

RHODE ISLAND ASSOCIATION OF REALTORS®  
POLICY AND PROCEDURES MANUAL

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## DEFINITIONS

- (a) **Board Member** – per the Bylaws, is defined as any REALTOR® of a Member Board, who is a licensed or certified appraiser or is licensed to practice real estate under Rhode Island law or whose real estate practice does not require a license as defined by the Rhode Island Real Estate License Law (Chapter 5-20.5-2 “Persons Exempt” of the General Laws).
- (b) **Elective Term** - per the Bylaws, is defined as the term of office consisting of the period of time immediately following the installation of Officers of the National Association of REALTORS® and running until the next installation of Officers of the National Association of REALTORS® [typically, November of each year].
- (c) **Ex-Officio** – An individual, who by reason of their office, rather than by being elected or appointed to the position, serves as a non-voting member of a Committee or Board.
- (d) **Legislative Leadership Team** – is defined as the President-Elect, Vice President, Secretary/Treasurer, Government Affairs Committee Chair and Vice Chair, Government Affairs Director, Chief Executive Officer and any other members or staff the President deems appropriate. (*Approved 01/25*)
- (e) **Management Team** – is defined as the Chief Executive Officer, and the Managers of the respective departments of the ASSOCIATION, including, but not limited to, General Counsel; Chief Financial Officer; Director of Professional Development; Vice President, MLS & Member Services; Director, MLS & Member Services; Government Affairs Director; and Director of Marketing & Communications. (*Revised 01/25*)
- (f) **Member Board** – per the Bylaws, is defined as any Board/Association, all the REALTOR® Members of which hold membership in this ASSOCIATION and in the National Association of REALTORS®.

## **SECTION 1. ADMINISTRATION**

### **1.1 Office Location**

The offices of the Rhode Island Association of REALTORS® (“ASSOCIATION”) are located at 100 Bignall Street, Warwick, RI 02888.

### **1.2 Tax Status**

#### **A. Internal Revenue Service**

The **Rhode Island Association of REALTORS®** is organized as a 501(c) (6) organization under the Internal Revenue Code.

#### **B. For-Profit Subsidiary**

The **State-Wide Multiple Listing Service, Inc.** (“MLS”) has been created as a for-profit subsidiary of the ASSOCIATION. It is also organized as a 501(c) (6) under the Internal Revenue Code, but is considered a not-for-profit under Rhode Island law.

#### **C. Non-Profit Subsidiary**

The **REALTOR® Foundation: Rhode Island** – is organized as a 501 (c) (3) under the Internal Revenue Code.

### **1.3 References**

All references to committees, forums, officers, etc., in the document shall be considered to refer to the ASSOCIATION, unless otherwise noted.

## **SECTION 2. ASSOCIATION STRUCTURE**

### **2.1 Membership and Member Services**

#### **A. Members’ Contact Information (Membership Lists)**

- 1. External Requests:** Mailing labels and lists containing the names and U.S. Postal Service addresses of ASSOCIATION members shall NOT be provided upon request. The ASSOCIATION does not release the names and mailing addresses of members for direct transmittal purposes, except as may be found on the consumer website, RILiving.com.
- 2. Internal Usage:** Mailing labels and lists containing the names and U.S. Postal Service addresses and email addresses of ASSOCIATION members may be used by the ASSOCIATION and its subsidiaries to disseminate information and offers of services. ASSOCIATION members shall have the opportunity to notify the ASSOCIATION to *not* transmit such information and/or offers.

#### **B. Solicitation**

Except as provided for in Section A above, the ASSOCIATION shall not provide commercial solicitations to members by U.S. Postal Service address or electronically.

#### **C. Dues (Revised 01/17)**

The annual dues of each Member Board shall be an amount as established by the Board of Directors, and as detailed below. Board of Directors shall have the authority to increase member dues without membership approval as long as the dues increase does not exceed 10% on an annual basis.

- 1. Dues Collection:** By February 1 of each year, each Member Board shall file with the ASSOCIATION, in such format as shall be determined by the ASSOCIATION, a list of its REALTOR® Members (as

defined in ARTICLE II, Section 1(c), Constitution, National Association of REALTORS® [NAR]), and the real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with such REALTOR® Members, certified by the President and Secretary/Treasurer of the Board, and that Member Board shall pay dues for the current year on the basis of such list; provided, however, that adjustments shall be made each month for Members dropped or enrolled by the Member Board during the preceding month. On a monthly basis, the Member Board shall report to the ASSOCIATION the names and addresses of REALTOR® Members dropped or enrolled during the preceding month. It is recommended that each Member Board bill its annual dues during October or otherwise far enough in advance to facilitate the payment of ASSOCIATION dues. *(Revised 04/23)*

The payment of dues is to be accompanied with a proper accounting of dues paid.

The annual dues of each Member Board shall be (1) an amount as established by the Board of Directors times the number of REALTOR® members who hold primary membership in the Member Board, plus (2) an amount as established by the Board of Directors times the number of real estate salespersons and licensed or certified appraisers employed by or affiliated as independent contractors with REALTOR® members of the Member Board who are not themselves REALTOR®, or Institute Affiliate members. In calculating the dues payable by a Member Board, nonmembers, as defined in the preceding sentence, shall not be included in the computation of dues if dues have been paid in another Member Board in the state or a state contiguous thereto, provided the Member Board notifies the ASSOCIATION in writing of the identity of the Member Board to which dues have been remitted. *[NAR mandatory amendment 01/17]*

2. **Member in Good Standing:** Upon payment to the ASSOCIATION of the dues required each REALTOR® and Institute Affiliate Member of Member Boards within the State shall be deemed a REALTOR® or Institute Affiliate Member, as the case may be, in good standing of the ASSOCIATION. Upon payment of dues, the individual making such payment shall be deemed a Member, as designated, in good standing of the ASSOCIATION.
3. **Delinquent Dues:** Any Member Board or other member delinquent by more than 90 days may be dropped from membership in the ASSOCIATION by the Board of Directors or its authorized designee at its discretion.

Any member whose ASSOCIATION'S past due accounts are more than 90 days in arrears shall not serve as a Director or Officer of the ASSOCIATION until such past due accounts are paid in full.

Delinquency in dues payment becomes cause for a drop action by the Board of Directors as of May 1 of each year.

The Chief Executive Officer (CEO) or authorized designee is authorized to drop members according to the following procedures:

- a. To prepare a list of members whose dues to the ASSOCIATION have not been paid as of March 1.
- b. To notify each Member Board President and CEO in writing during the first week of March that the accompanying list of delinquent members of that board are in jeopardy of being dropped from membership as of May 1st for nonpayment of dues.

- c. To notify not later than March 15, State-Wide MLS, Member Boards and such other corporations or divisions as may be created, that the delinquent members as shown on an accompanying roster are in jeopardy of losing their membership as of May 1st.
  - d. To notify members delinquent as of May 1st that they have been dropped from membership and all services of the ASSOCIATION, excluding MLS access for non-principal members, and to notify Member Board Presidents that this action has been taken. Once a Member Board notifies the ASSOCIATION that it has dropped a member, the member's name shall be removed from the file and from all services of the ASSOCIATION. Such suspension shall be executed upon receipt, with no extensions or grace period. *[NAR mandatory amendment 01/17]*
  - e. To provide for reinstatement of dropped members, notification in writing must be received from the Member Board, together with payment in full of delinquent accounts, plus payment in full of any monies due State-Wide MLS, or any other corporation or division of the ASSOCIATION.
  - f. Nothing in this procedure is intended to limit or supersede the Bylaw provisions of any Member Board in regard to their procedures for Expulsion, Suspension or Dropping of members.
- 4. *Other Delinquent Payments:*** Any Board Member with dues paid in full, but delinquent in payment of other financial obligations to the ASSOCIATION, which are ninety (90) days in arrears, will have online forms library privileges suspended until the financial obligations are paid.
- 5. *Non-member Licensee:***
- a. If a non-member licensee affiliated with a designated REALTOR® becomes a REALTOR®, no additional dues shall be required in the fiscal year that he/she becomes a member if the designated REALTOR® paid dues for that person.
  - b. If a non-member licensee transfers affiliation from one designated REALTOR®, who has paid increased dues for that person to another designated REALTOR®, no additional dues for that fiscal year shall be required of the designated REALTOR® to whom he/she transfers.
- 6. *Payment of Dues – Active Military:*** The ASSOCIATION shall assume the payment of ASSOCIATION dues, fees and assessments for REALTOR® members who are in the reserves and have been called to active military duty. The ASSOCIATION shall assume the payment of ASSOCIATION dues, fees and assessments for REALTOR® members whose spouse or significant other is in the reserves and has been called to active military duty. Either the member or his/her Member Board/Association Executive may submit appropriate documentation to waive the dues.
- 7. *REALTOR® Emeritus:*** ASSOCIATION dues shall be waived for those REALTORS® who have attained REALTOR® Emeritus status, per the criteria established by the National Association of REALTORS®, and as adopted by the ASSOCIATION.

The REALTOR® Emeritus eligibility criteria shall be implemented as follows:

In addition to the required forty (40) or more years of REALTOR® membership, applications submitted in 2020 and beyond will require proof of one (1) year of service\* at the National Association level.

[\* "Service" is defined as serving as an NAR officer, director, committee member, federal political coordinator, global ambassador or global coordinator to a country with which NAR holds a reciprocal agreement.] *(Revised 04/23)*



**D. Prerequisites for Affiliate Membership**

1. It shall not be mandatory for applicants for ASSOCIATION Affiliate membership to hold Affiliate membership in a Member Board/Association.
2. ASSOCIATION Affiliate membership shall not be mandatory for Member Board/Association Affiliate members.

**E. Affiliate Members' Services (Revised 01/17)**

Benefits for ASSOCIATION Affiliate members shall include: ASSOCIATION publications distributed to the general membership, online forms library access, insurance programs, all discount programs and member registration rate at Rhode Island REALTOR®-sponsored programs.

They may serve on any of the ASSOCIATION Committees except the following: Grievance, Professional Standards, REALTOR® of the Year, Regional Vice President (RVP) Nominating, Chief Executive Officer Review, Nominating or Executive. An Affiliate member may be a chair or vice chair of a Committee with the approval of the Board of Directors.

Affiliate members shall not be allowed to have access to the Legal Hotline, hold office, or have use of the REALTOR® collective membership mark.

**F. General Member Services (Revised 01/17)**

A listing of member services for REALTORS® shall be posted on the ASSOCIATION website.

**2.2 Elected Officers**

- A. Description/Responsibilities of Office, and if applicable, Minimum Qualifications –(Revised 01/25)** for ASSOCIATION Officers. All Officers shall be familiar with the responsibilities and qualifications of their office, as well as the other offices of the ASSOCIATION. All Officers shall sign annually and comply with an Agreement to Serve, which addresses the categories of loyalty, conflict of interest, confidentiality, obedience, good faith, reasonable care, anti-trust, anti-nepotism, what constitutes a breach of duties, and a certification of insurability.

All Officers shall be actively engaged in the real estate profession. The Officers shall hold a current, valid Rhode Island real estate or appraisal license, certification or registration as set forth in Rhode Island General Laws 5.20-6 and be a REALTOR® member in good standing with the ASSOCIATION.

**1. Office of the President (Revised 04/23)**

**a. Description/Responsibilities of Office:**

- i. General Responsibilities: Preside over the Executive Committee and Board of Directors meetings, and together with the Chief Executive Officer:
  - determine the ASSOCIATION'S current and future direction;
  - define the ASSOCIATION'S public policies;
  - create and implement the ASSOCIATION'S strategic vision;
  - approve a comprehensive budget for the ASSOCIATION;
  - provide leadership support for all phases of members services;
  - assume a visible leadership role at state, national and local networking, educational and social functions;
  - identify, develop and nurture future volunteer leaders;
  - support and promote the ASSOCIATION'S political awareness and fundraising plan as a significant component of the organization's activities;

- foster effective and synergistic relationships with the following:
    - local government leaders and legislators;
    - service providers, vendors, consultants, contractors;
    - influential and market share members/industry leaders;
    - allied real estate groups who view the ASSOCIATION as an industry leader;
    - media, and community groups, allied organizations and culturally diverse groups with an eye on building and leading political and business coalitions.
  - travel to national, regional, and in-state meetings and conferences.
- ii. The term of office shall be one year, or until a successor is elected, beginning the first day following the return trip from the NAR NXT Governance Meetings.
  - iii. National Responsibilities: The President shall participate in the following NAR programs/events, and any other programs/events as may be required: NAR Leadership Summit, NAR Presidents' Meetings both at the NAR REALTORS® Legislative Meetings, NAR NXT Governance Meetings, and the New England REALTORS® Committee (NERC) meetings. The President shall serve as an NAR Director.
  - iv. Committee Appointments: The President has the authority to appoint all Committee Chairs, Task Forces and/or Work Groups subject to approval of the Board of Directors and may dissolve any Committee, Task Force and/or Work Group, except those standing Committees which require a change in the Bylaws. The President has the authority to establish a Task Force or Work Group to address a pending issue of critical concern. The President shall be an ex-officio, non-voting member of all Committees except for the Grievance, Professional Standards, REALTOR® of the Year, and RVP Nominating Committees.
  - v. Appointment of Federal Political Coordinators (FPCs): The President has the authority to nominate FPCs, as more fully described in Section 3.10, to fill an expired term or a vacancy subject to approval of the ASSOCIATION Board of Directors and the National Association of REALTORS®. *(Approved 01/18)*
  - vi. Liaison with Allied Organizations: The President, and others he/she may appoint, may meet from time to time with the leadership of our Member Boards, as well as allied organizations to discuss problems and solutions of common interest to the industry.
  - vii. Installation of Member Board Officers: It is recommended that the State President make himself/herself available to serve as installing officer for Member Boards.
  - viii. Media Spokesperson: The President is the primary Media Spokesperson for the ASSOCIATION. The Chief Executive Officer is to act as advisor to the President on matters regarding news releases and the delegate for the President, upon request.

If the President is not available for comment, the next most authoritative Officer, who is available will be sought. This may be the President-Elect, Chief Executive Officer, the Secretary/Treasurer, Committee Chairperson, or someone particularly well qualified and respected as a spokesman on the subject.

- ix. The President may be called upon to speak about the ASSOCIATION'S position on Legislative issues. Prior to commenting, it is recommended that the President discuss the intent, the wording, the facts, and the timing with the Chief Executive Officer, General Counsel, Government Affairs Director, PR Consultant, and the Government Affairs Committee Chairperson.
- x. Presidential Portrait: Each President shall make arrangements to have a professional photograph taken; the costs of which shall be paid by the ASSOCIATION. This portrait will be displayed in the lobby of the ASSOCIATION.

## **2. Office of the President-Elect (Revised 04/23)**

### **a. Description/Responsibilities of Office:**

- i. A President-Elect, who is elected in accordance with the ASSOCIATION'S *Policy and Procedures Manual*, is vested and shall automatically assume the Office of the Presidency when the term of the President expires; or upon the resignation of the President; or upon removal of the President from office in accordance with the Bylaws and this Manual; or as otherwise provided in this section.
- ii. It is the duty of the President-Elect to perform the duties of the President in the event of his/her absence or disability and to perform such other duties as may be delegated by the President or the Board of Directors. Should the President's absence or inability to act become permanent, the President-Elect shall ascend to the Presidency.
- iii. Representative of the President: On many occasions, the President-Elect will be called on by the President to represent the ASSOCIATION with the press and at business meetings where representation from the ASSOCIATION is deemed appropriate.
- iv. The office of the President-Elect provides an excellent opportunity to train for the Presidency. The President-Elect is a member of the Executive Committee and is involved at all levels of the decision-making process which provides excellent training for the following year when the President-Elect assumes the Presidency.
- v. National Responsibilities: The President-Elect shall participate in the following NAR Programs/ events, and any other programs/events as may be required: the NAR REALTORS® Legislative Meetings, NAR NXT Governance Meetings, and the New England REALTORS® Committee (NERC) Meetings. The President-Elect shall serve as an NAR Director subject to the annual NAR allocation. As an NAR Director, the President-Elect agrees to satisfy the NAR Director qualifications and the performance expectations required by NAR.
- vi. Additional Travel: The President-Elect shall attend such other national, regional, and in-state meetings and conferences as may be required by the ASSOCIATION.
- vii. During the President-Elect's year in office, he/she should make plans for the following year when he/she will assume the leadership of the ASSOCIATION, and oversight responsibility for the Strategic Plan. The President-Elect may recommend Vice Chairs to the President and the ASSOCIATION Board of Directors, through the Chief Executive Officer. Vice Chair appointments may be determined by the President-Elect following the Annual Business Meeting so that proper leadership training programs can be conducted for those persons selected to lead the ASSOCIATION during the following year.

viii. It is the responsibility of the President-Elect to purchase a gift for the outgoing President. The cost of the gift will be reimbursed by the ASSOCIATION and should be about \$300. The gift is typically presented at the Annual Business Meeting.

**b. *Minimum Qualifications of Candidates:***

i. The candidate shall have served or is serving on the ASSOCIATION Board of Directors, or shall have served or is serving as a member of an ASSOCIATION committee, task force or equivalent position with the ASSOCIATION or State-Wide Multiple Listing Service.

**3. *Office of the Vice President (Revised 04/23)***

**a. *Description/Responsibilities of Office:***

i. It shall be the duty of the Vice President to assist the President with duties as assigned from time to time, and to perform the President-Elect's duties in his/her absence or if necessary, to perform the President's duties in the absence of the President-Elect.

ii. In the event that the President-Elect's absence or inability to act becomes permanent or the President-Elect is required to ascend to the office of President, due to the permanent inability of the President to act, the Vice President shall assume the duties of the President-Elect. Such assumption of duties shall not automatically result in the Vice President becoming vested as President-Elect.

iii. In the event that the Secretary/Treasurer's absence or inability to act becomes permanent, the Vice President shall serve as interim Secretary/Treasurer until such time that a special Nominating Committee meeting can be called to appoint a Secretary/Treasurer to complete the unexpired elective term subject to the qualifications for the office specified and the approval of the Board of Directors.

iv. At the discretion of the President and in consultation with the Chief Executive Officer, the Vice President shall serve as a liaison to a minimum of two (2) ASSOCIATION Committees, and report back to the Executive Committee.

v. The Vice President may be assigned to attend other meetings, at the discretion of the President, such as, the Real Estate Commission and/or Housing Resources Commission.

vi. National Responsibilities: The Vice President shall participate in the following NAR Programs/ events, and any other programs/events as may be required: the NAR REALTORS® Legislative Meetings, and the NAR NXT Governance Meetings.

vii. Additional Travel: The Vice President shall attend such other national, regional, and in-state meetings and conferences as may be required by the ASSOCIATION.

**b. *Minimum Qualifications of Candidates:***

i. The candidate shall have served or is serving on the ASSOCIATION Board of Directors, or shall have served or is serving as a member of an ASSOCIATION committee, task force or equivalent position with the ASSOCIATION or State-Wide Multiple Listing Service.

#### **4. Office of the Secretary/Treasurer (Revised 04/23)**

##### **a. Description/Responsibilities of Office:**

- i. It is the responsibility of the Secretary/Treasurer to serve as Chairperson of the Audit Review Committee. The Treasurer also serves as a member of the Executive Committee.
- ii. Annual Budget: The Secretary/Treasurer is charged with the responsibility of presenting statements to the Board of Directors showing the income and expense of the ASSOCIATION'S activities. In addition, the Secretary/Treasurer, in cooperation with the Chief Executive Officer, Chief Financial Officer (CFO) and Executive Committee, shall prepare an annual budget which is reviewed and approved by the Board of Directors prior to the Annual Meeting.
- iii. ASSOCIATION'S Investments: The Secretary/Treasurer, with the approval of the Board of Directors and Chief Executive Officer, oversees the investments of the ASSOCIATION'S reserved funds to ensure maximum protection and maximum yield.
- iv. The Secretary/Treasurer shall work closely with the Chief Executive Officer and Chief Financial Officer to ensure the ASSOCIATION utilizes proper accounting procedures and maintains complete control of income and expenses at all times.
- v. Audit: The Secretary/Treasurer shall ensure that the Chief Executive Officer arranges to have the annual audit conducted by a CPA firm in accordance with generally accepted accounting standards and as required by the ASSOCIATION'S Bylaws.
- vi. ASSOCIATION'S Financial Needs: The Secretary/Treasurer is responsible for determining, as far in advance as possible, the ASSOCIATION'S financial needs, through review of the monthly financial statements. Any expenditure above that approved in the budget must be authorized by the Board of Directors. The Treasurer will review all expenditures and shall be an authorized signatory on all ASSOCIATION accounts, with the exception of the REALTORS® Political Action Committee (RPAC).
- vii. Disbursement Approval: The Secretary/Treasurer, in conjunction with the Chief Executive Officer and the Chief Financial Officer, shall have primary oversight responsibility for disbursement of funds. The Secretary/Treasurer and Chief Executive Officer shall have primary responsibility for countersigning any check, the amount of which exceeds \$2,500.
- viii. Supervise the keeping of the records of proceedings and meetings.
- ix. In the event that the Secretary/Treasurer's absence or inability to act becomes permanent, a special meeting of the Nominating Committee will be called to appoint a Secretary/Treasurer to complete the unexpired elective term, subject to the qualifications for the office specified and the approval of the Board of Directors.
- x. The Secretary/Treasurer shall attend such other national, regional, and in-state meetings and conferences as may be requested by the ASSOCIATION, if the other officers are not available.
- xi. The term of office of the Secretary/Treasurer shall not be limited to an elective term and shall not exceed three successive elective terms.

b. **Minimum Qualifications of Candidates:**

- i. The candidate shall have served at least one year on the ASSOCIATION Board of Directors or have equivalent experience.

**5. The ASSOCIATION'S National Directors (Revised 07/22)**

a. **Description/Responsibilities of Office:**

- i. These individuals shall serve as Directors-at-large and represent the interests of all members of the National Association of REALTORS® (NAR) and the ASSOCIATION at the NAR level.

b. **Minimum Qualifications of Candidates:**

- i. Any person recommended for this position must signify willingness to attend each of the regular NAR meetings of the National Directors each year during his/her term of office, and each of the Regional Caucus meetings.

c. **Guidelines for National Directors Representing the ASSOCIATION:**

- i. State-allocated Director terms shall be governed by the current Constitution of the National Association of REALTORS®.
- ii. The ASSOCIATION shall reimburse Rhode Island NAR Directors, not including Directors representing large firms, who are members of the ASSOCIATION and who comply with attendance requirements and reimbursement policies and the minimum qualifications of the ASSOCIATION'S NAR Director.
- iii. After an NAR Director ceases to serve as a Director of the National Association of REALTORS®, on behalf of the ASSOCIATION, use of that position title as if currently applicable is prohibited.

d. **Role of a NAR Director**

- i. Know the issues of importance to his or her constituency and bring matters of concern to the attention of the NAR.
- ii. Know the issues of importance to the NAR. Directors are obligated to understand the business of the NAR. Directors should read the *Board of Directors Key Issues Summary*, which is emailed prior to each meeting, as well as the minutes from the previous Board of Directors meeting.
- iii. Report matters of concern or actions taken by the NAR back to his or her constituency.
- iv. Attend each of the two regular NAR meetings [REALTORS® Legislative Meetings & Trade Expo in May and NAR NXT, The REALTOR® Experience in November], as well as the Region 1 Regional Caucus meetings.
- v. Serve on a minimum of one NAR committee.
- vi. New NAR Directors should attend the Director Orientation Session held in conjunction with the REALTORS® Legislative Meetings & Trade Expo in May. This session provides NAR Directors with an overview of their function, authority, and responsibilities as an NAR Director.
- vii. Comply with any additional NAR requirements for NAR Directors.

**2.3 Board of Directors**

**A. Meeting Schedule (Revised 01/17)**

Four Board of Director's meetings will be scheduled within an elective term, with the Board meeting a *minimum* of two times each elective term. The meeting schedule will be distributed in advance of the commencement of the elective term. Each voting Director will be transmitted an agenda and packet of meeting material in advance of each regularly scheduled Board of Director's meeting.

**B. Attendance Policy** *(Revised 01/25)*

Directors and Officers of the ASSOCIATION who are absent from two (2) regularly scheduled Board of Directors meetings during any twelve-month period shall be deemed to have resigned from the ASSOCIATION Board of Directors. A Director and/or Officer deemed to have resigned will be notified in writing by the President. For purposes of this paragraph, vacancies shall be filled as provided in the ASSOCIATION *Policy and Procedures Manual* or the ASSOCIATION Bylaws. Absences that occur as a direct result of attendance at either meetings or travel mandated by the ASSOCIATION or the National Association of REALTORS® shall not be counted as absences for purposes of this section.

**C. Attendance by Telephone or Other Digital Means** *(Revised 07/22)*

1. Meetings may permit the use of conference communication equipment to facilitate participants' simultaneous communication. Such participation shall be counted in determining the presence of a quorum at the meeting.
2. Attendees shall make reasonable efforts to ensure that unauthorized people cannot observe or listen to the discussion.
3. REALTORS® shall not record ASSOCIATION meetings without consent from the presiding officer of the meeting.
4. Electronic Voting: Voting may be conducted electronically after the issue has been discussed by a quorum of the Board of Directors.

**D. Board of Director's Legal Responsibilities** *(Revised 01/17)*

The ASSOCIATION is incorporated in the State of Rhode Island; therefore, the responsibilities and actions of the Directors fall under the broad scope of corporate law. Corporations, by necessity, must act and take corporate initiatives through individuals in responsible roles as fiduciaries of the organization when acting as Directors. As the representatives of the corporation, Directors may authorize the ordinary business of a corporation within the scope of its Articles of Incorporation. The Board of Directors of the ASSOCIATION is responsible for making policy decisions that govern the ASSOCIATION within the ASSOCIATION'S Articles of Incorporation and Bylaws.

Among other duties, the Directors have the responsibility to:

1. Approve the ASSOCIATION'S annual budget;
2. Establish membership dues;
3. Determine public policy positions as they pertain to the real estate industry;
4. Approve governing policies of the ASSOCIATION;
5. Recommend and approve necessary amendments to the Articles of Incorporation and Bylaws;
6. Responsible for the hiring and termination of the Chief Executive Officer.
7. The Board of Directors may retain outside legal and other professional counsel as approved by the Chief Executive Officer. Should the need for counsel relate to the conduct of the Chief Executive Officer, the Board of Directors may retain outside legal and other professional counsel without the approval of the Chief Executive Officer.

**E. Fiduciary Duties** *(Revised 01/25)*

Directors of the ASSOCIATION have a fiduciary relationship toward the ASSOCIATION and are required to use the utmost good faith in the exercise of their power in the interests of the ASSOCIATION. A Director

must perform his/her duties as a Director in a manner he/she reasonably believes to be in the best interests of the ASSOCIATION, and with such reasonable care as an ordinarily prudent person in a like position would use under similar circumstances.

All Directors shall sign annually and comply with an Agreement to Serve, which addresses the categories of loyalty, conflict of interest, confidentiality, obedience, good faith, reasonable care, anti-trust, anti-nepotism what constitutes a breach of duties, and a certification of insurability.

#### **F. Conflict of Interest** *(Approved 01/17)*

The purpose of the conflict of interest policy is to protect the interests of the ASSOCIATION when it is contemplating entering into a transaction or arrangement that may benefit the private interest of an Officer, Director, employee or agent of the ASSOCIATION, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### **1. Definitions:**

- a. Interested Person:** Any Director, Officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family member and as it relates to an Officer and Director:
  - i. An ownership or investment interest in any entity with which the ASSOCIATION has a transaction or arrangement,
  - ii. A compensation arrangement with the ASSOCIATION or with any entity or individual with which the ASSOCIATION has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the ASSOCIATION is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors which exceed twenty dollars (\$20.00) in value.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

##### **2. Procedures:**

- a. Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest:**
  - i. An interested person may make a presentation at the Board of Directors meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.



- ii. The Board President shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board of Directors shall determine whether the ASSOCIATION can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the ASSOCIATION'S best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**d. *Violations of the Conflicts of Interest Policy:***

- i. If the Board of Directors has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**3. Records of Proceedings:**

The minutes of the Board of Directors and all Committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**4. Compensation:**

- a. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Directors or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the ASSOCIATION, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**G. Representing ASSOCIATION'S Interests, Not Local Interests**

Under Rhode Island law, once an individual assumes the position of an Officer or a Director, he/she is not representative of the body that elected him/her, but rather is a representative of the parent corporation, and due to this, is required to act in the best interest of the corporation. As a member of the Board of Directors, Directors represent all ASSOCIATION members, not only those in their Member

Board/Association or real estate company. An Officer or Director cannot be dictated by anyone how to vote, and is not obligated to vote a certain way because his/her constituency has a certain opinion. Officers and Directors are not proxies for the electing group. If they abrogate their right to vote and just follow the wishes of others, they are in breach of their duty.

#### **H. Anti-Nepotism** *(Approved 01/25)*

An Officer or Director shall not make, participate in, or attempt to influence employment, selection of vendors, or other business decisions involving a relative, domestic partner, or affiliate of the same brokerage or pressure or cause others to do so.

#### **I. Legal Liability/Indemnification by ASSOCIATION** *(Revised 01/17)*

1. The ASSOCIATION shall carry an errors and omissions liability insurance policy to indemnify and hold harmless against all expenses and loss reasonably incurred by an Officer, Director, volunteer, employee or agent of the ASSOCIATION in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of such capacity on behalf of the ASSOCIATION at the time of the alleged act in question, whether any action is or has been filed and whether or not any settlement or compromise is approved by a court or administrative body. Such expenses shall include, but are not limited to, legal fees, judgments, penalties and amounts paid in settlement or compromise.
2. The Officer, Director, volunteer, employee, or agent of the ASSOCIATION shall be indemnified against all expenses and loss if the Board of Directors at such meeting determines in good faith that with regard to the matter involved in the action or contemplated action, the Indemnitee acted reasonably and believed his actions or failure to act was done in the best interest of the ASSOCIATION. In the case of a criminal action or proceeding, the Officer, Director, volunteer, employee, or agent of the ASSOCIATION shall meet an additional requirement: that he or she had no reasonable cause to believe that the alleged conduct was unlawful at the time.
3. As a condition of indemnification, the Officer, Director, volunteer, employee or agent shall notify the President or Chief Executive Officer of the ASSOCIATION of any claim or potential claim within thirty (30) days after first becoming aware of such claim. The Board of Directors shall consider the issue at its next regular meeting or at a special meeting held within a reasonable time after receiving notice of a claim or potential claim. The ASSOCIATION shall have the right to refuse indemnification if the Officer, Director, volunteer, employee or agent fails to comply with the requirements of this section or the ASSOCIATION Board of Directors determines that such individual had no reasonable cause to believe the conduct was unlawful at the time.

#### **2.4 Executive Committee** *(Revised 01/25)*

For the elective term beginning in 2024 to 2025 and for all elective terms going forward, there shall be an Executive Committee of the Board of Directors, composed of the ASSOCIATION Immediate Past President, President, President-Elect, Vice President, and Secretary/Treasurer.

The Executive Committee provides oversight of Committee actions and provides appropriate recommendations to the Board of Directors. The Committee will transact business between meetings of the Board of Directors within the approved budget and will report in full to the Board of Directors at its next meeting.

Four (4) Executive Committee meetings will be scheduled within an elective term with the Executive Committee meeting a minimum of two times each elective term. The meeting schedule will be distributed in advance of the commencement of the elective term. Each voting member of the Executive Committee will be

transmitted an agenda and packet of meeting material in advance of each regularly scheduled Executive Committee meeting.

**A. Role of the Executive Committee**

1. Review and approve minutes of the previous meeting.
2. Review and refer financial statements to the Board of Directors.
3. Prepare the annual ASSOCIATION Budget.
4. Review and approve Committee, Task Force and/or Work Group recommendations.
5. Ensure compliance with legal norms and good business practices.
6. Take appropriate action on an emergency basis between Board of Director meetings.
7. Review and approve ASSOCIATION forms as provided in Section 7.6.
8. Comply with the duties of the Board of Directors that are described in Section 2.3 (D) – (I).

**B. Role of the Executive Committee Member**

1. Regularly and punctually attend meetings and stay for the entire meeting except when prior approval to leave early has been granted by the President.
2. Offer opinions and exercise reasonable judgment on issues before the Committee.
3. Know the financial condition of the ASSOCIATION and be acquainted with the budget process.
4. Be primarily concerned with achieving the Strategic Plan and providing the appropriate amount of oversight for operations.
5. Understand the fiduciary responsibility to the corporation and exercise reasonable prudence in fulfilling his or her responsibility without regard for personal business interests.
6. Understand the decision-making processes of the ASSOCIATION and respect the roles delegated to Committees and staff with reasonable deference to their due diligence in recommending appropriate action to the Executive Committee.

**C. Attendance by Telephone or Other Digital Means (Revised 07/22)**

1. Meetings may permit the use of conference communication equipment to facilitate participants' simultaneous communication. Such participation shall be counted in determining the presence of a quorum at the meeting.
2. Attendees shall make reasonable efforts to ensure that unauthorized people cannot observe or listen to the discussion.
3. REALTORS® shall not record ASSOCIATION meetings without consent from the presiding officer of the meeting.
4. Electronic Voting: Voting may be conducted electronically after the issue has been discussed by a quorum of the Committee.

**SECTION 3. COMMITTEES**

**3.1 Role of Committees (Revised 04/23)**

Committees consist of volunteer members approved by the Board of Directors and a non-voting Staff Liaison member (key staff) assigned by the Chief Executive Officer. Committees carefully consider issues within their scope of responsibility and work to achieve the goals of the Strategic Plan. Committees recommend policies and action plans to the Board of Directors for approval. A Committee Member, including the Chair, may be removed by the President, or the Committee Chair may remove a Committee Member with the consent of the President, if the member is not fulfilling the obligation of the Committee to achieve the Strategic Plan, or does not comply with responsibilities listed below. *Robert's Rules of Order*, latest edition, shall be recognized as the authority governing all Committee meetings.

#### **A. Role of the Committee Chair**

1. Schedule and effectively preside over meetings.
2. Know the scope and purpose of the Committee.
3. Know the financial and budgetary parameters of the Committee.
4. Develop a strategy for achieving the goals of the Strategic Plan.
5. Manage the workload of the Committee with due consideration for members' time.
6. Ensure that Committee Members have meaningful input and are consulted on all matters facing the Committee.
7. Genuinely reflect the will of the Committee.
8. Develop future leaders.
9. Provide general guidance and serve as a resource to the key staff member for questions or clarification.
10. Understand the decision-making processes of the ASSOCIATION and respect the rights and privileges delegated to staff with reasonable deference to their due diligence in recommending appropriate action to the Committee.

#### **B. Role of the Committee Member (Revised 01/25)**

1. Regularly and punctually attend meetings.
2. Develop expertise in the Committee's area of responsibility.
3. Serve on subcommittees or work groups as time permits.
4. Offer opinions and exercise reasonable judgment on issues before the Committee without regard for personal business interests.
5. Serve as a resource to the Chair and Staff Liaison for advice and guidance.
6. Positively represent Committee decisions to ASSOCIATION members and the public.
7. Respect the management role delegated to staff with reasonable deference to their due diligence in carrying out their duties.
8. Sign annually and comply with an Agreement to Serve, which addresses the categories of loyalty, conflict of interest, confidentiality, obedience, good faith, reasonable care, anti-trust, anti-nepotism, what constitutes a breach of duties, and a certification of insurability.

#### **C. Attendance**

If a Committee member misses more than three meetings per calendar year, he or she may be removed from the Committee by the ASSOCIATION President, or the Committee Chair with the approval of the ASSOCIATION President.

#### **D. Role of Staff Liaison**

The Chief Executive Officer assigns Staff Liaisons to Committees to support the work of the Committee, memorialize meetings, notify members of the meeting, prepare the agenda with the Chair, administer Committee work between meetings, coordinate with other key staff and communicate with the Executive Committee and the Board of Directors. The key staff member is a non-voting member of the Committee with the responsibilities of a Committee Member.

#### ***Additional Staff Liaison responsibilities:***

1. Know the Committee's purpose and scope and enable communication between the Board of Directors, Executive Committee, Committee leadership and senior management.
2. Serve as a resource to Chairs on processes for effectively managing meetings and the purpose of the Committee.

3. Prepare the meeting site, notify members of meetings, prepare the agenda with the Chair and memorialize the meeting.
4. Work with senior management to avoid duplication and create synergy between Committees.
5. Know the financial aspects of the Committee and be familiar with the budget process.
6. Ensure the Committee has clear outcomes and evaluate progress against goals throughout the year with regular reports to the Executive Committee.
7. Work with senior management to avoid conflicts between Committees.
8. Provide administrative support for Committees and perform administrative duties between meetings.
9. Offer input and exercise reasonable judgment as a non-voting member of the Committee.

### **3.2 Creation of Committees, Subcommittees and Task Forces** *(Revised 01/18)*

Any Committee, Task Force, Work Group or Subcommittee shall be created upon approval by the President and the Board of Directors. Committee Chairs are responsible for suggesting potential Committee members to the President.

### **3.3 Attendance by Telephone or Other Digital Means** *(Revised 07/22)*

1. Meetings may permit the use of conference communication equipment to facilitate participants' simultaneous communication. Such participation shall be counted in determining the presence of a quorum at the meeting.
2. Attendees shall make reasonable efforts to ensure that unauthorized people cannot observe or listen to the discussion.
3. REALTORS® shall not record ASSOCIATION meetings without consent from the presiding officer of the meeting.
4. Electronic Voting: Voting may be conducted electronically after the issue has been discussed by a quorum of the Committee.

### **3.4 Open Meetings** *(Revised 01/17)*

All ASSOCIATION Committee meetings shall be open for attendance by all ASSOCIATION REALTOR® members in good standing and Member Board Association Executives, except those Committee meetings that may contain issues and discussion of a sensitive nature, including Executive, Grievance, Professional Standards, REALTOR® of the Year, Chief Executive Officer Review, Nominating, and Regional Vice President (RVP) Nominating Committees. The President, or the Committee Chair with the approval of the President, may require certain regular or special meetings be closed or that portions of them be closed to non-members of the Committee (i.e., "executive session").

### **3.5 Government Affairs Committee** *(Revised 01/25)*

#### **A. Role of Government Affairs Committee**

The role of the ASSOCIATION Government Affairs Committee is to provide advocacy direction on state political matters; develop a legislative policy manual; advocate directly with state public officials; and create advocacy programs in the state of Rhode Island. The Committee may choose to provide input and advocacy assistance on local and national political matters if specifically requested to do so by the leadership or staff of another REALTOR® association.

## **B. Composition of Government Affairs Committee**

The ASSOCIATION Government Affairs Committee shall be comprised of the following REALTOR® members and/or Affiliate Members of the ASSOCIATION:

1. Four Federal Political Coordinators as defined in 3.10;
2. The Government Affairs Chair of each Member Board;
3. A REALTOR® with rental experience;
4. A principal broker or manager; and
5. Two subject matter experts, based on the needs of the Committee.

The Committee membership shall not exceed thirteen (13).

## **3.6 Legislative Leadership Team**

### **A. Decisions During Legislative Sessions** *(Revised 04/23)*

The Legislative Leadership Team shall be advisors to the President, who makes the final decision on legislation on behalf of the ASSOCIATION.

### **B. State's Economic Management**

The ASSOCIATION shall continue to take a proactive, leadership role to help the State of Rhode Island define its economic management and infrastructure needs, and to meet those needs on a prioritized basis. This shall include, but not be limited to, working closely with the implementation of and necessary changes to help the state identify and develop a reasonable tax policy.

## **3.7 Nominating Committee**

### **A. Qualifications of Nominating Committee Members** *(Revised 01/17)*

The Nominating Committee shall be comprised of a cross-section of all ASSOCIATION members. Each Committee member shall have experience in dealing with Member Boards/Associations, State, and/or National Association issues. The Committee members, collectively, know and can evaluate the candidates who, as future Officers, must deal with the many issues facing the real estate profession. All members are, through their collective knowledge and experience, highly qualified for the serious job of selecting candidates for high office in the ASSOCIATION and are equipped to make intelligent and objective recommendations of the candidates most suited for the job.

### **B. Membership of Committee** *(Revised 01/17)*

1. **Chair of the Committee:** The Immediate Past President of the ASSOCIATION shall serve as the Chair of the Committee and shall only vote in the event of a tied vote.
2. **Selection of Officers and Directors:** *(Revised 01/25)*

At a meeting of the Board of Directors not less than two (2) months before the Annual Membership Meeting, the Board of Directors, shall approve a Nominating Committee, composed of one Board Member and one alternate Board Member appointed by each Member Board. (The alternate Board Member shall serve only in the absence of the member.) The current state President and President-Elect shall be deemed voting members of the Nominating Committee. The two most recent voting Past Presidents of the ASSOCIATION, available to serve, shall be members of the Nominating Committee. If neither of such ex-officio Directors is able to serve, the President-Elect shall serve as Chairperson and have the right to vote only in the event of a tie.

  - a. The Nominating Committee shall interview the potential Officer candidates at a Nominating Committee meeting.

- b. The Nominating Committee shall name at least one candidate for each office. For each vacancy on the Board of Directors and for elective offices, the Nominating Committee shall present the candidate as submitted by the Member Board or as otherwise submitted.
- c. The report of the Nominating Committee, listing candidates for Officers and Directors to be elected from among the REALTOR® Membership of the Member Boards, shall be included in the notice of the Annual Meeting that is sent to each member at least thirty (30) days in advance of the meeting.
- d. A candidate for an ASSOCIATION Officer or Director shall not be a member or alternate of the Nominating Committee.
- e. All Nominating Committee members shall sign a confidentiality agreement.

**3. Selection of NAR Directors: (Approved 07/22)**

The Nominating Committee shall interview the potential NAR Director candidates for positions that are described in Article VI, of the ASSOCIATION Bylaws, at a Nominating Committee meeting.

- a. The President shall serve as a National Association of REALTORS® (NAR) Director for an elective term as defined by Article IV of the NAR Constitution.
- b. The President-Elect shall serve as an NAR Director for an elective term of one year, subject to the annual allocation that NAR releases on July 31<sup>st</sup> or such other deadline established by NAR in accordance with Article IV of the NAR Constitution.
- c. The Board of Directors shall appoint a primary member of (a) a Member Board with 500 – 1999 members as an NAR Director and (b) a Member Board with 499 members or fewer to serve as an NAR Director. Such appointments are subject to the annual allocation that NAR releases in accordance with Article IV of the NAR Constitution. Each Director appointed pursuant to this section shall serve as an NAR Director for an elective term of one year and shall be eligible to serve a maximum of three consecutive terms.
- d. The Nominating Committee shall name at least one candidate for each vacancy that is allocated by NAR.
- e. For each vacancy on the NAR Board of Directors, the Nominating Committee shall present the candidate as submitted by the Member Board or as otherwise submitted.
- f. The report of the Nominating Committee, listing candidates for NAR Directors to be elected from among the REALTOR® Membership of the Member Boards, shall be sent to the ASSOCIATION Board of Directors on or before August 15<sup>th</sup> each year.
- g. A candidate for NAR Director shall not be a member or alternate of the Nominating Committee.

**4. President-Elect Unable to Serve:** In the event the President-Elect is unable to assume the office of President, the Nominating Committee shall be charged with the responsibility of selecting a nominee for the office of President and, if vacated, President-Elect. In this case, the President and/or President-Elect will be elected at the Annual Meeting.

**C. Nominating Committee Application Form (Revised 04/23)**

- 1. **Applications for Office:** Any member in good standing with the ASSOCIATION may submit an ASSOCIATION application to the Nominating Committee for consideration as a candidate for any Officer position for which he/she is qualified and willing to serve. Candidates for an NAR Director position shall complete an NAR application. Applications shall be submitted to the ASSOCIATION no later than 5 days prior to a Nominating Committee Meeting each year.

An ASSOCIATION Officer candidate shall receive and be required to sign, in acknowledgment, the Duties of the Office(s) for which the candidate is applying. This signed acknowledgment shall accompany the Nominating Committee Application Form.

2. Member Boards/Associations may submit a completed Nominating Committee Application Form, for an Officer candidate to the Nominating Committee no later than 5 days prior to the Nominating Committee meeting.
3. The report of the Nominating Committee, listing the Officer Candidates (President-Elect, Vice President, Secretary/Treasurer) and Director Candidates shall be reported to the Board of Directors as an informational item.
4. The report of the Nominating Committee, listing the NAR Director Candidates shall be presented to the Board of Directors for approval.
5. Final election of the slate of Officers is determined by the General Membership at the Annual Meeting. A vote of the General Membership is *not* required to elect NAR Directors.

#### **D. Department of Business Regulation**

All candidates must hold a current, valid Rhode Island real estate or appraisal license, certification or registration as set forth in Rhode Island General Laws 5-20.6 and be a REALTOR® member in good standing with the ASSOCIATION.

#### **E. Authority of Nominating Committee**

The Nominating Committee shall consider all information and justifications and has the sole authority to determine if the candidates are qualified.

#### **F. Anti-Nepotism (Approved 01/25)**

A Committee member who is related to a Potential Candidate shall not make, participate in, or attempt to influence the selection of a candidate, or other business decisions involving a relative, domestic partner, or affiliate of the same brokerage or pressure or cause others to do so.

#### **G. Miscellaneous Nominating Policies (Revised 01/25)**

1. A candidate shall be interviewed individually for each office for which he/she has applied.
2. The Nominating Committee members shall be provided with and give consideration to the recommendations of the ASSOCIATION and the Member Boards/Associations.
3. Members of the Executive Committee and the Nominating Committee may not lobby or speak on behalf of any candidate at the meeting of the Nominating Committee. Only the candidates shall be permitted to speak on behalf of their candidacy.
4. If any candidate desires to provide materials promoting their candidacy to members of the Nominating Committee, it is the candidate's sole responsibility to deliver those materials in advance, directly to the members of the Nominating Committee, prior to the meeting.
5. **Nominations from the Membership:** Any candidate who wishes to run from the floor shall complete the application screening process and be deemed "qualified" by a subset of 5 members of the Nominating Committee. Such additional nominations for an Officer position may be made



by a minimum of fifty (50) Members, who hold primary REALTOR® membership in any Member Board, provided such nominations are in writing, signed by the persons making them, and delivered to the Vice President not less than fifteen (15) days prior to the date of the Annual Meeting or the Special Meeting in lieu thereof.

The candidate shall be responsible for gathering and affirming, under the pains and penalties of perjury, the fifty (50) signatures in support of his/her candidacy. The Nominating Committee shall review the signatures to determine whether they are valid.

### **3.8 Selection of State REALTOR® of the Year** *(Revised 01/17)*

The REALTOR® of the Year Committee shall meet annually to select the State REALTOR® of the Year. The Committee shall be composed of the current Member Board REALTORS® of the Year, with the current State REALTOR® of the Year serving as Chairperson. All REALTOR® of the Year Committee members shall sign a confidentiality agreement.

All Member Board REALTORS® of the Year, for the current year, are eligible for selection as State REALTOR® of the Year, **except** the following:

- (a) At the time the State REALTOR® of the Year Committee meets, the following current sitting State Officers will be ineligible: President, President-Elect, and Immediate Past President of the ASSOCIATION.
- (b) Prior State REALTORS® of the Year.

### **3.9 Region 1 Regional Vice President (RVP) Nominating Committee** *(Revised 01/17)*

Any Past President of the ASSOCIATION wishing to apply for the Region 1 RVP position must report their intended candidacy to the Chief Executive Officer of the ASSOCIATION.

In the event of a contested candidacy, there shall be a RVP Nominating Committee comprised of one ASSOCIATION Past President appointed by each of the Member Boards, or in the event that an ASSOCIATION Past President is not available from a Member Board, that Member Board shall select a delegate. The RVP Nominating Committee shall be Chaired by the Immediate Past President.

- (a) Candidates shall be responsible for completing and submitting a copy of the current National Association of REALTORS® Officer Candidate Form.
- (b) The RVP Nominating Committee shall interview the potential candidates at a RVP Nominating Committee meeting.
- (c) The decision made by the RVP Nominating Committee will be final, and communicated to the New England REALTORS® Committee (NERC) in accordance with procedures established in the *Policies and Procedures for Conducting the Affairs of the New England REALTORS® Committee*.
- (d) A candidate for RVP shall not be a member of the RVP Nominating Committee.

### **3.10 Federal Political Coordinator** *(Approved 01/18)*

A Federal Political Coordinator (FPC) serves as a liaison between the National Association of REALTORS®, the ASSOCIATION, and the Member of Congress to whom he or she has been appointed. A different FPC for each Congressional District in Rhode Island is nominated by the ASSOCIATION President in accordance with Section 2.2 A (1) (a) (v).

#### **A. Description/Responsibilities of Office:**

1. Maintain a positive, open relationship with the Member of Congress to whom the FPC was appointed.

2. Keep in regular communication with his or her assigned Member of Congress.
3. Respond to all NAR Calls for Action that he or she receives and encourages other REALTORS® to do so.
4. Advocate on behalf of REALTORS® and the REALTOR® Party.
5. Make personal contact with his or her assigned Member of Congress a minimum of once per quarter and submits a field report to the NAR.
6. Participate in in-person or other training that is required by the NAR.
7. Request RPAC contributions from the NAR Political Action Committee and delivers these contributions to the campaign of the assigned Member of Congress in a timely manner.
8. Attend the REALTORS® Legislative Meetings, which is hosted by the NAR in Washington, DC, in May of each year.
9. Develop a contact team of REALTORS® in the district who can assist in the FPC duties, and notifies his or her national REALTOR® Party Member Involvement Committee (RPMIC) member upon doing so.
10. Maintain regular communication with the contact team and ASSOCIATION Government Affairs Director on the NAR issues and the NAR Calls for Action.
11. Fulfill other duties as may be assigned by the NAR.

**B. Qualifications:**

A Federal Political Coordinator (FPC) shall meet the following minimum requirements:

1. Have or be willing to cultivate a relationship with the Member of Congress.
2. A demonstrated interest in politics.
3. A demonstrated understanding of the key issues affecting REALTORS®.
4. Existing relationships with other federal, state, and/or local elected officials, community and business leaders.

**3.11 NAR Committee Recommendations for ASSOCIATION Members**

Any member may submit an on-line recommendation for a NAR Committee appointment. While the ASSOCIATION cannot mandate when a member applies, members who desire a possible recommendation will be encouraged to submit by the early deadline established by the NAR and to complete an online profile with picture.

**3.12 New England REALTORS® Committee (NERC)**

- A. The ASSOCIATION is encouraged to establish and foster cooperative relationships with all other states in Region 1.
- B. The New England Region is represented by the NERC Committee which is comprised of four (4) members from each of the six (6) states who are the President, the President-Elect, the Immediate Past President and the Association Executive. All are voting members of NERC.
- C. The *“Policies and Procedures for Conducting the Affairs of the New England REALTORS® Committee,”* (also known as the NERC Guidelines) are deemed incorporated by reference into these Policies, such as they may change from time to time.
- D. The NERC Committee shall make recommendations as to NAR Officers and candidates for NAR office who should be invited to the Region, including for official ASSOCIATION visits. Invitations shall be extended by the President with arrangements and administration handled by staff.

- E. The NERC Committee shall make recommendations to the Rhode Island NAR Directors with respect to issues, policies and elections within Region 1. Each NERC member shall be provided with a copy of the applications and support material for the applicants seeking election as a RVP prior to the NERC Nominating Committee meeting at which candidates are interviewed.

### **3.13 Chief Executive Officer Review Committee** *(Revised 08/20)*

There shall be a Chief Executive Officer Review Committee of the Board of Directors, comprised of the ASSOCIATION President, who will serve as Chair, ASSOCIATION Immediate Past President, and ASSOCIATION President-Elect. This Committee shall annually review the performance and salary of the Chief Executive Officer. The Committee shall complete the process and provide the written review to the Chief Executive Officer before September 30<sup>th</sup>. If the performance and salary review is delayed beyond the September 30<sup>th</sup> deadline as a result of force majeure, the review shall still be conducted by the above-mentioned Officers holding office on September 30<sup>th</sup>. Any delay in the performance and salary review of the Chief Executive Officer shall not extend beyond November 1<sup>st</sup>.

### **3.14 Forms Committee** *(Approved 10/22)*

#### **A. Role of the Forms Committee**

The role of the ASSOCIATION Forms Committee is to create and update model real estate forms and contracts to meet the needs of REALTORS® and update existing forms to comply with legal and legislative changes and to meet the changing demands of the real estate market.

#### **B. Qualifications of Forms Committee Members**

Forms Committee members shall have a working knowledge of the ASSOCIATION forms; been a member of the ASSOCIATION for a minimum of two years or have equivalent experience and enjoy generating ideas and wordsmithing. The Committee reviews, discusses, and drafts forms line by line with the assistance of ASSOCIATION staff.

#### **C. Composition of Forms Committee**

The ASSOCIATION Forms Committee shall be comprised of members who -

- Represent different Member Boards or parts of the state;
- Represent different practice areas, depending on the Committee's needs;
- Have varying levels of experience in real estate;
- Have familiarity with the content of the ASSOCIATION forms.

#### **D. Terms of Forms Committee Members**

Committee members serve a one-year term and may be reappointed by the Forms Committee Chair to serve multiple terms.

#### **E. Size of Forms Committee**

The Forms Committee membership shall not exceed eleven (11) members.

#### **F. Attendance of Forms Committee Members**

Regular attendance is especially important for Forms Committee members because the Committee regularly works on detailed projects that take multiple meetings to finalize. These projects can take even longer if the Committee needs to backtrack if someone misses multiple meetings. If a member misses more than three meetings per calendar year, he or she may be removed from the Forms

Committee by the ASSOCIATION President, or the Forms Committee Chair with the approval of the ASSOCIATION President.

## **SECTION 4. FINANCIAL MANAGEMENT**

### **4.1 Audit Review Committee** *(Revised 04/23)*

#### **A. Composition and Description of the Audit Review Committee**

The Committee shall be composed of the Officers of the ASSOCIATION and the Officers of State-Wide MLS. Committee member terms shall be one (1) year. The ASSOCIATION Secretary/Treasurer shall Chair the Committee.

The Committee shall meet a minimum of twice annually to discuss the annual audit procedure and planning, and to receive the annual audit presentation. The Committee's role is to oversee all material aspects of the ASSOCIATION's financial reporting, internal control and audit functions, including the following:

1. The integrity of the ASSOCIATION's financial statements, as well as the accounting and financial reporting processes and financial statement audits.
2. The ASSOCIATION's compliance with legal and regulatory requirements.
3. The registered public accounting firm's (independent auditor's) qualifications and independence.
4. The performance of the ASSOCIATION's independent auditor and internal audit function.
5. The ASSOCIATION's systems of disclosure controls and procedures and internal controls over financial reporting, and compliance.

#### **B. Treasury Management** *(Revised 04/23)*

The ASSOCIATION has established policies that maintain reasonable security of the ASSOCIATION'S cash and liquid assets and which are hereby incorporated by reference. Accordingly:

1. Check signatories on all operational accounts shall be reviewed by the Committee on an annual basis. This review shall also be performed when any new accounts are opened.
2. All checks, in excess of \$2,500, will require two signatures of qualified signatories, which includes the President, President-Elect, Secretary/Treasurer, and the Chief Executive Officer. The primary signatories are the Secretary/Treasurer and the Chief Executive Officer.
3. Adequate insurance protection will be in place since employees are highly involved in the cash management process. The cost is to be paid by the ASSOCIATION.
4. Proposed motions presented to the Board of Directors which require financial commitments of ASSOCIATION funds that are greater than 5% of the reserve fund balance need to be presented to the Executive Committee for fiscal soundness prior to the Board of Director's meeting.

#### **C. Operational Funds** *(Revised 04/23)*

The ASSOCIATION shall maintain safety of principal for current year operational funds while providing sufficient liquidity to meet cash needs. Investments shall be limited to instruments that are backed or underwritten by the U.S. government or its agencies. Changes in the Investment Policy or the investment institutions used for operational funds shall be made at the direction of the President, Secretary/Treasurer and Chief Executive Officer, with review by the Executive Committee and approval of the Board of Directors.

**D. Reserve Funds** *(Revised 01/17)*

The ASSOCIATION shall achieve the highest rate of return for reserve funds, while avoiding risk in order to maintain safety of principal through investment practices, as approved by the Board of Directors and as identified in the current ASSOCIATION Investment Policy.

**E. Investment Policy** *(Approved 07/22)*

Brokered certificates of deposit and multiple certificates of deposit in a given institution are subject to the \$250,000 cap on Federal Deposit Insurance Corporation (FDIC) insurance coverage and must therefore be limited to that amount.

**4.2 Fund Policy**

**A. Issues Mobilization and Legal Action Fund** *(Revised 04/23)*

1. The Issues Mobilization and Legal Action Fund is a source of funds to (1) strategically support or oppose issues that protect private property rights in Rhode Island and affect the members of the ASSOCIATION, the ASSOCIATION, or Member Boards/Associations of REALTORS®; (2) defray costs incurred by members, Member Boards/Associations of REALTORS®, the ASSOCIATION or other persons involved in litigation with state-wide significance to REALTORS® as a class, private property rights, or the real estate industry as a whole.
2. The Issues Mobilization and Legal Action Fund shall be administered by the Issues Mobilization and Legal Action Fund Committee, subject to review by the Executive Committee.
3. The Issues Mobilization and Legal Action Fund Committee shall be comprised of the following members whose term shall run concurrent with the elective year of RIAR office:
  - a. RIAR Government Affairs Committee Chair, who shall serve as Chair of the Issues Mobilization and Legal Action Fund Committee
  - b. RIAR Secretary/Treasurer
  - c. Chair of the RPAC Trustees
  - d. Chair of the Risk Management Committee
  - e. RIAR Member with legal credentials who is a member of the Government Affairs Committee
4. The Issues Mobilization and Legal Action Fund Committee shall adopt forms and procedures in order to carry out the provisions of this document and the purposes of the Fund, subject to the approval of the Executive Committee.
5. Member Boards/Associations of REALTORS® and REALTORS® may request Issues Mobilization and Legal Action funds to support or oppose positions that affect private property rights, homeownership or REALTORS®. However, the disbursement vetting process will be the responsibility of Issues Mobilization and Legal Action Fund Committee.
6. Appropriate expenditures include:
  - a. Ballot measure campaigns intended to influence voter's decisions at the polls.
  - b. Grassroots lobbying activities that are consistent with RIAR's legislative agenda and the Government Affairs Committee public policy positions.
  - c. Data collection and analysis to assist members in formulating position on matters related to public policy.
  - d. Educational efforts to raise levels of awareness about an issue in the community.

- e. Collaborating with other grassroots lobbying organizations on issues that impact trade establishments and consumers.
  - f. Legal expenses incurred by outside counsel in connection with research or analysis, including written opinions as they relate to state bills, statutes and local ordinances or drafting amicus curiae briefs.
  - g. Legal expenses incurred in connection with pending or final litigation with statewide implications.
  - h. Expenses associated with a contract employing a professional issue advocate.
  - i. Expenses associated with consumer and / or member education related to issues impacting Rhode Island real estate.
- 7.** Inappropriate expenditure includes:
- a. Advocacy funds are prohibited for candidates seeking a public office and/or appointment, endorsement of any individual seeking appointment public office or appointment.
  - b. The Issues Mobilization and Legal Action Fund is in no way to be considered a substitute for errors and omissions insurance.
  - c. Legal expenses that are covered by errors and omissions insurance or another form of liability insurance.
- 8.** Funds shall only be used relative to the issue for which the funds were requested.
- 9.** An application for funding shall be submitted prior to the expenditure of any funds by an applicant.
- 10.** Any legal review of a state statute, proposed legislation or local ordinance and/or proposal shall be conducted through the RIAR General Counsel. If outside legal counsel is necessary, the Committee will only consider funding if the RIAR Executive Committee reviews the proposed contract and legal documentation.
- 11.** The Committee will consider funding requests at any time during the calendar year. Upon receipt of the application, the Issues Mobilization and Legal Action Committee shall provide a preliminary review of the application and then forward all information and recommendations to the Executive Committee for its review. If the request is for legal assistance, an opinion from the ASSOCIATION General Counsel shall be included with such recommendation.
- 12.** The Committee shall convene upon notification by the Chair. Written notice accompanied by a statement of purpose shall be delivered electronically within five business days preceding any special meeting. RIAR staff shall deliver said notification electrically.
- 13.** Electronic Voting – The Committee is authorized to cast votes electronically for purposes of voting in accordance with RIAR policy. Electronic votes shall not be permitted until issues have been deliberated by a quorum of the Committee.
- 14.** The Committee will take one of the following actions:
- a. Grant funding in full.
  - b. Grant a portion of the funding request.
  - c. Participate in an amicus brief.
  - d. Deny funding request.

- e. Provide funding if conditions, imposed by the Committee, are or will be met, as required by the Committee.
- f. Postpone a decision until the Committee receives more information.

**G. Operating Fund** *(Revised 08/20)*

1. An Operating fund shall be established and maintained which shall be a source of funds for the ASSOCIATION'S ongoing operational activities.
2. Control of the Operating Fund shall reside with the Management Team (consisting of the CEO, and Managers), at the direction of the Executive Committee in accordance with the budget approved by the Board of Directors.
3. The Operating Fund shall be funded by current sources of revenues such as dues, class registrations and other services.

**H. Reserve Fund**

1. A Reserve Fund shall be established and maintained which shall be a source of funds for authorized ASSOCIATION activities that exceed revenue sources.
2. Disbursements from the Reserve Fund shall require a majority vote of an officially called meeting of the Board of Directors, with 30 days' advance notice provided to the Directors, when possible, of intentions to use any part of the fund.
3. The Reserve Fund shall be funded by transfers from operational revenue sources, occurring on an annual basis, to maintain liquid asset balances.

**D. 401K Fund** *(Revised 01/17)*

1. A Retirement 401K Fund has been established and maintained for the purpose of funding certain deferred compensation agreements authorized by the Board of Directors.
2. Authorization to dispense funds per the deferred compensation agreements shall reside with the Chief Executive Officer.
3. In the event the expenditures or liabilities of the fund exceed the fund's assets, funds shall be transferred from the Operating Fund. Every effort will be made by the Chief Executive Officer to stay within the annual budget.

**4.3 Annual Audit**

An Annual Audit of the ASSOCIATION'S finances shall be made by an external CPA firm, conducted at approximately the same time every year (winter). The Annual Audit shall be conducted according to generally accepted accounting practices.

**A. Audit Firm Qualifications**

The ASSOCIATION'S auditors shall be certified public accountants. Independent CPAs shall not be considered, as a CPA firm is necessary due to the ASSOCIATION'S size and scope of activities. The qualifications of an audit firm shall include a verifiable number of clients and experience commensurate

with the needs of the ASSOCIATION. The audit firm should work in the general Rhode Island area and be familiar with not-for-profit entities.

#### **4.4 Supplemental Budget Requests** *(Revised 01/25)*

Any program proposed for funding after adoption of the annual budget must be presented as a separate budget line item or incorporated into an existing and approved budget line item, and must include the same decision-making information as if proposed during the normal budget cycle. The program proposal shall be reviewed by the Executive Committee to verify financial impact. The Executive Committee, by majority vote, has to approve the program to enable the President to authorize the allocation of funds.

#### **4.5 Reimbursable Activities** (Note: policy subject to annual budgetary allowance limits)

##### **A. Compliance with the IRS**

The ASSOCIATION'S travel reimbursement guidelines shall comply with the Internal Revenue Service's "Accountable Plan" reimbursement regulations. The guidelines shall also comply with the most current Internal Revenue Service's "Standard Mileage Rates for Business Purposes."

##### **B. Travel Expense and Reimbursement Policy** *(Revised 01/25)*

1. The ASSOCIATION Officer will coordinate with ASSOCIATION staff in making reservations for all airfare and lodging requirements for attendance at National, New England and ASSOCIATION meetings. The Officer or designated attendee is responsible for charging the hotel fee to his/her personal credit card and submitting the expense for reimbursement on the ASSOCIATION Expense Report Form. Reimbursement for airfare will be limited to the average cost of airfares for all attendees.

2. The ASSOCIATION reimburses the ASSOCIATION President, President-Elect, and Vice President, for the following National, and Regional meetings, unless funding is received from another funding source:

NAR REALTORS® Legislative Meetings & Expo

NAR NXT, The REALTOR® Experience [NAR NXT Governance Meetings]

The ASSOCIATION reimburses the ASSOCIATION President-Elect for the following National meeting, unless funding is received from another funding source:

NAR Leadership Summit

All other travel and/or per diem expense requests may be approved by the Chief Executive Officer or at the Chief Executive Officer's recommendation of approval by the Board of Directors. Anyone accepting such funding shall be obligated to attend and represent the ASSOCIATION at those meetings and/or programs that are the subject of the request.

3. The per diem rate is established annually by the Executive Committee and specified in the current year's budget. The per diem rate includes meals, tips/gratuities and ground transportation. The per diem rate will be averaged over the cost of the trip and paid based upon approved daily per diem rate. The current rate is \$125.00 per day.
4. Ticketed events offered in conjunction with National meetings which are social in nature and require the attendance of the Officer shall be deemed included in the per diem amount specified. Any reservations or purchasing of tickets shall be the responsibility of the individual.
5. The ASSOCIATION is responsible for reimbursement of official functions where the Officer represents the ASSOCIATION, including registration at National Conventions.



6. An expense report along with all applicable receipts substantiating the per diem amount must be received in the ASSOCIATION office no later than 60 days after the conclusion of the meetings. After 60 days, a Form 1099 will be issued for any travel advance or travel expense paid by the ASSOCIATION with no exceptions.
7. Requests for reimbursement for all expenses must be on an expense report with attached receipts and received in the ASSOCIATION office within 60 days to be eligible for reimbursement. The request must be explained on the expense report and approved by the Chief Financial Officer, Secretary/Treasurer and Chief Executive Officer.

**C. Expenses Paid by the ASSOCIATION (Revised 08/20)**

The ASSOCIATION shall reimburse the following expenses except as otherwise provided in this section:

1. **Transportation** - The actual cost of the lowest available airfare. The maximum allowable may be the average airfare cost of all attendees. The ASSOCIATION does not pay first class. If the traveler drives to meetings (National or New England), mileage will be reimbursed at the maximum allowable by IRS regulations in effect at the time of travel, with the actual cost not to exceed cost of roundtrip coach airfare.
2. **Travel Dates** - Travel dates must conform to meetings attended. Personal days prior to or after a meeting are a personal expense.
  - a. East Coast Meetings - Departure should be the morning of your first meeting, unless first meeting is prior to 11:00 a.m. Return should be on the same day as your last meeting.
  - b. West Coast - Departure would be a day prior to the first meeting date. The return would be the day after the last meeting.
  - c. Other locations - Departure same day if first meeting is P.M., otherwise day prior is permissible. Return day - if last meeting is prior to 12 noon same day, otherwise, day after at Officer's discretion.
3. **Lodging** – The ASSOCIATION will reimburse the actual cost of lodging at headquarters hotel. Individuals who stay at a hotel that is more expensive, will be reimbursed the actual cost of lodging at the headquarters hotel. Hotel expenses are to be charged to the individual's personal credit card and submitted for reimbursement. Personal hotel expenses will not be reimbursed, such as movies or laundry service.
4. **Meals** – Meals are included in the per diem amount in accordance with the current year approved budget.
5. **Ground Transportation** – Ground transportation is included in the per diem amount, EXCEPT the cost of transportation to and from airport. Transportation to and from the airport is a separate line item on the Expense Report Form.
6. **Parking at Airport** – Parking at the airport will be reimbursed for the actual cost incurred. The receipt must be attached to the Expense Report Form and submitted within 60 days.
7. **Tips & Gratuities** - Included in per diem amount.
8. **Other Business Meetings** - Actual cost incurred. Receipts must be attached to the expense report and submitted within 60 days.
9. **Receipts** - All expenses above \$25.00 must be accompanied by a receipt.

**D. President's Expenses** *(Revised 01/17)*

The ASSOCIATION shall pay the President a budgeted stipend, on a monthly basis, to reimburse the President for expenses incurred when visiting with Member Boards/Associations, conducting business of the ASSOCIATION or serving as spokesperson for the ASSOCIATION. This funding will be reported to the IRS on Form 1099.

**E. NAR Directors** *(Revised 07/22)*

The ASSOCIATION shall reimburse Rhode Island NAR Directors for the NAR REALTORS® Legislative meetings and the NAR NXT Governance meetings, and who meet the ASSOCIATION attendance guidelines and comply with the ASSOCIATION'S reimbursement policies.

**F. NAR Committee Chairs & Members** *(Revised 07/22)*

ASSOCIATION members serving as a Committee Chair or Member on a National Association of REALTORS®' Committee shall receive reimbursement for up to \$1,000, with accompanying expense report and receipts, for each of the following meetings, unless funding is received from the NAR or another external funding source:

- REALTORS® Legislative Meetings & Expo
- NAR NXT, The REALTOR® Experience [NAR NXT Governance Meetings]

NAR Committee Chairs and Members are responsible for handling all travel arrangements, including but not limited to, registration, hotel, and flights. To receive reimbursement, the participant must provide a written report of the NAR Committee meeting within 60 days of the NAR meeting. Reimbursement for the flight will be limited to the average flight cost of other attendees from Rhode Island. The ASSOCIATION will not reimburse for any "upgrade" fees.

**G. Federal Political Coordinators** *(Revised 08/20)*

The National Association of REALTORS® reimburses up to \$1,000 for travel expenses incurred to attend the NAR REALTORS® Legislative Meetings in May of each year.

Federal Political Coordinators are responsible for organizing all travel arrangements, including but not limited to, registration, hotel and flight. To receive reimbursement, the FPC must provide a written report of the NAR meeting to the ASSOCIATION, with an accompanying expense report and receipts, within 60 days of the NAR meeting. The FPC will be paid by the ASSOCIATION and NAR will be invoiced for expenses.

**SECTION 5. MEETINGS AND CONVENTIONS**

**5.1 Education Core Law**

Any non-brokerage-related or brokerage-related proprietary real estate schools, colleges and universities may joint-venture a course for credit with the ASSOCIATION using specific criteria.

**5.2 Public Officials Attending ASSOCIATION Meetings**

Any ASSOCIATION member or group of members desiring to invite a non-member of the ASSOCIATION, or a candidate for, or incumbent of, any state or federal office or position, to appear on any program during any ASSOCIATION meeting shall fully advise and consult the ASSOCIATION President or Chief Executive Officer before such invitation is extended. Such invitation must then be made by either the ASSOCIATION President or Chief Executive Officer in an official capacity. Any such invitation should not imply endorsement of the speaker by the ASSOCIATION.

### 5.3 Registration Fee at ASSOCIATION Functions

Registration fee at ASSOCIATION functions is as follows:

1. Allow attendance without registration fee at all *governance* meetings of the ASSOCIATION and at most membership functions.
2. If the member should register and not pay to attend, such member can be charged a “no show” fee which must be paid to retain online forms library privileges.

## SECTION 6. PROFESSIONAL STANDARDS/CODE OF ETHICS

### 6.1 Professional Standards (Revised 08/20)

A Member Board, prior to referring an ethics complaint or arbitration request for review to the ASSOCIATION, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or the procedural review. These efforts may include the appointment of knowledgeable members of the Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Board cannot impanel an impartial tribunal, the Board may refer the matter to the ASSOCIATION and the ASSOCIATION may delegate to another Board or a regional enforcement facility, the authority to hear the case on behalf of the ASSOCIATION. No Board or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, the ASSOCIATION shall be responsible for conducting the hearing.

**A.** Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between REALTORS® and between REALTORS® and their customers or clients may be submitted to an ethics or arbitration panel at the ASSOCIATION level under the following circumstances:

1. Allegations of unethical conduct made against a REALTOR® who is directly a member of the ASSOCIATION and not a member of any Member Board.
2. Allegations of unethical conduct made against a REALTOR® in the instance in which the Member Board because of size or other valid reason, determines that it cannot provide a due process hearing of the matter and petitions the ASSOCIATION to conduct a hearing.
3. Contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between REALTORS® who are not members of the same Board where the matter has been referred to the ASSOCIATION by both Member Boards.
4. Contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between REALTORS® who are directly members of the ASSOCIATION and are not members of any Board.
5. Contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between a REALTOR® who does not hold membership in any Board, but is directly a member of the ASSOCIATION, and a REALTOR® who is a member of a Board.
6. Contractual disputes (and specific non-contractual disputes as defined in the NAR *Code of Ethics*) between REALTOR® Members of the same Board where the Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a Member Board of its primary responsibility to resolve differences arising between members of the same Board. The section recognizes that in some Boards with limited membership, usual arbitration procedures may be impossible.)
7. Contractual disputes between a customer or client and a REALTOR® where the Board with good and sufficient reason is unable to arbitrate the dispute or the REALTOR® is a direct member of the ASSOCIATION.

8. The ASSOCIATION provides interboard and interstate arbitration in the New England states as long as all respective states and Member Boards mutually agree.
- B. Professional Standards hearings and the organization and procedures thereto shall be governed by the NAR *Code of Ethics* and the *Code of Ethics and Arbitration Manual* as adopted by the ASSOCIATION, as from time to time amended, by which this reference is made a part of these Policy and Procedures, except as may be superseded by Rhode Island State law, as amended from time to time.

By reference, the ASSOCIATION Professional Standards Policies adopted by the ASSOCIATION Board of Directors are made a part of these Policy and Procedures.

- C. If a REALTOR® Member (as defined in Article II, of the ASSOCIATION Bylaws) resigns from the ASSOCIATION or otherwise causes membership to terminate with an ethics complaint pending, the complaint shall be processed until the decision of the ASSOCIATION with respect to disposition of the complaint is final by this ASSOCIATION (if respondent does not hold membership in any other Association) or by any other Association in which the respondent continues to hold membership. If an ethics respondent resigns or otherwise causes membership in all Boards to terminate before an ethics complaint is filed alleging unethical conduct occurred while the respondent was a REALTOR®, the complaint, once filed, shall be processed until the decision of the ASSOCIATION with respect to disposition of the complaint is final. In any instance where an ethics hearing is held subsequent to an ethic respondent's resignation or membership termination, any discipline ratified by the Board of Directors shall be held in abeyance until such time as the respondent rejoins an Association of REALTORS®. [NAR mandatory amendment 01/17]
  1. If a REALTOR® Member (as defined in Article II, of the ASSOCIATION Bylaws) resigns or otherwise causes membership to terminate, the duty to submit to arbitration or mediation continues in effect even after membership lapses or is terminated, provided that the dispute arose while the former member was a REALTOR®.

## **6.2 Code of Ethics Training (Revised 07/22)**

The *Code of Ethics* and the *Code of Ethics and Arbitration Manual* of the National Association of REALTORS® are adopted as the *Code of Ethics* and the *Code of Ethics and Arbitration Manual* of the ASSOCIATION. Any amendments made by the National Association will amend the *Code of Ethics* and the *Code of Ethics and Arbitration Manual* of the ASSOCIATION.

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

Note: This orientation program must meet the learning objectives and minimum criteria established from time to time by the National Association of REALTORS® and comply with Member Boards' policies and procedures.

- B. Effective January 1, 2019, through December 31, 2021, and for successive three-year periods thereafter, each REALTOR® Member of the ASSOCIATION (with the exception of REALTOR® members granted REALTOR® Emeritus status by the National Association) shall be required to complete triennial ethics training of not less than two hours and thirty minutes of instructional time. This requirement will be satisfied upon presentation of documentation that the member has completed a course of

instruction conducted by this or another REALTOR® association, or the National Association of REALTORS®, which meets the learning objectives and minimum criteria established by the National Association of REALTORS® from time to time and comply with Member Boards' policies and procedures. REALTOR® Members who have completed training as a requirement of membership in another association and members who have completed the New Member Code of Ethics Orientation during any three-year cycle shall not be required to complete additional ethics training until a new three-year cycle commences. *[NAR mandatory amendment 01/20]*

Failure to satisfy this requirement shall be considered a violation of a membership duty. Failure to meet the requirement in any three (3) year cycle will result in suspension of membership for the first two months (January and February) of the year following the end of any three (3) year cycle or until the requirement is met, whichever occurs sooner. On March 1 of that year, the membership of the REALTOR® Member who is still suspended as of that date will be automatically terminated. *[NAR mandatory amendment 01/20]*

## **SECTION 7. LEGAL**

### **7.1 Americans with Disabilities Act (ADA) Compliance** *(Approved 01/17)*

All websites that are owned or managed by the ASSOCIATION shall comply with federal and state accessibility requirements.

### **7.2 Anti-Trust Compliance** *(Approved 01/17)*

All ASSOCIATION meetings and events shall be conducted in compliance with antitrust laws. Officers, Directors, Committee Chairs, members, and staff shall refrain from discussing any of the following topics formally or informally:

- Discussion and/or criticizing individual company policies that relate to compensation or cooperation with competitors.
- Criticizing a competitor's business model.
- Proposing that real estate licensees be excluded from being ASSOCIATION members based on their business model or innovative business practices.

If any of these inappropriate topics is raised at any ASSOCIATION meeting or event, all members present shall remove themselves from such discussions. If the discussion does not end immediately, the meeting should be brought to a prompt adjournment by the person in charge of the conduct of the meeting.

### **7.3 Harassment**

Any member of the ASSOCIATION may be reprimanded, placed on probation, suspended or expelled for harassment of an ASSOCIATION or MLS employee or ASSOCIATION Officer or Director after an investigation in accordance with the procedures of the ASSOCIATION.

- A.** As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contacts, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment.

- B. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, President-Elect, and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with counsel for the ASSOCIATION.
- C. Disciplinary action may include any sanction authorized in the National Association of REALTORS®' *Code of Ethics and Arbitration Manual*.
- D. If the complaint involves the President, President-Elect, or Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

#### 7.4 Whistleblower Policy

- A. **Purpose.** The purpose of this Whistleblower Policy is to: (1) encourage ASSOCIATION staff and members to report illegal practices or serious violations of adopted policies of the ASSOCIATION or its subsidiaries; (2) specify that the ASSOCIATION will protect the person from retaliation; and (3) identify where such information can be reported.
- B. **Encouragement of reporting.** The ASSOCIATION encourages complaints, reports or inquiries about illegal practices or serious violations of its policies, including illegal or improper conduct by the ASSOCIATION itself whether by its leadership, or by others on its behalf. Appropriate subjects to raise under this policy would include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Other subjects on which the ASSOCIATION has existing complaint mechanisms should be addressed through channels described in those mechanisms, such as raising matters of alleged discrimination or harassment, unless those channels are themselves implicated in the wrongdoing. This policy is not intended to provide a means of appeal from outcomes in those other mechanisms.
- C. **Protection from retaliation.** The ASSOCIATION prohibits retaliation by or on behalf of the ASSOCIATION against staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. The ASSOCIATION reserves the right to discipline persons who make bad faith, knowingly false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.
- D. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to the ASSOCIATION Chief Executive Officer or the ASSOCIATION President; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to the ASSOCIATION President-Elect. The ASSOCIATION will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that the ASSOCIATION may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

#### 7.5 Contracts (Revised 08/20)

The Chief Executive Officer of the ASSOCIATION is specifically authorized and empowered to execute, terminate and bind the ASSOCIATION on contracts pertaining to routine operations of the ASSOCIATION and contracts that implement programs approved by the ASSOCIATION'S Board of Directors. Exceptions to these two areas require approval of the President and shall be reported to the Executive Committee.

## 7.6 ASSOCIATION Forms (Revised 08/20)

**A. Authorized Use.** The ASSOCIATION creates and updates forms as a member benefit. ASSOCIATION forms are for the exclusive use of REALTOR® Members and Affiliate Members of the ASSOCIATION to use in connection with a real estate transaction. These forms are protected by copyright law. REALTOR® Members and Affiliate Members shall not alter the pre-printed text; share, retype, copy, post, publish, license, sublicense or sell any portion of ASSOCIATION forms to unauthorized users, including, but not limited to, vendors, unlicensed individuals, and real estate licensees, who are not members in good standing of the ASSOCIATION, without the advance, written authorization of the ASSOCIATION. REALTORS® shall not share passwords to the ASSOCIATION's on-line forms platform, Instanet, with unauthorized users. Violation of this section can result in a loss of access to all ASSOCIATION forms in addition to penalties for violation of copyright law. REALTOR® Members and Affiliate Members should be aware that use of unsupported, outdated versions of ASSOCIATION forms can result in legal liability.

### B. Approval Process

1. The Forms Committee creates and updates forms, subject to the approval of the Executive Committee. All new or revised forms will be distributed to the ASSOCIATION Board of Directors seven (7) calendar days in advance of the Executive Committee review. Directors shall have these seven (7) calendar days to review and submit written comments to the ASSOCIATION President.

After approving a new form or revision to an existing form, the Executive Committee shall report in full to the Board of Directors at its next meeting. If proposed revisions are time sensitive and require approval prior to the next regularly scheduled meeting of the Executive Committee, the Executive Committee may call a special meeting or approve the revisions electronically.

2. If a proposed new form or revision to an existing form is mandated by federal or state law, the Forms Committee shall have the authority to approve such changes without approval by the Executive Committee. The Forms Committee shall report in full to the Executive Committee at its next meeting.

## 7.7 Records Retention Policy (Revised 08/20)

### A. General and Financial

Corporate records, minutes, etc.	Permanently
Titles, mortgages, etc.	Permanently
Contracts & agreements, expired	7 years
General ledger & trial balance, year-end	Permanently
Records of securities owned, canceled	7 years
Journals	Permanently
Insurance records:	
Fidelity bonds	3 years
Inspectors reports	Permanently
Schedules, claims, permanent records	7 years
Fire, liability, auto, etc. policies expired	Optional
Record of policies in force	3 years
Tax records of fixed assets, appraisals, additions, retirement	Permanently
Accountants' audit reports	Permanently

### B. Sales and Accounts Receivable

Accounts receivable ledgers and subsidiaries	7 years
Accounts receivable trial balances	3 years
Sales journals	7 years
Copies of invoices and supporting data	3 years
Uncollectible account files, including authorization for write-offs	7 years

Records relating to sales to affiliated or associated companies	7 years
Notes receivable and trial balances, canceled	7 years
<b>C. Payrolls</b>	
Payroll journals and summaries	7 years
Receipted pay checks, time tickets, etc.	7 years
Records pertaining to payroll deductions	7 years
Files, assignments, attachments, garnish	3 years
Individual earnings records	Permanently
Form W-2	3 years
Form W-4	Permanently
<b>D. Cash and Collections</b>	
Cash books - receipts and disbursements	Permanently
Bank deposit slips	1 year
Deposit books and stubs	7 years
Bank reconciliation papers	1 year
Records of outstanding checks, drafts, etc.	7 years
Daily or periodic cash reports	3 years
Canceled checks, paid drafts	7 years
Canceled payroll checks	7 years
Bank statements (after audit)	7 years
Petty cash vouchers	3 years
<b>E. Inventories</b>	
General inventory with adjustment records	Permanently
Store requisitions	3 years
Physical inventory tags and records	3 years
<b>F. Purchases and Accounts Payable</b>	
Accounts payable ledgers	7 years
Accounts payable trial balances	3 years
Voucher register or purchase journals	Permanently
Paid bills and vouchers	7 years
Copies of purchase orders:	
Purchasing department copy	3 years
Others	1 year
Bids and offers	7 years
Price records of purchases	Permanently
Purchase contracts	7 years
Bills of lading	3 years
<b>G. Miscellaneous Correspondence:</b>	
Legal and important matters only	Permanently
General	1-5 years
Unimportant nature with customers or vendors	1 year
Financial Statements (interim)	Permanently
Social Security return:	
State	Permanently
Federal	Permanently
Sales tax – State	Permanently
Excise tax – Federal	Permanently
Trial balances – monthly	5 years
Equipment records	Permanently



Leases – expired

7 years

#### H. Professional Standards Records:

Professional Standards Hearing Records [Ethics]

Absent a threat of litigation, retain ethics hearing records [complete file] for at least one year after compliance with any discipline.

Professional Standards Hearing Records [Arbitration/Mediation]

Absent any threat of litigation, retain arbitration hearing records [complete file] for at least one year after the award has been paid.

If any threat of litigation, retain arbitration hearing records [complete file] for a period of three years.

Hearing Outcomes [Permanent Records]

Ethics – Retain all final Board of Director’s Decisions, including Hearing Panel Decision and Findings of Fact.  
Arbitration – Retain Award of Arbitrators, and Board of Director’s Decision, if applicable.

#### I. Preservation of Records:

All confidential information will be stored by the Association in a safe, secure, password protected location.

### 7.8 Social Media Policy and Guidelines for ASSOCIATION/MLS Leadership *(Revised 01/17)*

#### A. Introduction

This policy outlines important social media procedures for the leadership of the ASSOCIATION and its wholly owned subsidiary, State-Wide Multiple Listing Service, Inc., together “ASSOCIATION/MLS,” including but not limited to ASSOCIATION/MLS Officers, the Executive Committee, ASSOCIATION Directors and MLS Directors, committee chairs, and task force chairs, collectively “ASSOCIATION/MLS Leaders.”

#### B. ASSOCIATION/MLS Social Media Policy

For the purpose of this policy, “engaging in social media” means posting or uploading content to all types of interactive electronic communications including but not limited to websites, blogs, social networks, discussion boards, and listservs.

##### 1. Leadership:

The ASSOCIATION/MLS reserves the right to monitor its social media channels and platforms, including setting Google alerts. ASSOCIATION/MLS Leaders shall not disclose any information that is confidential or proprietary to the ASSOCIATION/MLS, or to any third party that has disclosed information to the ASSOCIATION/MLS. ASSOCIATION/MLS Leaders shall not use social media to communicate untruthful, derogatory or other information that is harmful to the ASSOCIATION/MLS, its employees or its members, unless the communication in question is protected by the federal, state or local law.

#### C. Guidelines

Participation in any type of social media could be visible to the ASSOCIATION/MLS’ membership. When speaking about issues relating to the ASSOCIATION/MLS (real estate, property rights, interest rate tax deductions, etc.) ASSOCIATION/MLS Leaders shall clarify that any personal opinions that they express may not be the same as those of the ASSOCIATION/MLS. ASSOCIATION/MLS Leaders are encouraged to write a personal opinion disclaimer in the bio of their social media network profiles. An example: “I’m the \_\_\_\_\_ i.e. President of the Rhode Island Association of REALTORS®, and these are my personal opinions.”

### **1. Participating in social media on behalf of the ASSOCIATION/MLS:**

When authorized to speak for the ASSOCIATION/MLS on industry-related topics, it is the Leader's responsibility to be familiar with the ASSOCIATION/MLS' position.

ASSOCIATION/MLS Leaders are encouraged not to become involved in a legal, public or political dispute between members, or between ASSOCIATION/MLS and members. ASSOCIATION/MLS Leaders should avoid making any statement that can be viewed as preferential to one member or association over another.

ASSOCIATION/MLS Leaders who comment on the behalf of the ASSOCIATION/MLS in social media channels, shall forward a link to the comment thread to [communications@rirealtors.org](mailto:communications@rirealtors.org).

ASSOCIATION/MLS Leaders shall ask permission of the subjects before publishing a picture, tagging, photo/geotagging, tweeting, "checking in" via location of a member, ASSOCIATION/MLS employee, or anyone with a professional relationship with the ASSOCIATION/MLS in a non-professional setting. ASSOCIATION/MLS Leaders shall not post photos showing people drinking/partying or in questionable settings because it may send an unintended or unprofessional message to viewers, even if the photo in question occurs at a professional event.

### **D. Blog/Website/Social Media Requirements**

An ASSOCIATION/MLS Leader or member shall obtain approval from the ASSOCIATION Executive Committee or MLS Executive Committee, or ASSOCIATION/MLS Chief Executive Officer prior to creating a blog, website or social media in the REALTOR® name.

### **E. Leadership Participation on ASSOCIATION Social Media**

An ASSOCIATION/MLS Leader or member may request that the ASSOCIATION/MLS post ASSOCIATION/MLS or industry information, by sending a request to the Communications and Marketing Department at [communications@rirealtors.org](mailto:communications@rirealtors.org). The ASSOCIATION/MLS reserves the right to edit or revise wording, length of posting, and links.

#### **1. General Rules for Social Media/Online Messaging**

The ASSOCIATION/MLS reserves the right to remove comments from its social media channels that are considered inappropriate, off-topic, abusive, or are being used to promote and solicit for third-party sites, initiatives or products.

Also, please be mindful of the following guidelines:

- Respect copyright: Use caution when publishing text, pictures, video, or other content that was not created by the ASSOCIATION/MLS. Almost all written content is protected by copyright laws and requires third parties to obtain a permission or license from the content's author prior to using it in any manner.
- Linking vs. republishing: Whenever possible, link to content elsewhere on the Web instead of republishing it. Excerpt or quote whenever possible with a link back to the original materials.
- Creative Commons: In most cases, content created under a Creative Commons license is still protected from commercial use. Do not republish Creative Commons content unless that content is specifically licensed for commercial use.

### **F. Management of ASSOCIATION/MLS' blogs/websites/social media channels**

The ASSOCIATION/MLS Communications and Marketing Department is responsible for creating and administering the organization's social media accounts, websites, web pages and blogs.

**1. Disclaimers should be noted on organization sites/social media channels.**

**a. ASSOCIATION Comments Policy:**

All comments are published unless they violate the ASSOCIATION/MLS Comments Policy, below.

This blog/website is provided by the x, i.e. RHODE ISLAND ASSOCIATION OF REALTORS®. X disclaims responsibility for any of the content or opinions expressed on this platform including, but not limited to, content or opinions regarding any products or service mentioned on the platform.

X disclaims liability for any damages or losses - direct or indirect - that may result from use of or reliance on information contained on the site.

This blog may contain links to other web sites operated by third parties. These links are provided as a convenience to access the information contained therein. Inclusion of a link to another site does not indicate any endorsement or approval of the site or its content by the ASSOCIATION/MLS.

The ASSOCIATION/MLS reserves the right to edit, remove or deny access to individuals or content that it determines to be unacceptable, including, but not limited to, any abusive, profane, obscene, defamatory, or anonymous comments. The ASSOCIATION/MLS reserves the right to reproduce posts and comments in other of its online and print communication mediums. Comments or posts that are published elsewhere may be edited for space and clarity to fit stylistically with the other medium.

Moderators reserve the right to delete comments that:

- contain language that we consider offensive or inappropriate
- are not relevant to the post they are responding to
- are purely commercial endorsements, including spam
- infringe the trademarks or copyrights of the ASSOCIATION or any third parties

ASSOCIATION/MLS members who submit their comments to any blog/website published by the ASSOCIATION/MLS, grants the ASSOCIATION/MLS a perpetual, irrevocable, royalty-free license and right to use and/or display such comments at the discretion of the ASSOCIATION/MLS and in any medium now existing or hereafter created. Comments to ASSOCIATION/MLS' blogs/websites must be approved by the site's owner before being posted, to ensure that they comply with the above guidelines.

**b. General Information to add to blog/website:**

The information provided on this page is for educational and informational purposes only. The information should not be construed as a recommendation by the ASSOCIATION/MLS for any course of action regarding financial, legal or accounting matters. It is not meant as a substitute for professional advice from a qualified legal, accounting or financial professional.

The ASSOCIATION/MLS does not represent, warrant or endorse the accuracy or reliability of any information displayed, uploaded, downloaded or distributed through this page by any user, or any other person or entity. The ASSOCIATION/MLS disclaims liability for any damages or losses, direct or indirect, that may result from use of or reliance on information contained on the page.

**G. Rules for Social Media REALTORS® Political Action Committee (RPAC) Posts**

Under federal campaign finance law, an association is permitted to solicit contributions for its federal Political Action Committee (PAC) only from its restricted class, which includes its members, executive and

administrative personnel, and their families. Because the poster cannot ensure that all of his/her social media followers are members, it is illegal to solicit RPAC investments via a status update or tweet or Instagram photo. ASSOCIATION/MLS Leaders and members who use Facebook and other social media for RPAC shall follow these guidelines:

### **1. RPAC Solicitation is Not Allowed on Social Media**

ASSOCIATION/MLS Leaders and members shall not post anything that could be considered a “solicitation” for an RPAC contribution on any on-line media platform that is open to the public. Terms such as donate, invest, contribute, participate, give, join, etc., in your communications are clear solicitations, but so are posts that encourage contributions simply by pointing out the benefit of RPAC to the real estate industry or to members’ businesses. For example, if you post the names of Sterling R contributors and describe them as ensuring the future of the industry, then you are encouraging others to do the same. However, you can simply post the names of Sterling R contributors and congratulate them on their participation.

ASSOCIATION/MLS Leaders and members may post general RPAC facts and financial information, such as how much has been contributed or the number of contributors to RPAC in a given period.

ASSOCIATION/MLS Leaders and members may not post anything that expressly encourages attendance at an RPAC fundraising event.

For example, tweeting: “Our RPAC Casino Night Sept. 12 will be the event of the year!” is encouraging attendance. ASSOCIATION/MLS Leaders may, however, post information and photos after the RPAC event and mention how much money was raised for RPAC.

### **2. Restrict member RPAC posts**

Federal campaign finance law also covers the posts and tweets that ASSOCIATION/MLS Leaders and members make about RPAC. Although members can post factual information about themselves such as being a Major Investor, they cannot write posts encouraging others to make similar RPAC contributions. If a member posts an RPAC solicitation on the Facebook page of an ASSOCIATION/MLS Leader, he/she shall delete it immediately.

The ASSOCIATION/MLS can post any RPAC information it wants in a Facebook group as long as it is closed to just members, for example a REALTOR® YPN group.

## **H. Issues Resolution**

Violations of the above social media policies, should be reported to the ASSOCIATION/MLS Chief Executive Officer or the Communications and Marketing Department.

### **7.9 Use of ASSOCIATION Platforms (Approved 08/20)**

Content displayed, published, redistributed, or attached by REALTOR® members and Affiliate members on websites, platforms or social media sites of the ASSOCIATION shall not promote or disparage specific brokerages, REALTORS®, or service providers, or be used for recruitment purposes. Such content shall comply with federal and state laws, including, but not limited to, fair housing laws and antitrust laws that prohibit price fixing and group boycott.

### **7.10 Alcoholic Beverage Policy**

The ASSOCIATION shall comply with appropriate Rhode Island laws and contracts with hotels and other entities which serve alcoholic beverages.

**7.11 Establishment of Policy and Changes to Policy** *(Revised 08/20)*

The ASSOCIATION'S policy shall be established by a majority vote of the Board of Directors, provided that written notice of the substance of any proposed amendment(s) shall have been first transmitted to the Directors at least seven (7) days in advance of the meeting. Policy recommendations and/or policy changes shall occur as follows:

- A. ASSOCIATION Committees provide policy recommendations and/or changes to the Board of Directors through the Executive Committee; or
- B. The Executive Committee provides policy recommendations and/or changes to the Board of Directors;  
or
- C. Policy recommendations and/or policy changes may come from any ASSOCIATION Director at a meeting of the Board of Directors for consideration at the next meeting.