except when a committee consists of more than nine (9) Members, five (5) shall constitute a quorum.

4. Staff Liaison

a. The staff liaison should prepare a tentative agenda at the direction of the committee chair.

b. They shall provide the drafted minutes to the committee chair within five (5) business days after the committee meeting.

c. The chair shall have three (3) business days to edit/review the drafted minutes and reply to the staff liaison.

d. The staff liaison shall make changes to the draft minutes at the direction of the committee chair. Once the requested corrections are completed, the minutes will be filed with the Executive Assistant.

e. The staff liaison shall report back to the committee regarding the Board's decision for each motion.

f. Staff liaison will send regularly scheduled committee meeting notivces out one (1) week prior to the committee meeting. The notice should include the agenda and minutes from the previous meeting.

X. TRAVEL

1. Travel is budgeted in the approved fiscal budget. There is no guarantee to travel. If

the Finance Committee finds that a travel budget allocation is not fiscally responsible, it may not approve the funding.

2. See Appendix I for Travel guidelines.

XI. COMMUNICATIONS

1. Spokespersons

a. The OKCMAR President and the Chief Executive Officer are the official spokespersons of the organization.

b. The Government Affairs Director may represent OKCMAR in legislative activity.

c. The OKCMAR Chief Executive Officer will serve as the Editor-in-Chief of all OKCMAR printed and electronic media.

d. Only Association staff may have access to Association letterhead.

e. Requests for Association letterhead, logo, or branding material from committee members must state the purpose and be requested through the staff liaison. The Chief Executive Officer has final approval and must be used for appropriate trademark use.

2. No Apparent Authority

a. It shall be the policy of the Association that any communications on behalf of the Association shall be official, at the direction of the President of the Board of Directors or the Chief Executive Officer of the Association. No other officers or Directors shall have the authority to communicate on behalf of the Association without prior approval from the Board of Directors.

b. No statements shall be made, either verbal or written, that conflict with the position or policy of the Board of Directors.

3. Communication Mediums

a. Membership communications include, but are not limited to, Association and MLSOK general membership meetings, web sites, social media, texts, auto-phone calls, e-blasts, and e-newsletter

b. Requests for inclusion in Association media shall be directed to the Chief Executive Officer

c. Annually, a year-end financial report will be presented to the membership at a luncheon.

d. Minutes of Association meetings and financials shall be made available for viewing only in the Chief Executive Officer's office upon written request from the membership to the Chief Executive Officer.

4. Information requests of the Association's legal counsel

a. Requests for information from the Association's legal counsel should first be routed to the President or the Chief Executive Officer.

5. Information request of staff

a. Directors wishing to obtain information or reports from the Association should request such information or reports through the Chief Executive Officer.

6. Crisis Management and Emergency Response Plan

a. See Appendix E

7. Public Communications (Social Media and Internet Policy)

a. Policy

The Board of Directors ("Board") of Oklahoma City Metropolitan Association of REALTORS® ("OKCMAR") is most efficient and effective when it speaks through one voice: either the Chief Executive Officer of OKCMAR or, from time to time, the President of the Board. It is critical that OKCMAR, all of its board members, committee members and committee chairpersons promote consistent communication to the public and media regarding OKCMAR business. To further this goal, below are guidelines for communications regarding and/or relating to OKCMAR affairs.

b. Internet Postings

1. Internet postings include, but *are not limited to* the following (collectively referred to as "Internet Postings" in this policy):

2. Multi-media and social networking websites.
3. blogs
4. Wikis such as Wikipedia and any other site where text can be posted.

c. Board Members and Committees

1. Questions and Inquiries from the media

    a. For OKCMAR and its Board of Directors to speak with one

voice, comments by individual Directors are discouraged. Instead, Directors shall not comment on OKCMAR matters unless they have first consulted with the Chief Executive Officer or with the President of the Board.

b. Any mentions of OKCMAR through social media, or any media requests for information, shall be directed to the Chief Executive Officer or President.

2. Affiliation with OKCMAR

a. Directors are personally responsible for the content they publish in Internet Postings. Internet Postings can remain public indefinitely.

b. Directors should take steps to protect their privacy and should be aware of their association with OKCMAR in online social networks.

c. If a Director identifies himself or herself as an OKCMAR Board member, he or she shall ensure any online profile and related content is consistent with how OKCMAR wishes to present itself to the public.

3. Rules and Guidelines

a. The following rules and guidelines apply to Internet Postings:

i. Common sense is the best guide if a Director decides to post information in any way relating to OKCMAR or its Board. Any Director that is unsure about any particular posting should contact the Chief Executive Officer or President of the Board for guidance, prior to posting.

ii. Moreover, the matters discussed at meetings of the Board and Committees are confidential and should not be disclosed publicly except in communications authorized by the Chief Executive Officer.

iii. Internet Postings should not disclose any information that is confidential or proprietary to the Association or to any third party that has disclosed information to OKCMAR.

iv. If a Director wishes to comment on any aspect of OKCMAR's business or any policy issue in which OKCMAR is involved and in which the Director has

responsibility, such Director must clearly identify himself or herself as an OKCMAR Board member in postings or blog site(s) and include a disclaimer that the views are the Director's own and not those of OKCMAR.

v. Internet Postings should reflect the Director's personal point of view, not necessarily the point of view of OKCMAR. Because Directors are legally responsible for their postings, they may be subject to liability if Internet Postings are found defamatory, harassing, or in violation of any other applicable law. Directors may also be liable for posting material which includes confidential or copyrighted information (music, videos, text, etc.) belonging to third parties. All of the abovementioned postings are prohibited under this policy.

vi. When posting their point of view, Directors should neither claim nor imply they are speaking on OKCMAR's behalf, unless authorized in writing by the OKCMAR Chief Executive Officer or President.

vii. If a Director makes an error or misstatement in any Internet Postings, he or she should be upfront about the mistake and act quickly to correct it. Modifications to earlier posts due to errors or misstatements should be acknowledged and identified.

b. Adherence to Social Media Policy

i. Board members, committee chairs, and committee members should remember that they are in the public face of OKCMAR. Board of Directors votes/decisions should be fully supported by the entire Board of Directors, including those Directors that may have voted against the matter.

ii. Committee chairs and committee members should seek to promote the positive impact OKCMAR has on the real estate community and refrain from portraying OKCMAR in an overtly negative manner.

d. Staff Interaction – Requests from Staff

a. The Board members should request any necessary information or reports through the Chief Executive Officer.

b. Information requests of the Board's legal counsel MUST be routed through the Chief Executive Officer or the OKCMAR President.

XII. FISCAL POLICY

1. Administration of Finances

a. The Board of Directors shall administer the finances of the Association. The Bord of Directors may invest its funds at its discretion.

b. The Directors shall have sole authority to appropriate funds.

2. Authorized Signatures and Bonds

a. Authorized signatures on warrants or checks in excess of $1,000.00 on accounts of the Association shall be any two (2) of the following officers: President, President- Elect, Vice President and Secretary-Treasurer.

b. Each officer who signs checks or receives monies shall provide a surety bond issued by a company qualified to do business in the State of Oklahoma in such amount as the Board of Directors shall deem necessary, the cost to be paid by the Association.

3. Budgeting Process

a. The Board shall utilize a one (1) -year budgeting process

b. The Finance Committee shall introduce the forthcoming year's budget to the Board

c. The Board shall approve the budget for the forthcoming year no later than the end of December of the current year

4. Budget Adjustments

a. The budget will be reviewed at each Board meeting.

b. Adjustments may be made for any discrepancies produced in the approved budget for the current year by the Board.

5. Check Request

a. All check requests must be accompanied by a check request form which is dated and approved by the appropriate staff member along with the attached invoice, contract, or purchase order.

b. Staff accounting will process accordingly

6. **Consultants**

   a. Contracts with consultants will include rate and schedule of pay, deliverables, time frame, and other information such as work plan, etc.

   b. Justification for payment should be submitted to the file.

7. **Contracts**

   a. Contracts for purchasing products or services, similar to a purchase order, should be created and maintained for the file whenever appropriate.

   b. All contracts to exceed one (1) year must be approved by the Executive Committee.

8. **Credit Cards**

   a. Company credit card shall be maintained by the Chief Executive Officer, staff as deemed necessary by the Chief Executive Officer, and current Board Presidents.

   b. OKCMAR and MLSOK Executive Committee may request credit cards but must be approved by the relevant board; OKCMAR or MLSOK.

9. **Credit Card Purchase Restrictions**

   a. Staff-held credit cards shall be restricted in use to approved R-Store, travel, event expenses, online supply/furniture/equipment purchases, and other purchases deemed necessary in the ordinary course of business.

   b. The Chief Executive Officer and Presidents may use cards for travel and entertainment expenses.

   c. All credit card purchases must be accompanied by a credit card receipt. Staff must turn in receipts when accounting staff asks for purpose and coding. If staff makes a personal purchase, the purchaser must reimburse the association within five business days.

   d. Staff shall attach and complete the receipt form for receipts turned in by the Presidents.

10. **Expenditure Limits**

a. The Directors shall not incur an obligation or authorize expenditure in excess of $200,000.00 over the available cash on hand that occur outside of the regular course of business sof the Association without the approval of the Association at a regular meeting.

11. **Monthly Reports**

a. HSPG Accounting Services, Inc., (or the accounting firm then retained by the Board of Directors) shall prepare a set of monthly financial reports for distribution to the Chief Executive Officer, Secretary-Treasurer, and the Board of Directors.

b. The reports should include a balance sheet and a profit and loss statement. The profit and loss statement shall be run by class for each department and shall include a budget to actual cost analysis.

c. Department heads shall be given a copy of the statement for their specific class. In addition, the monthly reports for the quarter end (March, June, September, and December) will be submitted to the Board of Directors for review.

12. **Year End Report/Audit**

a. At fiscal year-end, an audit report will be prepared summarizing the total income and expense activity for the year.

b. This report will be initially reviewed by the President and Chief Executive Officer, then the Secretary-Treasurer, and finally distributed at the following board meeting.

c. Bids for an independent auditor to conduct this review will be accepted between September 1 and October 15. The auditing process will begin on or about March 1.

d. At the annual membership meeting, the Treasurer shall make a report of the preceding fiscal year and a report for the current fiscal year.

XIII. BUDGET AND INVESTMENT POLICY STATEMENTS

1. All cash accounts owned by OKCMAR will be held in financial institutions which are federally insured. A presentation of performance should be presented each year to each board.

2. Capitalization and depreciation shall be calculated by the CPA for OKCMAR.

3. No salary advances will be made under any circumstances.

4. Maintain a minimum of ten percent (10%) of the operating budget between its operating

and sweep bank accounts at all times. In the event that balances fall below that amount, the Chief Executive Officer will draw from the operating reserve upon approval of the Board of Directors.

a. All funds received will be segregated into separate departmental class accounts in the general ledger.

b. A full computerized ledger accounting system will be maintained. The President, Secretary-Treasurer and another Board-approved Board member are signatories of all bank accounts.

c. Two (2) signatures are required for all disbursements that occur outside the scope of regular business of the Association. In time sensitive situations. Such disbursements are to be immediately reported to and subject to online approval by the Secretary-Treasurer who may be on of the signatories.

d. Bank statements will be reconciled monthly in order to account for any outstanding or lost checks.

e. Expense reports will be maintained which will disclose the nature of expenses, and the dates incurred.

f. Separate files will be maintained for each bank account and each vendor.

g. Files will be kept separately for each fiscal year.

h. The service of a Certified Public Accountant (CPA) will be engaged by the Board to prepare a formal financial audit of the fiscal year end.

5. **Unbudgeted Expenditures**

1. Unbudgeted expenditures for emergency maintenance less than twenty-five thousand dollars ($25,000.00) may be made by the the Chief Executive Officer without the approval of the Board of Directors.

2. Any other unbudgeted expense that occur outside of the regular course of business of the Assocation must be approved by the Board of Directors.

3. The President and Secretary-Treasurer must be notified as soon as possible about any significant unbudgeted expenditure for presentation at the next Board of Directors regularly scheduled meeting.

6. **Current Investment Policies**

a. The Finance Committee, in accordance with the OKCMAR Investment Policy set forth in Appendix C, will be responsible for determining where and when money will be invested based on current investment advice, degree of financial stability of the association,

liquidity demands and available funds, with any action to be approved by the Board of Directors.

b. The Chief Executive Officer may make account changes upon authorization by the Board of Directors.

c. The OKCMAR Investment Policy should be aligned with strategic financial plan, as determined at the Board of Directors Meeting with the assistance of an investment specialist.
d. The Investment Policy shall be reviewed/renewed every year to stay in line with the strategic plan.
e. Any investments over five (5) years will be treated as long term investments during the annual budgeting process. Long term investments will be considered to have a maturity of ten (10) years or more.
f. Allowable Investments – checking accounts in federally insured banks; Money Market Funds which invest in government backed securities; Federally Insured Certificates of Deposit, or which have been approved by the OKCMAR Board of Directors. A presentation of performance shall be presented each year to the Board by all institutions.
g. Prohibited Investments – Annuities, Corporate notes with a minimum rating of investment grade by one rating service, corporate securities; private placements; letter stock; derivatives; securities from issuers which have filed for bankruptcy; commodities or commodity contracts, short sales; margin transactions; option trading; any speculative investment activities.

7. Reserves

a. OKCMAR should maintain a minimum operating reserve level of six (6) months operating expenses to be determined for the upcoming year at the end of the preceding fiscal year.

8. Operating fund: Checking and Sweep Accounts

Purpose – to provide sufficient cash flow to meet the financial obligations of the Association

Objectives – Liquidity, preservation of capital

Dollar Range – 10-15% of annual revenue

Maturity – ninety (90) days or less

Operating funds in excess of the FDIC insured limit shall be transferred to secured short term (three months or less) Certificate of Deposits.

9. Operating Reserve Fund

Purpose – to improve the return on funds held for expenditure over the next one to five (1-5) years, while managing investment risk

Objectives – Preservation of capital; liquidity; investments over five years will be a part of the budgeting process

Dollar Range – Amount necessary to overcome any expected cash flow deficiencies for the next five (5) years

Maturity – The operating reserve shall be designated with short-term, mid-term, and long-term accounts with short-term being one to five (1-5) years, mid-term five to ten (5-10) years and long-term ten (10) years or more.

Transfer Fees

A transfer fee shall be assessed when an OKCMAR member transfers from one firm to another to defray administrative costs. If a member changes affiliation from one principal to another principal, the transfer fee shall be paid by such member, provided, however, that if the new affiliation results from a change of ownership or name of the principal, then the new principal shall pay a transfer fee.

XIV. MAILING LISTS POLICY

1. It is the policy of the Oklahoma Metropolitan Association of REALTORS® that any Association members that request the membership mailing lists, or any portion thereof, will be notified that the list will be available for a fee to be determined by the Board of Directors.

2. Affiliate membership is entitled to two (2) complimentary mailing lists per year. Under no circumstance will mailing lists be given or sold to non-members.

XV. MEETING POLICY

Only Oklahoma City Metropolitan Association of REALTORS® meetings which have been called for a specific and generally known purpose shall be authorized use of Association facilities. The President-Elect and guest, as well as the Chief Executive Officer and guest, will receive complimentary tickets for the Annual Luncheon. The Association will also extend complimentary invitations to the Annual Luncheon to the Executive Officers (EO's) of all local Boards and Associations of REALTORS® of which MLSOK is the current MLS provider, and their guest, and to the EO of the Oklahoma Association of REALTORS® and guest, and the President of the Oklahoma Association of REALTORS® and guest. All other complimentary invitations are at the discretion of the Chief Executive Officer and OKCMAR President and/or President Elect.

XVI. MEMBERSHIP INFORMATION

1. Non REALTOR® Members

    a. Non REALTOR® Members of the Association shall not have the right

to use the term "REALTOR® and shall not be eligible to stand for election to the Board of Directors, and shall not be entitled to vote in any matters of the Association.

b. An applicant for Affiliate Membership shall supply evidence to the Association that the applicant is qualified for membership and shall agree, if elected to membership, to abide by the Bylaws and Policies and Procedures of the Association, Oklahoma Association of REALTORS® and the Constitution and Bylaws of the NATIONAL ASSOCIATION OF REALTORS®, and further, is encouraged to abide by the principles established in the Code of Ethics of the NATIONAL ASSOCIATION OF REALTORS®.

c. An applicant for Public Service Membership shall supply evidence to the Association that the applicant is not engaged in the real estate profession on its own account or in association with an established real estate business, and is not engaged in the real estate profession as defined in OKCMAR Bylaws Section 1 of Article IV.

d. An applicant for Student Membership shall supply evidence to the Association that the applicant is not engaged in the real estate profession on its own account or in association with an established real estate business, and is not engaged in the real estate profession as defined in Section 1 of Article IV.

2. Special Membership Status

a. REALTOR® members who are REALTOR® Emeritus (as recognized by the National Association of REALTORS®), Past Presidents of the National Association of REALTORS®, recipients of the Distinguished Service Award (as recognized by the National Association of REALTORS®), and Oklahoma Association of REALTORS® Lifetime Achievement Award recipients shall have their local REALTOR® annual dues waived by the Association, and their national and state dues and assessments obligations paid by the Association.

3. Dues and Assessments

a. A REALTOR® with a direct or indirect ownership interest in an entity engaged exclusively in the business of property management for consideration on a 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 licensees affiliated with the entity are solely engaged in the business of property management and are not engaged in listing, selling, counseling or appraising real property.

b. 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®."

c. The Board of Directors shall have authority to establish a reasonable assessment to be charged any Member to cover administrative costs incurred when a Member transfers from one firm to another.

4. Binding Arbitration

By becoming and remaining a REALTOR® Member and by signing or having signed the application which contains an agreement to abide by the Bylaws and Policies and Procedures of the Association every Member binds themselves and agrees to submit to binding arbitration by the Oklahoma Association of REALTORS® which will facilitate all disputes and controversies between Members and between a Members and the Association, as provided in the Code of Ethics and Arbitration Manual of NATIONAL ASSOCIATION OF REALTORS®, as from time to time amended.

XVII. MEMBERSHIP MEETING RULES AND PROCEDURES

In fairness to all members in attendance and in the interest of conducting an orderly meeting within the time constraints allowed, the Membership Meeting ("Meeting") of the Oklahoma City Metropolitan Association of Realtors, Inc. ("OKCMAR") shall be conducted in accordance with the following rules and procedures:

Meeting Decorum

1. Members who would like to speak at the Meeting must sign in under the relevant Agenda topic prior to the start of the Meeting.

2. Attendees in violation of any of the rules and procedures provided herein may be removed from the Meeting.

Addressing the Assembly

1. Members shall be permitted to address the assembly only upon invitation from the Chair.

2. The Chair shall announce the timing and order of member speeches. Questions and comments will be entertained at the sole discretion of the Chair.

3. Other attendees shall not interrupt the speech of a member or any other speaker unless they have obtained consent from the Chair.

4. Member speeches on matters to be voted shall be limited to five (5) speeches, with each speech limited to a duration of two (2) minutes. Exceptions may be granted in the sole discretion of the Chair.

5. The right of any member to speak at the Meeting may be denied or discontinued on the following grounds, as determined in the sole discretion of the Chair:

    a. The subject matter is outside the scope of matters to be discussed at the Meeting.

    b. The argument being made is not valid or not relevant to the decision under consideration or the business of OKCMAR.

    c. The content is redundant or duplicative of another speech.

    d. The speaking constraints described in #4 (above) or time constraints imposed by the overall Meeting schedule.

    e. Failure to sign in under the relevant Agenda topic prior to the start of the Meeting.

    f. The speech is disruptive, offensive, or related to personal matters or grievances.

6. After a member has given a speech, the Chair many respond personally, designate a relevant person to respond, or determine that no response is necessary.

7. The Chair shall have discretion to announce the end of a discussion at any time and proceed with voting or the next item on the Agenda as appropriate.

Motions

No member shall be entitled to initiate a motion of any kind. No exceptions.

Voting

1. Members shall vote: (a) for changes to the OKCMAR Bylaws each year (as needed), and (b) to elect new members to the OKCMAR Board of Directors in September of each year.

2. Votes may be cast online prior to the meeting, or in-person at the membership meeting.

Appendix A – STANDING COMMITTEES

FINANCE COMMITTEE

The current Association Treasurer shall chair this Committee.

The Committee shall also consist of three (3) past treasurers, OKCMAR President, OKCMAR President Elect, and three (3) Association Members with demonstrated financial experience.

Staff operating budgets are to be submitted to the Finance Committee no later than September 30th of each year.

It shall be the duty of the Finance Committee to establish the following year's budgets, and present the proposed budget of necessary expenditures for approval to the newly elected Board of Directors no later than December 1st of each year.

The Finance Committee shall:

- submit to the Board of Directors a monthly report of actual income and expenses to date in relation to the budget prepared by the CPA and reviewed by the Secretary Treasurer;
- review the financial operations of the Association in relation to the budget and prepare appropriate recommendations to the Directors;
- annually review federal and state income tax reports as prepared by the CPA and report to the Board of Directors.
- cause a certified audit and financial systems review to be made annually; and
- any other duties as prescribed by the Board of Directors.

Requests from OKCMAR committees or officers for unbudgeted expenditures over One Thousand Dollars ($1,000.00) must be referred to the Finance Committee for recommendation

EXECUTIVE COMMITTEE

This committee shall be composed of the President, President-Elect, Vice President, the Secretary -Treasurer and the immediate Past President of the Association. This committee shall meet prior to OKCMAR Board meetings and on an as-needed basis, as determined by the Chair. It shall be the duty of this committee to coordinate the overall input of the committees and staff administration to the Board of Directors; to review the business plan of the Association; to develop long range plans and draft policies of the Association, which shall be submitted to the Board of Directors for approval. The chair of this committee shall be the President of the Association. The vice chair of this committee shall be the President-Elect of the Association.

The Executive Committee shall be vested with authority to make emergency decisions regarding the general welfare or safety of the Association property or personnel including, but not limited to, temporary paid suspension of any employee who directly reports to the Board of Directors, until such time as a special or emergency meeting of the Board of Directors can be held to act in accordance with the Bylaws. The emergency circumstance must be determined and declared by a quorum of the members of the Executive Committee so appointed by the Bylaws of the Association. Any emergency action so taken by the Executive Committee must be placed on the Board agenda and be ratified by the Board of Directors in order to remain in full force and effect.

The Executive Committee shall:

- recommend to the Directors appropriate action in regard to policy decisions that the Directors must make from time to time;
- evaluate various Association programs, services, and projects, and make recommendations to the appropriate committee chair;
- assist Association committees and staff as may be requested from time to time;
- keep informed of all Association, OAR, and NAR activities;
- annually review the Oklahoma City Metropolitan Association of REALTORS® Policy and Procedure Manual and make appropriate recommendations to the Board of Directors;
- review the Association Strategic Plan and develop long-term plans and policies;
- recommend strategic initiatives for the Board of Directors review; and
- any other duties as prescribed by the Board of Directors.

Upon request, any Executive Committee member shall represent the Association at special functions to which the Association President, Vice President, or some other official representative of the Association has been invited but is unable to attend.

Upon request, any Executive Committee member shall aid and assist the President and the Vice President in disseminating information to the public and press that represents the REALTOR® membership and the Association in a favorable and professional light.

GOVERNEMENT AFFAIRS COMMITTEE

The Government Affairs Committee shall consist of at least five (5) members. The Committee Chair shall have been an active and current REALTORS® Political Action Committee (RPAC) donor.

The Government Affairs Committee shall:

• monitor proposed state and national legislation affecting realty interests and recommend appropriate policy to the Board of Directors.
• respond immediately to coordinate legislative Calls to Action to membership upon notice from NAR or OAR;
• coordinate activities which will encourage REALTOR® interest in legislative affairs;
• monitor city government actions affecting realty interests in such areas as planning and zoning, land use, taxation and bond issues, as well as ordinances or legislation affecting home ownership or private property rights;
• suggest and advise the Board of Directors and membership regarding new legislation; and
• any other duties as may be prescribed by the Board of Directors.

EDUCATION COMMITTEE

Members of the Education Committee shall monitor all educational functions on a rotating basis to ascertain whether the students are receiving the best possible information in the courses and seminars.

MEMBERSHIP COMMITTEE

The Membership Committee will look at membership benefits and address the needs of our members. The Membership Committee members shall be appointed annually. The Committee shall make recommendations to the Board of Directors.

Appendix B – SPECIAL COMMITTEES, SSUB-COMMITTEES, & WORKGROUPS

Affiliate Committee
The Affiliate Committee meets as needed to discuss and develop benefits for Affiliate members. Each year the Affiliate Council helps in the development of the Annual Golf Tournament and tabletop networking events.

Commercial Alliance Committee
The Commercial Alliance Committee shall consist of at least five (5) members who are engaged in commercial real estate. Commercial Alliance Committee members shall be appointed annually. The Committee shall make recommendations to the Board of Directors regarding commercial events, education, and activities.

Bylaws & Policy and Procedures Committee
Shall be comprised of no less than 9 Members of which 3 must be Directors of the OKCMAR Board.
The Bylaws & Policy and Procedures Committee shall review the Bylaws and Policy and Procedures of the Association and shall make changes deemed necessary and present to the Board of Directors for approval. The Bylaws and Policy and Procedures Committee shall ensure compliance with, and receipt of, organizational standards certification by NAR, and shall present the letter of certification to the Board of Directors.

Broker Committee
The Broker Committee shall consist of a variety of Brokers, new and seasoned professionals, from small and large brokerages. The Broker Committee members shall be appointed annually. The Committee shall make recommendations to the Board of Directors.

This committee will answer questions like the following to better the member experience:

- What would you like to see? What classes/training could OKCMAR offer to best assist you?
- How can we better communicate association and MLS news/billing/available services to you & your REALTORS®?
- What do you think is high priority?
- What would you like included as part of your membership? What would you like to see less of?

Diversity Committee
Members of the Diversity Committee will identify the concerns and needs of minority members and to assist in the development of actions to address those concerns and needs. To recommend and coordinate the Association's activities to increase diversity within the real estate profession, OKCMAR membership, and its leadership. To serve as ambassadors to minority real estate organizations in the Oklahoma City metro area. To identify diversity and fair housing education needs and goals. To promote changes in real estate business practices to reflect the growing cultural diversity within the United States. To share diversity knowledge, expertise, analysis, and information with other OKCMAR and MLSOK committees as appropriate.

RPAC Sub-Committee to Government Affairs
All RPAC Committee members must have made a contribution of at least Ninety-Nine Dollars ($99.00) to the RPAC Fund.

The REALTORS® Political Action Committee shall:
• develop and implement programs to meet local RPAC fund raising goals;
• maintain awareness of current issues being addressed by the national RPAC;
• encourage and motivate members to make RPAC contributions;
• ensure contributions are transmitted according to required timelines;
• provide recognition/reward for contributors;
• perform all responsibilities within the established budgetary guidelines and in a timely manner; and
• any other duties as may be prescribed by the Board of Directors.

Trustees Sub-Committee to Government Affairs

5 Members appointed by the OKCMAR Board of Directors.
Trustees must have donated a minimum of Ninety-Nine Dollars ($99.00) to RPAC.

Members that have invested at least One Thousand Dollars ($1,000.00) annually to RPAC (the "RPAC Major Investors") for two (2) of the most recent three (3) years, including the current year, shall identify and interview candidates to be recommended for Fair Share Fund Allocation.

Trustees approve the Fair Share Fund Allocation and forward to OAR for Distribution to the Fair Share Candidates.

When this subcommittee meets, a quorum shall be defined as any three (3) voting Trustees.

The Trustees meet after the Government Affairs Committee to interview, if necessary, and approve the Fair Share Distributions. From this subcommittee meeting, the Government Affairs Director (GAD) passes the request recommendation form to OAR to cut checks to prospective candidates.

The only responsibility of the Government Affairs Trustee is to identify and interview candidates and approve and/or recommend Fair Share Fund Allocations.

Policy Work Group for Government Affairs

The Policy work group will be working on strategies to identify and prioritize important issues that impact the real estate profession and industry.

Advocacy Work Group for Government Affairs

The Advocacy work group will be working on strategies that promote the government affairs and advocacy policy initiatives.

Communication & Marketing Work Group for Government Affairs

The Communication and Marketing work group will be working on strategies to communicate, inform and engage the OKCMAR membership with the policy initiative advocacy effort.

Political Partners Work Group for Government Affairs

The Political Partners work group will work with local municipalities to coordinate policy objectives advocated by the profession and the industry.

Homeless Initiative Work Group for Government Affairs

The Homeless Initiative work group supports community efforts to eliminate homelessness by developing strategies to educate and engage OKCMAR members. The task is divided into three workgroups that meet

as needed throughout the year: Messaging, Marketing and Fundraising, and Homeless Programs and Resources.

RISE – A Young Professionals Network for OKCMAR REALTORS®

Helping REALTORS® to rise and maintain success through opportunities for engagement, mentorship, education, and professional growth. Worried you aren't "young" enough for a Young Professionals Network? We welcome all "young" OKCMAR members whether young in age, the industry, or at heart. We hope you'll join us for a fun experience!

LEADERSHIP ACADEMY

This is a year-long program, facilitated by an OKCMAR member, subject to OKCMAR Board approval. Applicants must submit the form to be considered. Current details are available on the www.okcmar.org site.

Appendix C – Investment Policy Statement

Investment Policy Statement Introduction

These corporate accounts hold funds to be used as reserves for OKCMAR operating expense accounts. It is expected that these reserves will be withdrawn only when operating expense accounts are insufficient to pay current expenses.

Investment Policy Statement Purpose

This Investment Policy Statement (IPS) describes the investment/management policies and procedures to be utilized for the administration of account assets. The investment portfolio should reflect the goals and purposes of these funds, and this IPS should help guide the parties involved to ensure each account is invested and managed appropriately.

Parties and Responsibilities

The parties that are most involved with the creation, use, and maintenance of this IPS are listed below along with their responsibilities.

OKCMAR (Investor) Responsibilities Include:

- Maintaining this IPS by reviewing, updating and approving as necessary the IPS every three years.
- Estimating the potential amount of future distributions.
- Invite Advisor to meet with the OKCMAR Board no less frequently than annually and the Finance Committee no less frequently than quarterly to review the accounts and ensure they are invested properly.
- Communicating with the Advisor regularly and giving the Advisor information necessary to manage the accounts according to this IPS and make appropriate recommendations.

Exencial Wealth Advisors (Advisor) Responsibilities Include:

- Recommending and monitoring investments within the various accounts based on goals.
- Making changes to investment allocations as distribution needs dictate.
- Making available summary and performance reports in electronic and/or paper formats.
- Meeting with the Investor OKCMAR Board no less frequently than annually and Finance Committee no less frequently than quarterly to review accounts and ensure they are invested properly.
- Acting as a fiduciary and providing independent advice based solely on the interests of the Investor and its membership.

Risk vs. Return

It is understood that investments with shorter maturities or less risk generally offer lower returns/interest. Conversely, investments with longer maturities or more risk generally offer the potential for higher returns/interest over time.

Additionally, it is understood that there is no riskless investment. There are several risks that should be taken into account when choosing an investment, including but not limited to interest rate risk, liquidity risk, market risk, and timing risk. Cash, bank deposits, and bonds are especially susceptible to inflation risk.

Creating a portfolio that includes investments to meet both short-term and longer-term needs should help the Investor better manage two primary risks: (1) timing risk that short-term distributions and expenses will be satisfied by selling securities at temporarily distressed prices and (2) inflation risk that erodes the Investor's purchasing power of more distant distributions.

Targeted Investment Return and Portfolio Allocation

The performance goal of the portfolio is to, after all expenses, outpace inflation excluding deposits and distributions.

Many studies have shown that a portfolio made up entirely of cash, bank deposits, and bonds often fail (about 40% of all time periods) to keep pace with inflation, even over longer periods of time. Adding equity positions to a portfolio helps a portfolio better hedge this inflation risk.

In order to meet the account performance goal, it is expected that at least 25% of the account assets will be invested in growth investments such as stocks and/or real estate.

Generally, the Board will maintain its operating accounts to hold a ready cash reserve based upon expected cash flows such that no reserve assets will be held in short-term fixed income investments and/or cash equivalents for the purpose of meeting immediate operating expense account shortfalls.

Cash Flows

The balance of this account is a reserve of operating expenses, and the balance normally should reflect at least six months' worth of expected operating expenses. While there may be distributions for unique expenses or one-time uses, most distributions will be made when the primary operating expense account balances are insufficient to cover expenses. Generally, unique expenses or asset uses will be communicated to the Advisor several months in advance.

These reserve accounts will normally be increased/replenished through annual member dues that are collected each year during February and September.

Tax Status

The estimated tax status of the Investor should be taken into account when determining whether it is prudent to hold municipal bonds within the portfolio.

Rebalancing and Allocation Bands

The portfolios will be monitored by the Advisor and rebalanced when asset classes grow beyond or fall below an acceptable range or "band" around their targeted allocation. For example, although an allocation may be targeted for 50% in fixed income and 50% in equities the actual portfolio may be several percentage points away from the target at any one point in time due to market swings or relatively recent distributions.

Approved Investments

The accounts may contain any combination of the following investment structures:

- Cash/Savings/Checking Accounts
- Money Market Funds
- Bank or Brokerage Certificates of Deposit
- Mutual Funds
- Exchange Traded Funds
- Individual Stocks
- Individual Bonds

Investment Restrictions

The accounts will be restricted in investing in the following means:

- The accounts may not invest in Closed-End Mutual Funds
- The accounts may only invest in a mutual fund that are organized as a no-load or load waived, open-end management company with its shares registered under the Securities Act of 1933.
- The accounts may not invest in any fund or investment that uses leverage as part of its primary investment strategy.
- The accounts may not invest in any strategy that does not offer daily liquidity.

Selection/Retention Criteria for Investments

Mutual Funds and Exchange Traded Funds should be evaluated based primarily on the cost, turnover, performance, breadth of diversification, and management style relative to each fund's peer group. These comparisons will be done using data compiled by Morningstar.

Individual stocks by themselves offer little diversification and are often purchased as speculation rather than as an investment. Therefore, if a decision is made to invest in individual stocks the investment should be made as a cohesive multi-stock strategy under a stock manager that meets the same criteria as described for selecting and retaining mutual funds and exchange traded funds. An individual stock portfolio should contain at least 25 individual positions. Individual stocks when purchased should have a market capitalization of at least $1 billion and should have adequate daily liquidity to easily facilitate the trading of the planned investment amount.

Individual bonds purchases should have maturities of no more than 10 years and should be rated as investment grade (BBB+ or better). If bought or sold at a time other than at issuance or maturity, consideration should be given to the amount of commission charged and more than one bond desk should be utilized in determining the transaction price of a bond. As smaller bond lots often carry commissions of 2% or more, efforts should be made to buy only lots of $25,000 or more to minimize these costs.

If an investment has begun failing to meet the criteria used by the advisor to select the fund it will be placed on a watch list and additional due diligence will be performed by the advisor. The investments listed in the watch list may be kept in the portfolio or eventually replaced.

Appendix D – Awards definitions

All award recipients must be primary members of OKCMAR.

REALTOR® of the Year
The purpose of the "REALTOR® of the Year" award is to give honor and recognition to a REALTOR® for distinguished and outstanding service who has contributed significantly towards raising the professional standards within the Local, State and National Associations and the community in which the person resides.
Qualities to be considered are: REALTOR® Spirit, adherence to the REALTOR® Code of Ethics, and furtherance of the principles of good real estate practice among brokers, agents and the general public, Civic Activity – Local, state and national level participation in civic and service clubs, charitable activities, political commissions, fraternal or religious groups, Business Accomplishments – Public recognition of business conduct, service to clients, imaginative and creative advertising programs, rehabilitation work, land utilization, etc, Local Association/Board Activity – Offices held and committee work, special assignments, seminar activity and educational work, membership and offices held in local chapters of Institutes, Societies and Councils, State Association Activity – Offices held and committee work, attendance and participation in state conventions, directors meetings and educational conferences, National Association Activity – National offices and committee work, membership and work in Institutes, Societies and Councils, attendance at national conventions and directors' meetings. We are looking all these qualities in the REALTOR® of the Year. Award recipient must be a primary member of OKCMAR. This award will be presented at the OKCMAR Inaugural luncheon in December.

Most Cooperative REALTOR® of the Year
The Most Cooperative REALTOR® award is to give honor and recognition to a REALTOR® who exhibits a high level cooperation with their fellow REALTOR® members and who demonstrates professionalism and high standards in their real estate practice and the community in which the person resides. Qualities to be considered include a high regard for our professional ethics, faithfulness to principles of organized real estate, laws and regulations of the local, state and national Associations and the REALTORS® Code of Ethics, and efforts to encourage good real estate practice among other real estate brokers and associates. Candidates must be a primary member of the Oklahoma City Metropolitan Association of REALTORS® and the previous year's award recipient may not be selected the following year. This award will be presented at the OKCMAR Inaugural luncheon in December.

Affiliate of the Year
Candidates for the OKCMAR Affiliate of the Year award exhibit a high level of professionalism and cooperation that is essential between their industry and our REALTOR® members. Nomination is to be someone outside your own firm, and nominee must be a member of OKCMAR. This award will be presented at the OKCMAR Inaugural luncheon in December.

Rising Star
The purpose of the "Rising Star" award is to give honor and recognition to a REALTOR® who has been in the business less than four years, yet who has already achieved stellar things! The nominees for this award should possess the following qualities: Outstanding customer service. Be champions for their communities. Be an example for the REALTOR® profession. Be involved in civic/professional activities. List designations achieved or working towards (if any). Nominee must be a primary member of OKCMAR. This award will be presented at the OKCMAR Inaugural luncheon in December. The winner will win an all expenses-paid trip to their choice of NAR Conference (May or November) next year.

Honorary membership
Honorary Members shall be worthy public individuals who have performed notable service for the real estate profession, for this Association, or for the public. Honorary membership shall confer no rights and shall impose no obligations under the Bylaws. Honorary Members may attend meetings of the Members and events sponsored by the Association.

Public Service Members
Public Service Members shall be individuals who are interested in the real estate profession as employees of or affiliated with educational, public utility, governmental or other similar organizations, but are not engaged in the real estate profession on their own account or in association with an established real estate business.

Board of Directors award

Silent Angel award

Lifetime achievement award

Special Award

Appendix E – Policy Forms

This section may be added to as deemed appropriate by the OKCMAR Board of Directors.

- OKCMAR Lockbox Policy (May 2019).

APPENDIX E – CRISIS COMMUNICATIONS POLICY

I. Purpose

This Crisis Management Policy provides the framework for preparing for, responding to, and recovering from unexpected crises and emergencies. A crisis is any unplanned event that: a) can cause deaths or significant injuries to employees, members, or the public, b) can shut down or disrupt OKCMAR's operation, c) can cause physical or environmental damage, or d) threatens the Association's financial standing or public image.

II. Crisis Team

OKCMAR's Crisis Team shall consist of the OKCMAR Executive Committee, Chief Executive Officer, Executive Assistant, IT Manager, and Chief Operations Officer. In the event of a crisis, this team shall implement a phone tree in the following order: The Chief Executive Officer shall notify the President and Chief Operations Officer; the Chief Operations Officer shall notify staff members of the Crisis Team; and the President shall notify the Executive Committee. The Crisis Team shall meet in person, by email or telephone or virtual conference to assess the severity of the crisis.

III. Responding to a Crisis

A. Initiate.

As soon as a crisis is discovered, the Chief Executive Officer shall initiate the phone tree. All members of the Crisis Team shall be notified of the crisis and shall be provided instructions on when and where the Crisis Team will assemble in order to formulate a response. Relevant experts, such as legal counsel, insurance providers, and government authorities should be notified, if reasonable.

B. Meet.

The Crisis Team shall meet as soon as reasonably possible after the crisis. At the meeting, the Crisis Team shall take the following steps:

1. Gather information regarding the specifics of the crisis.

2. Determine the potential impact of the crisis.

3. Determine communication strategy based upon the following questions:

    a) Are OKCMAR employees/staff/members safe?
    b) How big is this issue?
    c) How much damage did/could this issue cause? Who is at risk?
    d) Is there an ongoing threat?
    e) Who needs to know this information?
    f) Who is responsible for communicating to those specific audiences?
    g) Does each Crisis Team member who is responsible for communicating to a particular audience have all of the facts and fully understand the situation?
    h) What exactly do we want to communicate to each particular audience?

i) What are the best avenues for communicating the message to the audiences?
j) What is the timeline for communicating to each audience?

4. Designate specific roles to Crisis Team members.

C. Plan.

The Crisis Team shall develop a plan for responding to the crisis by:

1. Designating an official spokesperson to respond on behalf of OKCMAR. Instruct all Crisis Team members, employees, and contractors to forward all questions to the official spokesperson.

2. Investigate the details of the crisis.

3. Consult with experts, if applicable.

4. Determine what, if any, resources should be provided to employees, such as support or counseling.

5. Establish methods of support that will be provided.

a) In the event of an **external or national crisis** affecting normal business operations, OKCMAR staff, directors, and members may show their united support as an organization and reach out to help those affected by the crisis. Some motions of support include:
   i. Making a financial contribution to recovery operation
   ii. Donations: blood, food, clothes, supplies
   iii. Volunteer time to help recovery operation
   iv. Write a letter of condolence/sympathy to the affected organization
   v. Partner with other industry related organizations in a show of support (letters, contributions, communication, etc.)
   vi. Allow place of business to be used in recovery effort.

b) In the event of an **internal crisis** affecting normal business operations, the OKCMAR President and Executive Committee along with the Chief Executive Officer, if appropriate, and the staff, as needed, will assess the situation to take appropriate action. If external audiences have an interest in the situation, a full disclosure should be made once the Crisis Team has met and formed a statement and a plan of action. The following steps should be taken, if appropriate, to reach out and inform the OKCMAR community:
   i. Publish a special edition of the newsletter to inform OKCMAR members;
   ii. Post statement and necessary information on website;
   iii. Release a joint statement from the President and Chief Executive Officer, or next in command, to trade media and post on website;

iv. Alert industry publications with press release;
v. Assess status of events taking place or in planning; and
vi. Monitor media outlets for industry updates and news.

6. Determine which audiences may be affected by the crisis and communicate with them immediately.

POTENTIAL AUDIENCES INCLUDE:

i. Employees and retirees;
ii. Board of Directors;
iii. Local Chief Executive Officers/AEs;
iv. Members;
v. The public;
vi. The media (trade and statewide, possibly national);
vii. Contractors and suppliers, exhibitors;
viii. Emergency response organizations;
ix. Special interest groups; and/or
x. Neighbors.

The Crisis Team **SHALL NOT**:

i. Speculate about the crisis;
ii. Allow unauthorized personnel to release information;
iii. Provide false information; or
iv. Place blame for the incident.

7. Formulate an official response or position.

8. Plan next steps and set date and time for next meeting.

D. Communicate.

When possible, the Crisis Team shall communicate OKCMAR's official response to the crisis to employees first. OKCMAR's official response shall be dispersed through media channels and shall provide an accurate depiction of the circumstances surrounding the crisis.

APPENDIX F – DATA SECURITY POLICY

A. Purpose and Objective

OKCMAR's objective in the development and implementation of this Data Security Policy is to create effective administrative, technical, and physical safeguards for the protection of personal information of residents of the State of Oklahoma, and to comply with obligations under Oklahoma law.

As part of its regular business actions and in providing services to its members, OKCMAR needs to collect personal information, as defined below. OKCMAR recognizes the sensitivity of this information and the need to protect this information, and as such, seeks to limit the amount of personal information that is collected. In all cases personal information will be collected only in those instances where it is deemed necessary to carry on the business, services, and functions of OKCMAR.

B. Personal Information

For purposes of this Data Security Policy, "personal information" is defined in accordance with 24 Okla. St. § 162 as the first name or first initial and last name in combination with and linked to any one or more of the following data elements that relate to an individual, when the data elements are neither encrypted nor redacted:

Personal information does not include information that is lawfully obtained from publicly available information or from federal, state, or local government records lawfully made available to the general public.

OKCMAR recognizes that personal information is regularly collected in the areas identified below. OKCMAR shall take consistent steps to ensure that such information is adequately protected.

1) Employee Records: All records containing personal information of employees of OKCMAR, except for the Chief Executive Officer, shall be maintained by the Chief Executive Officer; payroll information shall be maintained by the Chief Executive Officer or the outside contractor, Trinet, or other payroll contractor as may be designated from time to time. All personnel records shall be considered confidential, the access to which shall be restricted and maintained in a locked file cabinet at all times. The personnel records of the Chief Executive Officer shall be maintained by the Association's general counsel.

2) Educational Courses, Conferences, Services and Programs: OKCMAR and MLSOK, Inc. provide services to their membership and regularly host professional education courses and conferences for members. Payment for such programs is typically made via credit card or debit card. Information is not received via the OKCMAR website; the OKCMAR website merely links to the secure site hosted by OKCMAR's third-party payment processing system and payments received are processed and batched daily through the National Association of REALTORS® e-Commerce network, in accordance with NAR's privacy policy. OKCMAR shall only use third-party vendors, including without limitation payroll management companies, credit card payment processors, and other vendors that receive or handle personal information that are compliant with the Payment

Card Industry Data Security Standard ("PCI DSS"), if applicable, and which use industry standard physical, electronic, and procedural safeguards to protect the personal information.

C. External Risks

To combat external risks to the security, confidentiality, and/or integrity of any electronic, paper or other records containing personal information, and evaluating and improving, where necessary, the effectiveness of the current safeguards for limiting such risks, the following measures shall be completed on or before October 1st of each year.

1. OKCMAR shall at all times maintain an up-to-date firewall protection and operating system security patches, reasonably designed to maintain the integrity of the personal information, installed on all systems processing personal information.

2. OKCMAR shall at all times maintain an up-to-date version of system security agent software, which must include malware protection and reasonably up-to-date patches and virus definitions, installed on all systems processing personal information.

3. Certain OKCMAR staff maintain portable mobile devices and laptops owned by OKCMAR and provided to staff for official employment duties. Employees are prohibited from accessing personal information stored or managed by OKCMAR from their own mobile devices or personal computers. To the extent technically feasible, all personal information stored on OKCMAR-issued laptops or other portable devices shall be encrypted. Except in cases of emergency, personal information shall never be transmitted across public networks or wirelessly.

4. All computer systems must be monitored for unauthorized use of/ or access to personal information. Employees should immediately report any suspicious programs or security notices to the Chief Executive Officer.

5. There shall be secure user authentication protocols in place, including: (1) protocols for control of user IDs and other identifiers; (2) a reasonably secure method of assigning and selecting passwords, or use of unique identifier technologies, such as biometrics or token devices; or (3) control of data security passwords to ensure that such passwords are kept in a secure location.

D. Internal Risks

To combat internal risks to the security, confidentiality and/or integrity of any electronic, paper, or other records containing personal information, and evaluating and improving, where necessary, the effectiveness of the current safeguards for limiting such risks, the following measures shall be implemented by OKCMAR:

1. A copy of this Data Security Policy shall be distributed to each employee.

2. All new employees shall be notified of OKCMAR's Data Security Policy, provided a copy of the Policy, and shall be trained on the security of personal information in accordance with this Policy.

3. Employees shall be instructed on the importance of limiting internet usage to known,

safe websites and refraining from opening any unknown emails or attachments.

4. The amount of personal information collected by OKCMAR shall be limited to that amount reasonably necessary to accomplish our legitimate business purposes, or necessary to comply with state or federal regulations.

5. Access to records containing personal information shall be limited to those persons who are reasonably required to know such information in order to accomplish OKCMAR's legitimate business purpose or to enable OKCMAR to comply with state or federal regulations.

6. All security measures shall be reviewed at least annually, or whenever there is a material change in OKCMAR's business practices that may reasonably implicate the security or integrity of records containing personal information. The Chief Executive Officer may designate an employee responsible for the review or may hire a third-party security firm to conduct such review.

7. Terminated employees must return all records containing personal information, in any form, that may be in the former employee's possession at the time of such termination, including without limitation all such information stored on laptops or other portable devices or media.

8. A terminated employee's physical and electronic access to personal information shall be immediately blocked. Such terminated employee shall be required to surrender all keys related to its employment with OKCMAR, including without limitation any building or office keys. Access to the OKCMAR network system, voicemail, e-mail, and internet shall be revoked and all passwords of the former employee shall be disabled.

9. Employees must immediately report any suspicious or unauthorized use of personal information, including without limitation the personal information of employees, contractors, and members, to the Chief Executive Officer.

10. Whenever there is an incident that requires notification under 24 Okla. St. § 161 et seq., the Chief Executive Officer shall conduct, or shall contract an independent third party to conduct, an immediate mandatory post-incident review of events and actions taken, if any, with a view to determining whether any changes in OKCMAR's security practices are required to improve the security of personal information for which OKCMAR is responsible.

11. Employees are prohibited from keeping open files containing personal information on their desks when they are not at their desks. Employees shall immediately notify the Chief Executive Officer if they have reason to believe their files, whether stored electronically or in print, have been accessed without authorization, or their passwords or other means of access have been lost or stolen.

12. At the end of the workday, all files and other records containing personal information must be secured in a manner that is consistent with this Data Security Policy's rules for

protecting the security of personal information.

13. Access to electronically stored personal information shall be limited to those employees having a unique login ID, and re-login shall be required when a computer has been inactive for more than a few minutes. Physical files containing personal information shall be stored in a secure cabinet or room which shall remain locked when not in use.

14. Paper or electronic records, including without limitation records stored on hard drives or other electronic media, that contain personal information shall be disposed of by redacting, burning, shredding, destroying, or erasing the record such that the personal information cannot be read or reconstructed. OKCMAR shall maintain a paper shredder on the premises, or shall contract with a professional third-party shredding service, to destroy all paper records containing personal information that is no longer needed.

15. Multiple unsuccessful attempts to access electronically stored personal or sensitive information via user ID and password shall result in a temporary freeze on the user's ID and password.

Employees shall be required to change their passwords periodically. Passwords must be of sufficient length and complexity to prevent unauthorized access. Employees are prohibited from sharing passwords, including sharing with other OKCMAR staff or contractors, except as designated by the Chief Executive Officer. Access to personal information shall be restricted to active user accounts that have a legitimate need related to the business of OKCMAR to access such personal information.

APPENDIX G – DOCUMENT RETENTION POLICY

I. Scope and Purpose

This Document Retention Policy shall govern the retention and destruction of all business records of OKCMAR, including without limitation all handwritten, printed, and electronic documents and records. The purpose of this policy is to ensure that necessary records and documents of OKCMAR are protected and preserved, and expired documents and records are disposed of properly.

II. Record Retention Schedule.

The following documents shall be retained for the specified time period:

Association Financial Records:

Document/Record	Retention Period
Accounts payable and receivable	7 years
Annual financial statements	Permanently
Bank statements	7 years
Accounting correspondence: routine	4 years
Deeds and closing papers	Permanently
Deposit slips	4 years
Employee expense reports	7 years
Income tax returns	Permanently
Inventory count and costing sheets	7 years
Insurance policies	4 years after expiration
Investments	7 years after sale of investment
Lockbox key agreements/leases	1 year after termination of agreement
Payroll journals and ledgers	Permanently
Purchase orders (except accounts, payable copy)	1 year
Purchase invoices and orders	7 years
Receiving sheets	2 years

Association Corporate Records:

Document/Record	**Retention Period**
Articles of incorporation and amendments	Permanently
Bylaws and amendments	Permanently
Corporate filings	Permanently
Corporate minute book	Permanently
IRS exemption letter	Permanently
Employment and personnel records	10 years after termination of employment
Documents relating to job recruitment: Chief Executive Officer Task Force records, advertising, job orders submitted to employment agencies, interviewing, testing, hiring, training, demotions, promotions, layoffs, discharges, and other personnel decisions	1 year
Employee benefit plan documents	Duration of plan
Garnishments/wage assignments	3 years
Immigration I-9 forms	Duration of employment and 1 year after termination, minimum 3 years total
Payroll records showing name, address, date of birth, occupation, rate of pay, and weekly compensation	3 years

Legal Documents:

Document/Record	**Retention Period**
Contracts	10 years
License applications	1 year after expiration

Licenses	1 year after expiration
Trademarks, patents and copyrights	Permanently
Warranties and guarantees	2 years after expiration of the warranty
Legal correspondence	Permanently

MLSOK, Inc. Documents:

Document/Record	**Retention Period**
Rules and regulations	Permanently
MLS policies	Permanently
Sold property information	Minimum of 10 years
MLS service mark license agreements	Permanently
Contracts	10 years after termination of agreement
Subscription agreements	10 years after termination of agreement
Participation agreements	10 years after termination of agreement
Web site click-through confirmations	10 years

NAR Documents:

Document/Record	**Retention Period**
NAR charter	Permanently
Territorial jurisdiction	Permanently
Realtor® Agreement	Until superseded
Member file and membership applications	2 years after termination of membership. Social security number and financial information removed, if applicable.
Professional standards policies (five	5 years

years)	
Professional standards hearing records– Ethics	Result of hearing – permanent. Remainder of hearing file – minimum of 1 year after satisfaction of sanctions, if any, and no threat of litigation exists
Arbitration/mediation	Minimum of 1 year after payment of award and no threat of litigation is exists

III. Record Destruction

Documents that no longer need to be retained shall be destroyed using a method that renders them unreadable, including without limitation shredding, , redacting, obliterating, or destroying personal and/or sensitive information contained in the document. Electronic records must be permanently erased. For documents that contain personal and/or sensitive information, merely sending the document to the computer's recycling bin may not be sufficient. Permanent wiping software or utilities should be used to destroy sensitive electronic records.

All OKCMAR drives and computers should be wiped or destroyed prior to sale or disposal.

IV. Suspension of Policy.

In the event of litigation or government audit, or in the event OKCMAR is served with a subpoena or legal request for documents or records, any disposal of records in accordance with this Document Retention Policy shall be suspended to ensure documentation pertaining to such legal issues is retained, until such time as the Chief Executive Officer or a third-party designated by the Chief Executive Officer, with the advice of counsel, determines otherwise. The Chief Executive Officer shall inform all staff of such suspension.

APPENDIX H – WHISTLEBLOWER POLICY

OKCMAR is committed to lawful and ethical behavior in all of its activities, and requires its officers, directors, staff and committee members to conduct themselves in a manner that complies with all applicable laws and regulations. This Whistleblower Policy is intended to encourage and enable directors, officers, employees and other staff to raise serious concerns internally so OKCMAR can address and correct inappropriate behavior. It is the responsibility of all directors, officers, employees, and other staff to report concerns about violations of OKCMAR's Code of Ethics or suspected violations of law.

OKCMAR has an open-door policy and encourages all employees and members to share their questions, concerns, or complaints. If at any time a concern exists regarding the propriety or legality of any action contemplated to be taken by an OKCMAR officer, director, staff, committee member, or any contractor or vendor, as the action related to OKCMAR activities, or if an action needs to be taken in order for OKCMAR to be in compliance with law or appropriate ethical standards, you can address the issue directly by reporting it to the Chief Executive Officer as needed until matters are satisfactorily resolved.

Alternatively, if you are not comfortable speaking to the Chief Executive Officer about the matter, or do not feel your issue has been properly addressed, you may contact OKCMAR's President or outside legal counsel about the matter. If you do not believe that these channels of communication can/should be used to express your concerns, you can send an anonymous letter or e-mail utilizing the U.S. Mail or any internet hosted e-mail service (using an anonymous name) to OKCMAR's President or outside legal counsel. Crimes against person or property, such as assault, rape, burglary, etc., should immediately be reported to local law enforcement personnel.

Under this Whistleblower Policy, efforts will be made to treat a good faith report of wrongful, unethical, or illegal conduct as confidential, to the extent confidentiality is consistent with the need to investigate and prevent or correct the offending conduct. The individual making the report will not be discharged, threatened, harassed, or discriminated against for reporting in good faith what they perceive to be wrongdoing, violations of law, or unethical conduct. Any retaliation against someone who has reported a violation in good faith will be disciplined, including without limitation termination of employment.

APPENDIX I – TRAVEL POLICY

1. Reimbursable Trips and Designations

a. OAR Committees

1. It is the policy of OKCMAR to reimburse candidates for the Oklahoma Association of REALTORS® (OAR) Leadership program costs upon verified completion of the program.

b. OAR State Directors

1. OKCMAR Primary members only

2. These members will be included in OKCMAR's standard travel reimbursement policy for OAR conference/meeting attendance.

c. NAR Committee and NAR Directors

1. OKCMAR Primary members only

2. NAR Committee members will be reimbursed up to Three Thousand Dollars ($3,000.00) for travel expenses to attend the National Association of REALTORS® (NAR) Midyear Legislative Conference and/or Annual Conference, and any other Board-approved industry conference, upon submission of registration and confirmation of NAR Committee assignment.

3. Reimbursement will be made after the conference trip and upon submittal of all receipts to the Executive Assistant. Travel Expenses are defined as reasonable expenses for flight, ground transportation, conference registration fees, and hotel room charges.

d. NAR Legislative Meetings and Trade Expo in Washington, D.C.

1. OKCMAR President
2. MLSOK President
3. OKCMAR President-Elect
4. Government Affairs staff person
5. MLSOK staff member as determined by the Chief Executive Officer
6. Chief Executive Officer.

e. NAR Annual Conference and Expo

1. OKCMAR President
2. OKCMAR President-Elect
3. MLSOK President
4. MLSOK President-Elect
5. Chief Executive Officer
6. RISE/YPN Chair and/or Vice-Chair
7. Staff dependent upon Annual Conference programming as designated by Chief Executive Officer
8. Additional Staff subject to budget

f. AE Institute

1. Chief Executive Officer
2. Additional staff dependent on budget

g. Inman Connect Conference

1. MLSOK President
2. One MLSOK staff member as determined by the Chief Executive Officer.

h. NAR Leadership Summit

1. OKCMAR President-Elect
2. Chief Executive Officer
3. Other staff as needed and within budget

i. The OKCMAR Board may approve industry-related conference travel for Board members and Staff at its discretion

j. Chief Executive Officer will monitor and approve non-budgeted staff travel to industry related conferences for professional growth opportunities

2. Travel Reimbursements

a. OKCMAR reimburses staff for meals and incidentals for OKCMAR-related travel.

b. Reimbursements will be paid upon completion of an official expense report form within the normal OKCMAR disbursement schedule and shall not exceed the per diem amount set by the Internal Revenue Service (IRS) per diem guidelines for the applicable city.

c. OKCMAR reimburses out of pocket expenses for reasonable ground transportation, and airline baggage fees only when supporting documentation has been provided. Daily costs of such fees shall not exceed eighty dollars ($80.00) per day of travel.

d. OKCMAR pays hotel expenses for the night before the beginning of a conference/convention as needed if flight arrangements are not available, and hotel expenses for the night of the completion of a conference/convention as needed if flight arrangements are not available.

e. OKCMAR does not reimburse for upgrades to first class airfare.

f. OKCMAR complies with federal and state minimum wage law in setting its pay rates.

g. Travel, registration, luncheon, and dinner fees for attendance at OAR meetings for those Officers whose attendance is required by their Officer job description, as set forth in Exhibit A of this OKCMAR Administrative and Leadership Policies and Procedures Manual.

h. In no case will any expenses be reimbursed more than ninety (90) days after completion of a trip.

i. This travel reimbursement policy of the Association is in effect to:

1. Insure compliance with minimum Internal Revenue Service (IRS) requirements.

2. Insure that members are reimbursed on a fair and equitable basis.

3. Avoid undue record keeping and reimbursement delays.

j. Receipts

1. Other than per diem meal and tipping expenses, the IRS, as well as the Oklahoma Metropolitan Association of REALTORS® requires original receipts for any reimbursed expenses.

3. Air Transportation

a. Members may use their own travel agent, but OKCMAR encourages members/staff to coordinate travel through the Executive Assistant.

b. By doing so, the process of accounting for and reimbursing travel expenses is substantially less costly and more efficient for the Association.

c. Travel arrangements must abide by the following guidelines:

1. Reservations are for coach class or special fares only (unless the member/staff wishes to pay the difference)

2. If personal travel is included in conjunction with the business trip, members/staff must attach a check to the expense report to cover the personal expenses of the trip.

3. Tickets must be purchased in advance to take advantage of lowest cost fares.

4. OKCMAR will pay for one (1) flight change per Director or staff person per year; such Director will be charged for any additional flight changes for the rest of the year.

4. Ground Transportation

a. Conference attendees generally fly to destination, if the drive would take longer than a flight. Please consult the Executive Assistant regarding travel arrangements.

b. Ground transportation fees are reimbursable at the actual cost when supporting documentation is provided.

c. Mileage is reimbursable at the current IRS standard mileage rate (not to exceed cost of airfare).

d. Parking/Tolls are reimbursable at the actual cost.

e. Rental Car: If it is necessary to rent a car, the collision damage waiver must be purchased. This is to ensure that the Association will not be liable for out-of-pocket expenses should an accident occur.

5. **Cancelations**

a. Should it be necessary to cancel hotel reservations, it is the traveler's responsibility to contact OKCMAR Staff during business hours or the hotel after hours, so the Association is not charged for a "no show".

6. **Per Diem**

a. OKCMAR provides a per diem allowance for meals not to exceed the amount set by the IRS per diem guidelines for the applicable city.

b. This allowance may be paid in advance of the travel or will be reimbursed upon completion of an official expense report form within the normal OKCMAR disbursement schedule.

c. Per diem allowance is permitted for any board member traveling to Board-approved conference.

7. **GUEST ENTERTAINMENT**

a. The Association shall provide the Chief Executive Officer and the OKCMAR President an expense account for reasonable expenses associated with guest entertainment.

b. All credit card purchases must be accompanied by a credit card receipt. Purchases made without a receipt shall be deemed personal purchases and as such are reimbursable to the Association.

8. **TIPS**

a. Tips shall be reimbursed at the actual cost up to two dollars ($2.00) per bag for skycap, doorman, and bellman.

9. **Non-Reimburseable Expenditures**

a. Personal entertainment expenses, including but not limited to in-room movies, room service food and beverages, airline headphones, books or magazines, barber or beautician services are not reimbursed by the Association.

10. **Filing Expense Reports**

a. Expenses for reimbursement must be filed on OKCMAR's Member/Staff Expense Report form, available from the Executive Assistant.

b. The form must include the business purpose, date of travel, committee/task force, name, address, and signature.

c. All applicable original receipts must be attached, and the completed form sent to the OKCMAR Chief Executive Officer for approval. Once approved, OKCMAR will process and send the reimbursement within ten to fifteen (10-15) business days.