



POLICIES AND PROCEDURES

of the

Sheboygan County Board of REALTORS®

(Approved June 9, 2015)

SHEBOYGAN COUNTY BOARD OF REALTORS®
639 Walton Drive
Plymouth, WI 53073

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MISSION STATEMENT

We exist to provide value, promote professionalism and ethics, and advocate for the success of our members.

Article 1. ADMINISTRATION

Administration of the Association shall consist of the elected Board of Directors.

Section 1. Board of Directors

The governing body of the Association shall be the elected positions of the Board of Directors and shall consist of Officers and Directors.

Officers:

President - serving a one-year term

Vice President - serving a one-year term

Secretary - serving a one-year term

Treasurer - serving a one-year term

Directors:

The governing body of the Board shall be a Board of Directors consisting of elected Officers, the immediate Past President of the Board and 6 elected REALTORS® Members of the Board and 1 Affiliate member. Directors shall serve for terms of three years. Affiliate director to serve a two-year term.

The Board of Directors shall sign Agreement to Serve and Conflict of Interest as Director or Officer. (see pages 8-10)

Section 2. Duties/Job Descriptions of Elected Positions

President:

Basic Function - Direct the affairs of the board and serve as presiding officer and spokesperson of the organization. Presides at all meetings of the board, including Board of Directors and Membership Meetings. Appoints all committees, serves as an ex-officio member of all committees, and shall perform all duties usual to such office.

Responsibilities -

- Presides at all meetings of the board, including Board of Directors and membership meetings.
- Appoints all committees, serves as an ex-officio member of all committees, and shall perform all duties usual to such office.
- Email communication is the primary form of communication between President and Association Executive (AE). The President shall read the AE's email and promptly respond accordingly.
- Determines the substance of the agenda for the meeting of the Board of Directors and Membership Meetings along with the AE.
- To work with the AE to assure that basic policies and programs that will further the goals and objectives of the association are planned, formulated, and presented to the Directors.
- To promote interest and active participation in the Board to the membership.
- Keeps the membership and Board of Directors informed on the conditions and operations of the local, state, and national associations, and the real estate industry.
- Serves as a spokesperson for the Association in conjunction with the AE.
- Meets with AE & Treasurer in **June** to go over proposed budget before it is presented to the Board.

- Attend Association events.
- Conducts an annual review of the AE.
- Monitors expenditures to assure operation within the annual budget.
- Be familiar with the Board Bylaws, MLS Rules & Regulations, Strategic Plan, and Code of Ethics.
- Understands the Core Standards. President along with AE are responsible to make sure the Core Standards Goals are completed on time.
- Work with the Association Executive according to the job description and keep the AE duly informed. A dispute arising between the AE and the President shall be brought up before the Board of Directors.
- Keep the **Vice President** duly informed on all matters and delegate responsibilities to the VP as he/she sees fit.
- Write a short monthly article for newsletter. Upon completion of term, he/she will meet with the new President to familiarize him/her with the procedures of the Board and assist in the transition of incoming Officers and Directors.
- Review email packet sent by AE and be prepared for the Board of Directors Meeting.
- Attends State meetings of the State Board of Directors as needed.

President Elect:

Basic Function - Assist the President in carrying out the functions of that office and perform specific duties delegated by the President. Assume the responsibilities of the President in his/her absence.

Responsibilities -

- Assist in the performance of the President's duties, whenever asked to do so.
- Be familiar with the Board Bylaws, MLS Rules & Regulations, Code of Ethics and Core Standards.
- Plan the calendar of meetings for the upcoming year with AE.
- Email communication is the primary form of communication between **Vice President** and AE. The **Vice President** shall read the AE's email and promptly respond accordingly.
- Represent the board with other associations or organizations as requested by the President.
- Assume the duties of the President in his/her absence.
- Attend all Board of Directors meetings to weigh all recommendations coming to the board from operating committees and to vote on those recommendations in the best interest of all association members.
- Attend Association events.
- Set aside approximately 90 minutes to adequately give proper attention each meeting board meeting deserves. Prepare for board meetings and comment on minutes and reports.
- Considers and votes on all matters pertaining to upholding the Bylaws of the Association and to vote on issues concerning the welfare of all members.
- Ratifies Professional Standards decisions and keeps all confidential information confidential.
- Attend Professional Standards training and be up to date on Code of Ethics and arbitration issues.
- Understands how to read the budget of the Association and ask questions if necessary.
- Be responsible for designated Committee or Committees and make a commitment to participate actively in committee work.
- Carry out other duties and activities as directed by the President.
- Review email packet sent by AE and be prepared for the Board of Directors Meeting.

Past President:

The Past President shall automatically have been the preceding President and shall continue to serve on the Board of Directors in a non-voting capacity and shall provide assistance to the Board of Directors as necessary.

Treasurer:

Basic Function - Oversee and manage the fiscal affairs of the board. Serve as the Board of Directors Representative on Budget & Finance Committee.

Responsibilities -

- Review and understand all financial statements.
- Meets with AE & President in **June** to go over proposed budget before it is presented to the Board.
- Email communication is the primary form of communication between Treasurer and AE. The Treasurer shall read the AE's email and promptly respond accordingly.
- Be aware of the financial condition of the Board at all times and act as financial advisor.
- Attend all Board of Directors meetings to weigh all recommendations coming to the board from operating committees and to vote on those recommendations in the best interest of all association members.
- Attend Association events.
- Set aside approximately 90 minutes to adequately give proper attention each meeting board meeting deserves. Prepare for board meetings and comment on minutes and reports.
- Considers and votes on all matters pertaining to upholding the Bylaws of the Association and to vote on issues concerning the welfare of all members.
- Attend Professional Standards training and be up to date on Code of Ethics and arbitration issues.
- Be responsible for designated Committee or Committees and make a commitment to participate actively in committee work.
- Carry out other duties and activities as directed by the President.
- Review email packet sent by AE and be prepared for the Board of Directors Meeting.

Secretary:

- Record the minutes of the meetings.
- Email communication is the primary form of communication between Secretary/Treasurer and AE. The Secretary/Treasurer shall read the AE's email and promptly respond accordingly.
- Attend all Board of Directors meetings to weigh all recommendations coming to the board from operating committees and to vote on those recommendations in the best interest of all association members.
- Attend Association events.
- Set aside approximately 90 minutes to adequately give proper attention each meeting board meeting deserves. Prepare for board meetings and comment on minutes and reports.
- Considers and votes on all matters pertaining to upholding the Bylaws of the Association and to vote on issues concerning the welfare of all members.
- Attend Professional Standards training and be up to date on Code of Ethics and arbitration issues
- Be responsible for designated Committee or Committees and make a commitment to participate actively in committee work.
- Carry out other duties and activities as directed by the President.
- Review email packet sent by AE and be prepared for the Board of Directors Meeting.

Directors:

Basic Function - Actively participates in the work of the Board of Directors; focuses on the best interests of the association rather than personal interests and supports the association in all its goals and activities.

Responsibilities -

- Attend all Board of Directors meetings to weigh all recommendations coming to the board from operating committees and to vote on those recommendations in the best interest of all association members.
- Email communication is the primary form of communication between Directors and AE. Director shall read the AE's email and promptly respond accordingly.
- Attend Association events.
- Set aside approximately 90 minutes to adequately give proper attention each meeting board meeting deserves. Prepare for board meetings and comment on minutes and reports.
- Considers and votes on all matters pertaining to upholding the Bylaws of the Association and to vote on issues concerning the welfare of all members.
- Ratifies professional standards decisions and keeps all confidential information confidential.
- Attend Professional Standards training and be up to date on Code of Ethics and arbitration issues.
- Understands how to read the budget of the association and ask questions if necessary
- Be responsible for designated Committee or Committees and make a commitment to participate actively in committee work.
- Carry out other duties and activities as directed by the President.
- Review email packet sent by AE and be prepared for the Board of Directors Meeting.

Section 3. Association Executive

The Association Executive shall be an employee hired by agreement of the Board of Directors and shall conduct the day-to-day business of the Association as directed by the Board of Directors and President. (see Job Description pages 12-15)

Basic Function - The Association Executive (AE) serves as Chief Executive Officer, responsible to the Board of Directors for the effective conduct of the affairs of the association. The AE recommends and participates in formulating the association mission, goals and objectives, and related policies. Within that framework, the AE plans, organizes, coordinates, controls, and directs the Organization's programs and activities. The AE works closely with the Association President and elected leaders to ensure that the association goals are achieved. The AE also serves as staff liaison to all committees and provides liaison between committees and the Board of Directors.

Responsibilities:

Leadership

- Serve as an ex-officio, nonvoting member of the Board of Directors and all standing Committees of the Organization.

Organization

- Attends all meetings of the Board of Directors and Membership. Prepares agendas and records minutes (if secretary is absent) and follows through on all implementation of decisions and policies.
- Ensures that the Board of Directors is fully informed of the condition and operation of the organization and all of the important factors influencing them.
- Executes all decisions of the Board of Directors except otherwise assigned.
- Ensures that the Board of Directors receives all recommendations or mandates from the National Association of REALTORS® (NAR) that the Organization stays fully compliant with the State and National REALTOR® Associations.
- Understands the Core Standards. AE along with President are responsible to make sure the Core Standards Goals are completed on time.

- Works with the Organization's goals to provide leadership, education, technology, and support for Association Members.
- Oversees the activities of all standing Committees to ensure that they are operating within their assigned responsibilities. Ensures that Committee decisions and recommendations are submitted to the Board of Directors for review and approval.
- Maintains effective relationships with the Wisconsin REALTORS® Association (WRA) and NAR.
- Helps Education Committee to advance the professional, technical, and managerial skills of the membership, with budgetary and program objectives.
- Carries out such other general responsibilities as may be delegated by the Board of Directors.
- Attends local, State and National REALTOR® meetings and conventions, annual Association Executive Conference, and seminars as appropriate and within the budget of the organization.
- Orders and maintains supplies as needed.

Multiple Listing Service (MLS)

- Attends all meetings of the MLS Committee. Prepares agendas and records minutes and follows through on all implementation of decisions and policies.
- Supervises the operation of the Multiple Listing Service (MLS) that is operated as a committee of the Association in accordance with the Bylaws.
- Works with the MLS Committee to assure compliance of the MLS Rules & Regulations.
- Attends all the MLS Committee meetings and records the minutes. Liaison between the membership and the committee to forward all MLS issues for review.
- Works with the Technical Committee as a liaison between MLS Vendor and MLS Committee.
- Responsible for checking all listing contracts/amendments for accuracy in the MLS.
- Responsible for adding/changing members.
- Handles some technical support/training for MLS members
- Makes sure that MLS Rules and Regulations are followed, and fines are assessed if necessary.

General Administration/Management

- Ensures that the Organization is operated in accordance with published policies, Bylaws and MLS Rules & Regulations.
- Plans the general administration of the entire operation.
- Coordinates all approved programs, projects, and major activities of the Organization.
- Ensures that proper files and membership records are maintained and secured.
- Performs secretarial function for the Organization, maintaining official minutes, providing security for all files, legal and historical documents, financials, membership, and mailing lists.

Communication

- Ensures that the policies, programs, and activities of the Organization are properly communicated to the members through online communication (email, website, and social media), meetings and events.

Professional Standards and Ethics

- Serves as the Certified Professional Standards Administrator, providing clerical, administrative, and procedural support to the Grievance and Professional Standards Committees in handling Ethic Complaints and Arbitrations requests.
- Administers the Professional Standards and Grievance process to ensure that complaints are properly handled in accordance with the Organizations Bylaws and

procedures.

- Maintains overall general knowledge of the Code of Ethics and Arbitration procedures.

Financial

- Works with the Board of Directors to provide overall financial viability of the Organization.
- Prepares monthly financial statements monthly for the Board of Directors.
- Ensures that all funds, physical assets, and other property of the Organization are appropriately safeguarded and administered.
- Change signer cards at bank yearly.
- Ensures that dues and fees are collected, and that services are terminated for non-payment in accordance with the Organization's Bylaws, MLS Rules & Regulations and published policies and procedures.
- Works with the President & Treasurer to prepare and annual budget.
- Works with the Organization's CPA to assure proper and timely preparation of financial reports and tax filings.

Legal

- Executes contracts and commitments as authorized by the Board of Directors or within established policies.
- Acts as a liaison between Board of Directors and the Organizations Attorney.
- Ensures that the Organization is operated in accordance with all laws and regulations.

Relationships

The Association Executive should establish positive working relationships of mutual respect with the following:

- Leadership of Local, State and National Associations.
- Committees of the Local Association.
- Members of the Board, to the greatest degree possible.
- Vendors who provide products and services to benefit to the Organization or its members.
- Association Executive/Chief Executive Officer of other Associations.
- Personnel at the State and National Associations.
- Others deemed advisable by the Board of Directors.

Qualifications

The person selected for this position should:

- Be dedicated to the ideals and goals of the REALTOR® Association.
- Be of strong moral character, possessing excellent leadership and motivational skills.
- Be capable of working under pressure.
- Be able to work within time constraints and meet deadlines.
- Be capable of communicating to the membership the decisions of the Board of Directors of different matters.
- Be able to communicate and work with the elected and volunteer leadership of the Organization.
- Be proficient in written communication skills.
- Be proficient in Accounting.
- The ability to interpret and understand basic Financial Statements.
- Have knowledge of QuickBooks.
- Reconcile Bank Statements.
- Prepare payroll.

- Work with Accountant for tax preparation.
- Make timely deposits of Membership dues, MLS fees and other fees collected.
- Accounts Receivable.
- Annual membership billing.
- Monthly MLS billing.
- Accounts Payable.
- Pay Organization's bills in a timely manner.
- Prepare monthly financial statements for the Board of Directors meetings.
- Have the ability and willingness to learn, implement and use new software.
- Be able to oversee the maintenance of databases: WRA, Multiple Listing Service, membership records, National Association of REALTORS® (NRDS), Outlook email database and rosters.
- Be able to coordinate and organize membership meetings, events, educational classes, and other programs.

Article 2. COMMITTEE DESCRIPTIONS

Section 1. Committee Descriptions

Vice President & Education - Responsible for securing a meeting place for regular quarterly membership meetings. Meeting places should be reserved at least 3 months in advance. Develops a program for each meeting, which usually includes a guest speaker & encourages attendance to strengthen our Board through participation.

Treasurer - Reviews minutes and treasurers report for Board of Directors meetings and general Membership Meetings. Oversees paying of bills.

Secretary - to take minutes at meetings.

Public Relations - Promotes the terms Realtor, the Realtor image, and the professional expertise of Realtors in the Board in all possible ways. Responsible for servicing and securing press coverage of our local Board activities. Takes pictures at Board Events and meetings to put published in the local papers.

Community Revitalization - Study ways and recommend programs to the Board of Directors whereby the local Board can stop blight and decay of existing housing in our community. Encourage preservation, restoration and revitalization of neighborhoods and promote public awareness of every citizen's constitutional right to own real property. This could include a Blood Drive, March of Dimes, Walk-a-thon, etc. Plan a project or projects for the year. Keep records and copies of all projects along with any publicity received and advertisements placed.

RPAC/Legislative Governmental Affairs - Promote political awareness through membership involvement in the political process on National, State, and local board levels. Include information at meetings about issues conflicting the real estate industry. Promote responses to Call To Action from NAR & WRA. Conduct a campaign each year to secure contributions from local board members to be used in support of State, National and local political candidates who are sympathetic to the Realtors point of view. Make sure REALTORS® are aware of what RPAC is. Update membership quarterly via email and/or membership meetings on current issues.

Finance/Budget - Review the board expenses for the present year. Meet with AE and President to review proposed budget before it is presented to the Directors. Approval by the Board of Directors at the **June** Board of Directors Meeting.

Professional Standards/Grievance Committee - The Professional Standards Committee shall be comprised of at least twenty-one (21) REALTOR® members. Each member must hold a current valid training certificate from an accredited Professional Standards program.

Fair Housing - Responsible for local compliance with all State and Federal Fair Housing requirements.

Membership - Responsible for welcoming and installing new Realtors Members.

Realtor/Affiliate of the Year - Consists of 3 past Recipients.

MLS - Oversee MLS operation and budget. Review all MLS material from State and National to make sure we are in compliance. Conducts MLS Committee Meetings quarterly.

Article 3. MEETINGS

Section 1. Board of Directors

- (a) The Board of Directors shall meet the third Wednesday of the month.
- (b) Affiliate Director: The Affiliate Director will be the liaison between the Board of Directors and the other Affiliate Members. Affiliate Members interested in the position will fill out a nomination application and the Board of Directors will pick an Affiliate Director at the **September** Board of Directors Meeting. This position will run for 2 years starting in **Oct - Sept.**

Section 2. General Membership

The General Membership Meeting shall be held quarterly. Attending members should RSVP in advance. Those who RSVP and do not attend will be billed for the full amount.

Section 3. Guests

- (a) Board of Directors Meetings - Any Member of the Association shall be permitted to attend the first 15 minutes of any regularly scheduled meeting to discuss concerns upon prior approval of the President.
- (b) General Membership Meetings - Any Member wanting to be put on the agenda for the General Membership Meeting must have prior approval of the President.

Article 4. MEMBERSHIP

Section 1. Orientation

Applicants for REALTOR® membership shall complete an orientation program. Applicants must complete the program the day the application is submitted and be inducted into the Sheboygan County Board of REALTORS® Inc. This requirement does not apply to applicants for REALTOR® membership who have completed comparable orientation in another association or with this association, provided that REALTOR® membership has been continuous, or that any break in membership is for one year or less.

Section 2. Status Changes

All Designated REALTORS® shall notify the Board of any additions or deletions to their licensed sales staff within 30 days of such changes. All changes must be in writing and signed by the Designated REALTOR® or Office Manager. Failure to make notification within the designated period will result in a \$25 fine to the Designated REALTOR® of that office.

Article 5. BUSINESS POLICIES AND PRACTICES

Section 1. Media Correspondence

Shall be directed to the President in regards to representatives of the Association.

Section 2. Membership Roster

Rosters will be provided to REALTOR® & Affiliate Members of the Sheboygan County Board of REALTORS® Inc. only. The Membership Roster cannot be shared with non-members of the Association.

Section 3. Solicitations

Solicitations may be presented to the Board of Directors or the President and handled as deemed appropriate for the request.

Section 4. Communication

Written correspondence with the Association shall be directed to the Association Office, mailing address is 639 Walton Drive, Plymouth WI 53073. Other forms of communication may be used: email jackie@RealtorsBoard.com and office phone number 920-892-7908.

It is recommended that when using various forms of communication, that all members are courteous and follow appropriate etiquette for electronic mailings.

Section 5. Professional Standards Training

Members of the Board of Directors must hold a current valid training certificate from an accredited Professional Standards program or obtain certification within (3) three months of installation. Certification is valid for (3) three years.

Article 6. AWARDS AND RECOGNITION

Section 1. Awards

The Board of Directors of the Association shall have the authorization to purchase and award members of the Association and/or community with plaques, certificates, gifts and other such appropriate items, including but not limited to; Committee Chairpersons, Board of Directors, Members, REALTOR® of the Year. The expenses of these purchases shall be appropriately accounted for.

Article 7. PERSONNEL POLICY

Section 1. Association Executive Job Description

The chief duties of the Association Executive are to: (1) undertake such functions as may be designated by the Board of Directors; (2) be experienced with business methods; (3) have the skill and willingness to assist Officers, Committees, and Members; (4) stand aloof from policies and rivalries of members while keeping devotion directed to the overall good of the Association; (5) provide continuity of policies, work and progress in the Association whose leaders are frequently changing and whose members are busy with their own duties; (6) performs the duties usual to the office of the Secretary/Treasurer when assigned to him/her by the Board of Directors. (see full job description pages 15-17)

Article 8. PROFESSIONAL STANDARDS AND GRIEVANCE

Section 1 Fee.

The fee to file for arbitration is \$100.00.

Article 9. AMENDMENTS

Section 1. Amendments to Policy & Procedure Manual

These Policies & Procedures may be amended by a majority vote of the Board of Directors present and qualified to vote at any meeting at which a quorum is present. The Board of Directors shall have the authorization to amend these Policies & Procedures from time to time as voted and approved in Board of Directors meetings, as long as amendments stay within the guidelines of the NATIONAL ASSOCIATION OF REALTORS® Bylaws, Policies and Rules and Regulations.

Any, and all such amendments shall be appropriately distributed to the General Membership within 15 days by means of email. Distribution shall be to at least each office and designated broker, REALTOR® Member and available for review at the Association office.

The Board of Directors shall at the beginning of each fiscal year, adopt these Policies & Procedures as agreed upon by the Board of Directors.

Article 10 - RECORD RETENTION

Grievance complaints - filed with SCBR, acted on by the Review Committee, but not forwarded on to a hearing are to be destroyed following the expiration of the appeal period established by NAR.

Professional standards hearing records - Results of ethics hearings (findings of fact) are kept permanently. Remaining documents in hearing file are retained for a minimum of one year after satisfaction of sanctions (if any) and there is no threat of litigation.

Arbitration/mediation - files will be kept a minimum of one (1) year after payment of award (if any) and there is not threat of litigation.

Member file & Membership applications - are to be destroyed two (2) years after membership terminates unless they contain information about violations of the Code of Ethics. Such files are to be retained by SCBR for five (5) years following the date of the member's departure from SCBR. In the event the member departs SCBR with an unsatisfied arbitration award, file shall be kept indefinitely. Real estate company files are to be kept for two (2) years after company's resignation from SCBR unless the file has information about an unsatisfied arbitration award or unpaid invoice. Files shall be kept indefinitely.

Records to be retained seven (7) years -

- Accounts payable and receivable
- Bank statements and canceled checks
- Duplicate deposit books
- Insurance policies (*after termination*)
- Invoices from customers
- Contracts (*seven years after expiration*)
- Purchase invoices & orders
- Accounting correspondence: routine

Records to be retained ten (10) years -

- Personnel records (*ten years after employment ends*)
- Contracts (ten years after expiration)
- Subscription agreements (*ten years after expiration*)
- Participation agreements (*ten years after expiration*)

Records to be retained permanently -

- Annual financial statements

- Income tax returns
- Deeds and closing papers
- Articles of incorporation and amendments
- Bylaws and amendments
- Corporate filings
- IRS exemption letter
- Trademarks, patents & copyrights
- MLS Rules, Regulations and Policies
- MLS service mark license agreements
- Accident/injury reports
- Legal correspondence
- Minutes: SCBR Board of Director and MLS Board

Miscellaneous records retention -

- Documents relating to job recruitment: advertising, job orders submitted to employment agencies, interviewing, testing, hiring, training, demotions, promotions, layoffs, discharges, and other personal decisions (*one year*)
- License applications (*one year after expiration*)
- Licenses (*One year after expiration*)
- Warranties & guarantees (*two years beyond terms of warranty*)
- Garnishments/wage assignments (*three years*)
- Payroll records with name, address, birthdate, occupation, pay rate, and weekly compensation (*three years*)

AGREEMENT TO SERVE Sheboygan County Board of REALTORS® BOARD OF DIRECTORS

This Agreement is entered into between all members of the Board of Directors on _____.

The elected officers of the Board shall be a President, a President Elect, a Secretary, and a Treasurer. They shall be elected for terms of one year.

The governing body of the Board shall be a Board of Directors consisting of the elected officers, the immediate past President of the Board, one Affiliate director and six elected REALTOR® members of the Board. Directors shall be elected to serve for terms of three years. A REALTOR® member who is on the Wisconsin REALTORS® Association Board of Directors shall also be a voting member.

It shall be the duty of the Association Executive to keep the records of the Board and to carry on all necessary correspondence with the National Association of REALTORS® and the Wisconsin REALTORS® Association.

The Board of Directors shall designate a regular time and place of meetings. Absence from three regular meetings without an excuse deemed valid by the Board of Directors shall be construed as resignation. Meeting of the members may be held at other times as the President or the Board of Directors may determine.

A quorum for the transaction of business shall consist of 30% of the members eligible to vote.

The Directors will engage in discussions and, in some cases, make policy decisions concerning the financial position of the Association, members' accounts, members' files, future plans of the Association, Professional Standards Hearings Findings and other confidential and sensitive information in order to make prudent decisions that serve the best interest of the Association, and to intelligently consider all options in making these recommendations, the parties must discuss and evaluate confidential, sensitive, and proprietary information. ("Confidential Information").

"Confidential Information" as used herein, shall mean all information, documentation, concepts, data membership lists, bank records, financial records, findings from Professional Standards hearings, marketing analysis, financial projections products, services, processes, software, trade secrets and devices disclosed or made available by any of the parties hereto to any of the other parties, including without limitation, the existence of discussions concerning the possibility of additional mergers, consolidation, sales of assets, etc.

Each member of Board of Directors agrees to the following:

1. The parties acknowledge and agree that the Confidential Information is proprietary and may include information that disclosure of or unauthorized use of this information may cause irreparable harm to member or the Association.
2. **Once an issue has been discussed and a final decision has been made by a majority of the Officers and Directors, all members of the Board of Directors agree to abide by and support the decision.**
3. The only persons with whom the Board of Directors may share the Confidential Information are other Officers and Directors of the Association Board of Directors, Chief Executive Officer, Association Accountant, and CPA's and Attorneys for the Association.

4. Board Members of the Association shall not engage in any activity, employment, or enterprise, which is inconsistent, incompatible, or in conflict with their duties to the Association.
5. The restrictions and obligations of this Agreement shall survive any termination, cancellation, or expiration of this Agreement, and shall continue to bind the Directors and their successors.

The Association may adopt rules, policies and/or procedures governing the application of this section. the rules may include provision for notice to affected parties of any determination of prohibited activities. For guidelines concerning lack of access to Association data and meetings involving potentially conflicting and privileged information, for abstention from voting on the part of any party with potential conflict, for disciplinary action to be taken against affected parties for engaging in prohibited activities, and for appeal by affected parties from such a determination and from its application to an affected party.

We the undersigned members of the Board of Directors of the Sheboygan County Board of REALTORS®, agree to be bound by the confidentiality terms of this Agreement to Serve.

President

Affiliate Director

President Elect

Director

Treasurer

Director

Secretary

Director

Past President

Director

Director

Standards of Conduct for REALTOR® Associations

The Standards of Conduct describe high standards of professional conduct and service among REALTOR® association volunteer and staff leadership. Though aspirational, these standards, which instill member and public confidence in the integrity service of REALTOR® association leadership, are intended to be signed each year by the volunteer leadership and association staff to demonstrate their commitment to these principles.

1. Maintain the highest standards of personal conduct.
2. Actively promote and encourage the highest degree of ethics at all levels within the real estate industry.
3. Maintain loyalty to the REALTOR® association and pursue its objectives in ways that are consistent with member and public interest.
4. Abide by association policies, procedures, and laws impacting REALTOR® associations.
5. Strive for excellence in all aspects of leading and managing the association.
6. Serve all association members fairly and impartially.
7. Refuse to engage in a decision-making capacity or to accept personal benefit from business-related activities, which might create a conflict of interest, without full disclosure and knowledge of the association's governing board.
8. Maintain confidentiality of privileged information entrusted or known by virtue of an office or position unless disclosure is necessary to protect the interests of the association.
9. Refuse to engage in, or countenance, activities for personal gain at the expense of the association or the real estate industry.
10. Refuse to engage in, or countenance, unlawful discrimination.
11. Ensure that communicated data and information is accurate and truthful.
12. Cooperate in every reasonable and appropriate way with other association executives and officers, and work with them in the advancement of the association and the real estate industry.
13. Create and promote a positive public image and role for the REALTOR® association and the real estate industry.
14. Ensure that the objective of all association actions and pursuits is to provide the best possible services for the REALTOR® member.

Unacceptable Business Practices

The Unacceptable Business Practices, -outline behaviors and business practices to be avoided by REALTOR® associations. The Unacceptable Business Practices are intended to encourage awareness of behaviors that REALTOR® associations should avoid, and to eliminate such practices from the industry.

1. Knowing or reckless false or misleading representations about other REALTOR® associations or the association's programs, products, or services
2. False, deceptive, or misleading advertising or marketing practices

3. Illegal business practices
4. Knowing violation of state or national policies or mandated local policies
5. Undisclosed conflict of interest

I, _____, have read the Standards of Conduct for REALTOR Associations and am committed to these principles.

CONFLICT OF INTEREST DISCLOSURE

Please check all Sheboygan County Board of REALTORS Board(s) and/or Committee(s) you are serving on:

Name of Board or Committee: _____

Name of Board or Committee: _____

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The bylaws of the Sheboygan County Board of REALTORS® (SCBR) require SCBR conflict of interest policy be annually distributed to and subscribed by each Officer, member of the Executive Committee, and Director of the Sheboygan County Board of REALTORS®. This form also requests such disclosure by each Officer and member of the Sheboygan County Board of REALTORS® [or committee, as applicable – strike sentence if necessary] member. The conflict of interest policy as set forth in the SCBR Bylaws is as follows:

[Section 1. *Officers and Directors shall promptly disclose all material financial interests and any other circumstances which may result in a material conflict of interest to the Executive Officer. The disclosure shall be made no later than three days prior to the discussion of any matter relating to the financial interests or other conflict of interest. The Executive Officer and the President shall determine if a material conflict of interest does exist. If it is decided that a material conflict exists, the Director/Officer shall be promptly notified of the decision. If the material conflict of interest relates to a matter which is the subject of current or upcoming discussion, the Director/Officer shall not: (1) participate in the discussion of the matter without full disclosure of the material conflict of interest prior to participation of the discussion; (2) vote on any matter for which the Director/Officer has a material conflict of interest. The Board may ask Director/Officer with material conflicts of interest to leave the meeting during discussion of the matter giving to the rise to the conflict. The Board minutes should state which Directors/Officers were present for the discussion, the content of the discussion and any roll call of the vote. If the material conflict of interest is of an ongoing nature, the Director/Officer shall eliminate the conflict of interest or resign from the Board and/or his/her position on the Board.*

Section 2. *An Officer/Director has a financial interest if that person has, or may acquire as a result of the matter being deliberated, directly or indirectly, through business, investment or family:*

- *An ownership or investment interest in any entity with which the Board has a transaction or business arrangement with.*
- *A compensation agreement with the Board or with any entity or individual with which the Board has a business arrangement.*
- *A potential ownership or investment interest or compensation arrangement with such entity.*
- *Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.*

Section 3. Material Conflict of Interest. *A material conflict of interest is a situation where a Director/Officer has a financial, personal, or other interest, which has a significant likelihood of preventing the Director/Officer from fulfilling his/her fiduciary duties to the board.*

Section 4. Fiduciary Duties. *Directors and Officers shall perform the duties of their office in good faith, in a manner, which is in the best interest of the membership, and with such care as an ordinarily prudent person would exercise in a similar circumstance. Directors and Officers shall not take any action, which unduly exposes the Board to liability or use information obtained as a Director/Officer inconsistently with the fiduciary duties of the office to the detriment of the Board.*

Section 5. *The conflict of interest policy of the Sheboygan County Board of REALTORS® Association shall be distributed to and subscribed to by each Director/Officer annually.*

DISCLOSURE OF CONFLICTS OF INTEREST

The undersigned SCBR officer/director/ member has read the SCBR conflict of interest policy and discloses the following:

No conflicts:

Print Name: _____

Signature: _____

Date: _____

I have the following conflict(s):

Print Name: _____

Signature: _____

Date: _____

Whistleblower Policy

Definition: One who reveals wrongdoing within an organization to the public or to those in positions of authority.

Introduction

SHEBOYGAN COUNTY BOARD OF REALTORS® Code of Ethics and Conduct requires directors, officers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the SHEBOYGAN COUNTY BOARD OF REALTORS®, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations

Reporting Responsibility

It is the responsibility of all directors, officers, and employees to comply with the Code and to report violations or suspected violations in accordance with this Whistleblower Policy.

Retaliation

No director, officer, or employee who in good faith reports a violation of the Code shall suffer harassment, retaliation, or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the Organization prior to seeking resolution outside the Organization.

Reporting Violations

The Code addresses the Organization's open-door policy and suggests that employees share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with a member of the Board of Directors or the Association Executive. Board of Directors and Association Executive are required to report suspected violations of the Code of Conduct to the Organization's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or uncomfortable with following the Organization's open-door policy, individuals should contact the Organization's Compliance Officer directly.

Compliance Officer*

The Organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Code and, at his discretion, shall advise the Executive Director and/or the audit committee. The Compliance Officer has direct access to the audit committee of the board of directors and is required to report to the audit committee at least annually on compliance activity. The Organization's Compliance Officer is the chair of the audit committee.

Accounting and Auditing Matters

The budget committee of the board of directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Compliance Officer shall immediately notify the budget committee of any such complaint and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

*Note: Compliance officer could be a committee of the board, a designated director, or a third party such as an HR Specialist or the board attorney (rch.)

Robert's Rules of Order

- Sometimes an amendment is suggested. You should accept no more than two amendments to a motion. An amendment is to be compatible with the main motion. The second amendment, if made (which does not happen very often) must be compatible with the first amendment. If this occurs, you discuss the last amendment made first. You vote on the second amendment first, then proceed to the first amendment and finally to the main motion.
- A substitute motion is intended to offer substitute language for a motion that is thought to need clarification. A substitute motion must be germane to the main motion to be in proper order. If properly presented, and you are the one who must make a judgment on this point, then the substitute motion is voted upon first and if passed becomes the main motion which needs to be voted upon again.
- When you think all members have spoken to a motion, ask, "Is there any further discussion?" or "Are you ready for the question?" If agreed, then the motion is ready to be voted on. Ask, "All those in favor, say 'aye.'" Then ask, "All those opposed, say 'nay.'" If you think there were an equal number in favor and opposed, you should resolve the matter by one of three methods.
 - 1.) You can ask committee members to raise a hand when asked to vote in favor or opposed. Majority vote rules (one more than half of those who vote).
 - 2.) You can call for a secret ballot by having each member of the committee cast a vote on paper.
 - 3.) You can call the roll of those present and ask for an aye or nay. Once a vote has been determined, announce to the committee the outcome (i.e., the motion passed, or the motion failed to pass).
- The chairperson is responsible for managing the meeting. The chairperson cannot make a motion (unless the chair is vacated and another member takes over the meeting), nor can the chairperson vote on a motion except to break a tie.
- A motion to table (which places a pending motion on the table without specific action until such time as it is taken from the table) requires a **second** but is neither debatable nor amendable. To be carried, it must receive a majority vote. A motion to table is designed to put aside an item of business until a later time. Tabled motions can be brought off the table at any time during the remainder of the meeting or placed on the agenda at the next meeting.

This is just a summary. For more information, visit www.robertrules.com or www.robertsrules.org