



BOARD POLICIES & PROCEDURES MANUAL

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**THE LAS CRUCES ASSOCIATION OF
REALTORS®, INC.**

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Chapter 1

Developing Board Policies

Purpose 1.1

The Board of Directors (hereinafter referred to as the “Board”), as the Las Cruces Association of REALTORS®, Inc. governing body, is entrusted with the authority to establish policies for the governance of Las Cruces Association of REALTORS®, Inc., (herein after referred to as “LCAR”). Board policies establish the parameters and guidelines for Board members, committees, management, and staff.

The purposes of these policies are to:

- inform everyone of Board intent, goals, and aspirations.
- prevent confusion among Board members, staff, and the members.
- promote the consistency of Board actions.
- eliminate the need for instant (crisis) policy making.
- reduce criticism of the Board and management.
- improve public relations.
- clarify the roles of Board members, Association Executive, and staff.
- give management a clear direction from the Board.

Management policies are not Board policies 1.2

The Board makes an important distinction between Board policies and management policies. Board policies establish the broad parameters within which the Board, management and staff will operate. Management policies, developed and implemented by the Association Executive (hereinafter referred to as the “AE”), outline the specifics of how the organization and staff will operate within Board policies.

Personnel policies (the “Employee Handbook”) are an example of management policies developed by the AE. The AE develops the personnel policies appropriate to his/her staff and has them examined by an attorney familiar with personnel policies. The AE then informs the

Board that personnel policies are in place and provides Board members with copies of the Personnel Policies in the form of an Employee Handbook. The Board is not directly involved with developing personnel policies other than to ensure that the AE has carried out that project.

Once the Board officially adopts a new Board policy, that policy is the standard for dealing with the subject matter covered by the policy. If an issue comes before the Board that is not consistent with existing policies, the issue is out of order and will be considered only in terms of policy change.

Policies require a majority vote of the Board 1.3

All policy decisions will be made by majority vote of the Board and only discussed and voted on in an open Board meeting. Before adopting any policy, all Board members and the membership will be emailed a copy of the proposed policy(ies) seven (7) calendar days in advance of the meeting at which the vote is to be taken.

Source of policies 1.4

Policies may be recommended to the Board by committees of the Board, Board members, LCAR members, or the AE. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policies or bylaws of LCAR. If approved or amended by the Board, policies will be written, coded, dated at time of approval, and included in all official copies of the Board Policy Manual within seven (7) calendar days.

Considerations for all policies 1.5

All policies proposed to the Board should be evaluated using the following criteria:

- Is it necessary for good operations of LCAR?
- Is it consistent with the strategic plan?
- Is it within the scope of Board authority?
- Is it consistent with local, state, and federal law?
- Is it compatible with other policies of the Board?
- Is it broad enough to cover the subject completely?
- Is it enforceable?

Accountability for carrying out policies 1.6

The AE will be accountable to the Board for carrying out these policies, ensuring that all policies are effectively explained to the employees and making every reasonable effort to see that they are understood, accepted, and complied with.

Distribution of policy manual 1.7

A copy of the Board policy manual will at all times be available in the LCAR office for review and inspection by employees and any current LCAR member. Each Board member will be given a revised policy manual annually.

Amendment or suspension of policies 1.8

All policies will be annually reviewed by the Board or a committee of the Board for accuracy and appropriateness, and recommendations will be made to the Board for amendments, additions, or eliminations. Except as otherwise provided by law, any policy of the Board may be suspended, repealed, amended, or waived by a majority vote of the Board, provided that at least seven (7) calendar days advance notice has been given to all Board members of the intention to consider revocation, repeal, waiver, or amendment of a policy.

Chapter 2

Corporate Structure/Board Organization

Establishment of the organization 2.1

The Las Cruces Association of REALTORS®, Inc. is established as a 501c (6) corporation under the laws of this state. The Board is established as the authority to operate LCAR with bylaws and Board policies.

LCAR business will be conducted in accordance with the laws of this state, the corporation's articles of incorporation, bylaws of the corporation, Board policies and generally accepted business practices that will accomplish the LCAR mission.

Authority of the Board 2.2

Each member of the Board, and collectively with all members of the Board,

are legally and ethically responsible for all activities of LCAR. All members of the Board share in joint and collective authority which exists and can only be exercised when the group is in session.

Board member commitment 2.3

Serving as a Board member of the LCAR involves a very special commitment. To meet that commitment, Board members are expected to:

- ensure adherence to the LCAR strategic plan.
- attend and actively participate in all of the Board's meetings and notify the AE or Board President of anticipated absence.
- when absent from a meeting, review minutes and results of the missed meeting.
- do their homework to be prepared to participate fully in Board and committee meetings.
- serve actively.
- act only with the full Board, not individually unless authorized to do so by the full Board.
- speak for the full Board only when the full Board sanctions their doing so by a majority vote of the Board.

Board member rights 2.4

Members of the Board are granted certain specific rights. All Board members have the right to:

- receive a seven (7) calendar day notice of Board meetings and the agenda.
- attend and participate in Board meetings.
- examine the LCAR books, records, meeting minutes, financial statements, and contracts.
- recommend items for the Board meeting agenda.

Duty of Board members not to compete 2.5

A Board member may not use his/her position on the Board to prevent the Las Cruces Association of REALTORS®, Inc. from competing with the Board

member's business. It is expected that Board members, even after they complete Board service, will not use confidential information acquired by virtue of being a member of the Board.

Soliciting or receiving gifts 2.6

Members of the Board must never offer, give, solicit or receive any form of bribe or kickback through their connection to LCAR. Board members must never solicit a personal gift of any kind from anyone who does business with LCAR. This restriction applies to both actual and proposed business transactions involving LCAR.

Board member conflicts of interest 2.7

Board members have a duty to subordinate personal interests to the welfare of LCAR and those we serve. Conflicting interests can be financial, personal relationships, status, or power.

Board members and employees are prohibited from knowingly disclosing information about LCAR to those who do not have a need to know or whose interest may be adverse to LCAR, either inside or outside LCAR. Nor may Board members or employees in any way use such information to the detriment of LCAR. Neither Board members nor employees may have a financial interest in any property which LCAR purchases, or a direct or indirect interest in a supplier, contractor, consultant, or other entity with which LCAR does business.

Since it is not possible to write a policy that covers all potential conflicts, Board members and employees are expected to be alert for and avoid situations which might be construed as conflicts of interest.

Any possible conflict of interest on the part of any Board member should be disclosed to the other Board members and made a matter of record, either through an annual procedure or when the issue becomes a matter of Board action.

Any Board member having a conflict of interest or possible conflict of interest should not vote for or use his/her personal influence on the matter. The minutes of the meeting should reflect that a disclosure was made, and the members recused themselves from voting.

These restrictions should not be construed as preventing the Board member from briefly stating his/her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

All Board members will be required to complete the "Conflicts of Interest" statement. This policy will be reviewed by the Board annually and given to each new Board member for signature during orientation.

Conflict of Interest Statement 2.8

Conflict of Interest Statement

I have read and am familiar with the Board policy concerning conflicts of interest, **agree to abide by the same during the term of my elected or appointed position** and have initialed the line opposite the appropriate paragraph below.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest in or taken any action which would contravene the policy of this Board.

_____ During the past year, neither I, nor to the best of my knowledge, any member of my family has had an interest or taken any action which would contravene the policy of this Board, except such interest or action fully disclosed below:

Board member signature _____ Date _____

Legal obligations of Board members 2.9

The Board is both responsible and liable for LCAR. The Board and the law require every Board member to follow the rules of the reasonably prudent person and the principle of good faith.

The rule of the reasonably prudent person means the Board will not:

- mismanage LCAR by deviating from fundamental management principles, such as planning carefully for the future of LCAR, regularly reviewing the financial status of LCAR, and monitoring compliance with Board policies.
- fail to govern by utilizing all control systems available to govern LCAR.
- be involved in self-dealing that provides personal gain to Board members.

The principle of good faith means that Board members will:

- attend all Board meetings to be a part of Board actions.
- read and understand LCAR's policies and bylaws.
- pay attention to corporate affairs and keep informed about organization activities.
- ensure that LCAR is in compliance with legal requirements.

Ethical obligations of Board members 2.10

All Board members will be given a copy of the current *Code of Ethics and Arbitration Manual* and will be expected to adhere to the provisions of that code. All Board members will be required to attend an annual Code of Ethics course.

Legal requirements of Board members 2.11

All Board members will be expected to recognize and accept their legal position as governing agents of LCAR. A Board member of LCAR occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If Board members violate their trust or fiduciary duty, they may be subject to legal consequences. The duties and responsibilities of Board membership attach automatically when Board members accept the office.

Because there is a certain amount of liability involved with being a Board member, the Board will annually discuss the liability issue to be certain that the Board

is adequately insured. Therefore, the AE will annually present an appropriate insurance coverage option for the Board to consider and approve.

Maintaining ethical credibility 2.12

Because the conduct of the Board has a direct impact on public and constituent perceptions about LCAR, Board members will maintain an appearance of high credibility in adhering to legal and policy requirements.

Board members will be active and encourage all other Board members to be active by attending meetings, studying, questioning, voting on all issues, monitoring progress, and maintaining active committees.

Board members will not condone any conflict of interest on the Board. A generally accepted rule of thumb is that a Board member or his/her family may not receive any gain (tangible or intangible) through the connection with the Board.

Board members will either vote to table or vote against proposed actions if they feel there is insufficient information on which to base an opinion. The minutes of each meeting should be carefully maintained, and all votes properly recorded.

Board members will adopt, by motion, any rules, regulations, policies, and budgets.

Board members will keep policy and procedure manuals up to date for ready reference and have rules and regulations available and posted for staff and members.

Board members will review fiscal records and controls at regular intervals.

Board members will ensure that standard budget forms and annual report forms are prepared and filed as required by law.

Political contributions and endorsements 2.13

Members of the Board must never make personal political contributions on behalf of LCAR. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. LCAR will not reimburse anyone for a political contribution.

Board members must not make any direct or indirect political contribution in cash, property, or service on behalf of LCAR.

The Board must approve all RPAC committee recommendations that involve candidate endorsements, paid advertising, trade or financial contributions.

The AE is prohibited from political activities, including making donations for any local, state, or national political campaign of any type.

The Board Code of Conduct 2.14

The LAS CRUCES ASSOCIATION OF REALTORS® INC. Board Code of Conduct

As a member of the Board, I will...

- listen respectfully to my fellow Board members, and those served by LCAR.
- respect the opinion of other Board members.
- respect and support the majority decisions of the Board.
- recognize that all authority is vested in the Board and not with individual Board members.
- keep well-informed of developments that are relevant to issues that may come before the Board.
- participate actively in Board meetings and actions.
- call to the attention of the Board any issues that are believed to have an adverse effect on LCAR or those we serve.
- attempt to interpret and anticipate the needs of members.
- refer constituent or staff complaints to the proper level on the chain of command.
- recognize that the Board member's job is not to manage LCAR.
- ensure that LCAR is well managed.
- vote to hire the best possible person to manage LCAR.
- represent all LCAR members and not a particular geographic area, special interest groups, or their respective brokerages.
- consider myself a "trustee" of LCAR and do my best to ensure that

LCAR is well maintained, financially secure, growing and always operating in the best interests of members.

- always work to learn more about the Board member's job and how to do it better.
- declare any conflicts of interest between my personal or business life and my position on the Board and avoid voting on issues that appear to be a conflict of interest.

As a member of the Board, I will not...

- be critical, in or outside of the Board meeting, of other Board members or their opinions.
- use LCAR or any part of LCAR for my personal advantage or the personal advantage of my friends or relatives.
- discuss the confidential proceedings of the Board outside the Board meeting.
- prior to a meeting promise how I will vote on any issue in the meeting.
- interfere with duties of the AE or undermine the AE's authority.

The Board Member Confidentiality agreement 2.15

As a requirement for service on the Board, all Board members will be required to read and sign the following confidentiality agreement:

Board Member Confidentiality Agreement

As a member of the Board, I acknowledge the importance of confidentiality with respect to the affairs of LCAR. In light of this acknowledgement, I agree to keep confidential, during and after service on the Board, all confidential information acquired pertaining to LCAR and any related activities in the course of my term on the Board.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have impact on LCAR's competitive position relative to other organizations.

I agree that this confidentiality agreement includes, but is not limited to:

- information pertaining to performance of LCAR employees or

staff including evaluation data, compensation, and grievances.

- issues related to the Board’s legal, moral, and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, as well as the attitudes and opinions of those who work at LCAR.

I understand that it is the Board President’s responsibility to address infractions of confidentiality by individual Board members and to take action to remedy the problem. I also understand that if infractions of confidentiality by individual Board members continue, it is the expectation that the Board President, with Board approval, will ask for the resignation of the individual Board member who violates this Confidentiality Agreement.

I agree to resign my Board position if requested by a majority vote of the Board members for any confidentiality infraction.

Board member signature

Date

Enforcement of Board conduct and Code of Ethics policies 2.16

Any Board member who believes that a fellow Board member has acted unethically should first review the current Board code of conduct policy. Board members should not file, or encourage the filing of, ethics complaints that are frivolous and are intended to harm the respondent rather than to protect LCAR.

If the Board member continues to believe a fellow Board member has acted unethically, he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual’s right to privacy.

If this discussion, or other informal attempts to address the concern, fail to resolve the problem, the Board member should bring the concern to the attention of the Board President. If the concern relates to the Board President, the issue should be brought to the attention of the Board’s President-Elect.

The Board President may choose to address the concern individually with the member in question or refer the concern to the Executive Committee.

Board members shall cooperate in conduct and/or ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues as to confidentiality. Failure to cooperate is itself an ethics violation.

Complainants and Respondents shall each post a \$250 processing fee for all mediation or arbitrations. The processing fee paid for an arbitration shall be refunded to the prevailing party. The appealing party shall pay a \$125 appeal processing fee for any appeal.

Annual meeting of the Board 2.17

An annual Membership meeting will be in compliance with the LCAR bylaws.

Board strategic planning 2.18

To ensure that planning is based on the needs and preferences of current and potential members, the Board and the AE will annually, at the start of each fiscal year, conduct a realistic assessment of LCAR service capabilities and analysis of trends likely to impact the future of LCAR. The Board and AE will then develop an organizational strategic plan, including a review of LCAR service capabilities that is based on identified needs and preferences of current and potential members. Upon the strategic plan annual review, the plan will be extended to cover a minimum three (3) year period.

Maintenance and Retention of LCAR documents 2.19

All major LCAR organizational documents, such as the articles of incorporation, real estate titles, building blueprints and any other historical or archived documents will be held in a secure location as identified in executive limitations 7.11.

All operational corporate documents, contracts, email etc. will be maintained as delineated on the attached "Exhibit A"

Authority to access the documents is vested in the AE as delineated in these policies and the LCAR Bylaws.

Perpetuation of the organization 2.20

Continuance of the organization is the responsibility of the Board, and requires that the Board carefully select replacements, as specified in the LCAR bylaws, as

Board members leave the Board. Appropriate potential new Board members must be recruited to maintain continuity of the governance of LCAR.

The Board will maintain an ongoing recruiting plan to fill Board vacancies with well qualified candidates and minimal disruption to the Board's work. When selecting new Board members, the Board will attempt to find a broad representation of the membership that will offer diverse perspectives on the Board's decisions.

Nomination and election of Board members 2.21

It is the policy of the Board to nominate and elect to the Board persons who:

- believe in the purpose and mission of LCAR.
- will commit completely to the Board member responsibility for LCAR.
- will participate actively as part of the Board.
- are community leaders and will advocate in the community for LCAR.

The following is a baseline for those who are considering a leadership position with the Association (the intent being to raise the leadership abilities of the Association Leadership).

LCAR President

Preferably have served as an active member on an LCAR or NMAR Committee for at least one year or served on the LCAR board or have demonstrable similar experience with other Associations or groups.

Must be a member in good standing of LCAR, minimum of one year.

Is actively engaged in the real estate business.

LCAR First Vice President/President-Elect

Preferably have served as an active member on an LCAR or NMAR Committee for at least one year or served on the LCAR board or have demonstrable similar experience with other Associations or groups.

Must be a member in good standing of LCAR, minimum of one year.

Is actively engaged in the real estate business.

LCAR Second Vice President/Treasurer

Preferably have served as an active member on an LCAR or NMAR Committee for at least one year or has demonstrable similar experience with other Associations or groups.

Must be a member in good standing of LCAR for a minimum of one year.

Is actively engaged in the real estate business.

Preferably has a basic knowledge of accounting principles.

LCAR Directors

Preferably have served as an active member on an LCAR or NMAR Committee, Task Force or Presidential Advisory Group (PAG) or have demonstrable similar experience with other Associations or groups.

Must be a member in good standing of LCAR, minimum of one year.

Is actively engaged in the real estate business.

NMAR Directors

LCAR President will serve as one of the LCAR's slotted Board Members of NMAR*

LCAR First Vice President/President-Elect will serve as one of the LCAR's slotted Board members of NMAR*

Additionally, the President of SNMMLS shall serve as one of LCAR's slotted Board members of NMAR*.

The Board President will periodically remind Board members and the AE to submit Board candidate recommendations to the Board Development and Nominating Committee.

Terms of office and election procedures will be as specified in the LCAR bylaws.

Vacancies on the Board 2.22

When vacancies occur on the Board, they shall be filled in compliance with the LCAR bylaws.

Removal of Board members 2.23

It is the policy of the Board to remove Board members who fail to perform their expected duties.

A Board member may be removed from the Board because of:

- negligence of Board duties and responsibilities,
- failure to attend Board meetings regularly,
- illegal activity while a member of the Board,
- acting in a manner detrimental to LCAR.
- failure to disclose conflicts of interest,
- or as detailed in Section 7, Article XI of the LCAR Bylaws

The removal will be in compliance with the Bylaws.

Meeting attendance requirement 2.24

It is the policy of the Board that Board members must attend meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.

If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the Board President or the AE as soon as the need to be absent is known.

When a Board member is absent from any Board meeting, the Board President will contact the Board member and remind the Board member of this meeting attendance policy.

The meeting attendance requirement will be in compliance with the LCAR bylaws.

Compensation of Board members 2.25

Board members will not be compensated for service on the Board.

Board member travel 2.26

Board authorization

Authorized corporate travel is defined as travel in connection with LCAR business which has been directed or requested and approved in accordance with LCAR policy prior to the departure date.

All requests for corporate travel by Board members will include the purpose of the trip, dates of meetings (if any), anticipated expenses, date of departure and date of return.

Travel for Board members must be approved by the Board.

Prior to departure, a planning meeting for all trip attendees should be held.

Upon completion of the travel, a report must be submitted to the Board to share business information ascertained.

A majority of Board members will not be scheduled simultaneously on the same mode of travel if at all possible.

The following persons are authorized reimbursement of travel expenses when attending meetings/events outlined below:

New Mexico Association of REALTORS® Legislative/Leadership Meeting:

President
President-Elect
AE
NMAR Directors (P & PE)

Region 11 Conference

President
AE

Association Executives Institute

AE

NAR Midyear Legislative Conference

President
President-Elect
AE

NAR Leadership Summit

President-Elect
AE

NMAR Annual Fall Conference

President
President-Elect
AE
NMAR Directors (P & PE)

National Association of REALTORS® Annual Convention

President-Elect
AE

GAD Institute

AE or Government Affairs Director (GAD)

NAR Young Professionals Network Advance

YPN Chair

Professional Standards Workshops

Chairs of Grievance & Professional Standards Committees

Any member and/or staff person traveling to authorized events must attend meetings a prepared to present an oral or written report on the event(s)

Reimbursement of expenses

All reimbursement of travel expenses to LCAR members and employees who travel and/or attend Board approved meetings and events shall be in accordance with the following guidelines. The Board shall annually budget for all travel-related expenses. All reimbursements shall be approved by the AE.

1. By approving the annual travel budget, the Board has authorized the AE to make reimbursements as authorized below. Reimbursements will only be made when funds are available.
2. When an individual is partially reimbursed for LCAR travel by an organization other than LCAR, the amount reimbursed shall be paid to LCAR to prevent the appearance of impropriety.
3. Reimbursements will be made only after a complete expense report has been submitted and approved by the AE with supporting receipts and documentation as required, within three weeks of completion of travel.

All expenses incurred while traveling on approved business, subject to the following limitations:

- a. Airfare shall be at the lowest fares available. When available, “economy” fares shall be paid.
- b. Ground Transportation, which would normally require reservations, will be handled as described in “a” above.
- c. Mileage for use of an individual’s personal vehicle will be paid at the current rate allowed by the IRS.
- d. Automobile Rentals, when necessary, shall be reimbursed. Rentals shall be of intermediate size or smaller unless special discounts or other special arrangements can or have been made to realize greater savings.
- e. Transfers, (i.e., cabs, shuttles, bus fares, etc.), shall be reimbursed.
- f. Lodging shall be reimbursed in full. However, if two members traveling on behalf of the Association use double occupancy, only 50% of the lodging expenses will be paid to each person sharing a room.

- g. Meals shall be reimbursed in an amount not to exceed \$100.00 per day.
 - h. Registration Fees shall be reimbursed.
 - i. Receipts will be requested where possible. Non-receipted items will be reimbursed on a case-by-case basis.
- 4. NMAR Directors/Officers will be reimbursed for actual expenses incurred for each of the required State meetings.
- 5. Other Association Members or Employees will be reimbursed for actual expenses incurred for expenses which have been previously approved by the Board.
- 6. Board members canceling travel reservations or creating a “no show” situation for any reservations because of personal preference will be charged any cancellation fees and room charges.
- 7. Board members may be reimbursed only for out-of-pocket expenses actually incurred. Claimed expenses must be documented by original receipts. No expenses will be reimbursed for friends or relatives accompanying a Board member on LCAR business. No expenses will be reimbursed for non-business related travel or extension of stay beyond completion of the business for LCAR.
- 8. Some expenses can be deemed unreasonable, unnecessary, or extravagant. Such charges (e.g., in room premium movies, etc.) will be deemed personal and not reimbursable without compelling cause and at the discretion of the Board.

Directors' and officers' errors and omissions insurance 2.27

It is the policy of LCAR to provide directors and officer’s liability insurance through the coverage provided by the National Association of REALTORS®. The AE will annually determine the need for additional insurance and will report the same to the Board of Directors.

Board legal counsel 2.28

The Board will annually designate legal counsel to serve the needs of LCAR. Legal counsel may be requested to attend Board meetings by request of a majority of the Board members or at the mutual agreement of the Board President and the AE.

Only the Board President, the AE or their designee may contact legal counsel on behalf of the Board. Costs billed to LCAR and associated with individual Board members contacting legal counsel, auditors, or other professional consultants without

specific authority will be billed to the member making the unauthorized contact.

Board correspondence 2.29

Correspondence from the Board will be approved by the Board or the President. Except for reports which are legally required to be sent out under the Secretary's name, all correspondence from the Board will be under the President's or AE's name. All correspondence from the Board will, written or electronic, be on LCAR letterhead and will be prepared by the AE as directed. Use of LCAR letterhead will be limited to official business.

No material or information disclosed in executive sessions of the Board will be released, or discussed, to any unauthorized person.

Affiliations 2.30

It is important that LCAR affiliates with other organizations such as local, state and national associations. Therefore, the Board will include expenses for membership fees in the annual budget. The Board will annually review all affiliations and assess the cost-effectiveness of each before the expense is included in the annual budget.

Board members speaking for the Board to the public or media 2.31

The President shall speak to the public and media on behalf of LCAR. Individual Board members may not speak to the public or the media on behalf of LCAR unless authorized by the Board.

When speaking about LCAR or about Board actions, Board members should be careful to define when their remarks represent personal opinion and when their remarks represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

Authority of Board members 2.32

Board members have authority only when acting as a body in regular or special meetings of the Board.

The Board will not be bound in any way by any statement or action by any individual Board member except when such statement or action is in accordance with adopted Board policies and a resolution authorizing same by the Board.

Board member term limitations 2.33

Term limitations will be in compliance with the LCAR bylaws.

Political and legislative activity 2.34

To ensure that LCAR supports legislative issues which further the interests of those we serve, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- Board members and employees are free, as individuals, to participate in political activity.
- Board members and management of LCAR should be aware that, because of their position, they should exercise discretion at all times when endorsing a political candidate or issue.
- The Board is responsible for setting legislative goals for LCAR and will annually discuss pending and potential legislative issues. The Board, in conjunction with the Legislative Committee will develop a report on the official LCAR position on those issues. The report will be distributed, as appropriate, to Board members, staff, members, legislators, constituents, and other interested parties.

Board member orientation and development 2.35

The Board believes that professional development for Board members is vital to good governance of LCAR. Therefore, all Board members will be given, prior to taking office, an orientation about LCAR, Board operations, finance, Board ethics, responsibility, and liability prior to the January Board meeting.

The Board will also include in the annual budget a line item for Board development. The line item will pay for publications and materials to assist the Board to learn the job, training and in-service programs oriented to Board operations and travel to conferences and conventions that will assist Board members to develop governance skills.

Board member orientation 2.36

The following will be the guide for the orientation of all new Board members:

I Mission / Values / Strategic Plan of LCAR

II. Term of office

- A. Board meeting schedule
- B. Board/committee structure

- C. Expectations of attendance
- D. Appointments/removal

III. Responsibilities

- A. Board member job description
- B. Board bylaws
- C. Board officers and responsibilities
- D. election of officers
- E. meetings of the Board (regular and special)
- F. quorum
- G. conduct of meetings
- H. conflicts of interest
- I. the Code of Ethics
- J. liability insurance
- K. expectations of the AE
- L. attendance at conferences
- M. expense vouchers
- N. abbreviations and acronyms used at LCAR
- O. Board goals
- P. strategic plan
- Q. code of conduct

IV. Organizational overview

- A. organizational chart
- B. annual report
- C. area served
- D. financial audit or review
- E. management contract
- F. monthly financial reports
- G. relationships with other organizations
- H. target constituency(ies)

V. Board policies

VI. LCAR services and programs

Board members as advocates for LCAR 2.37

Board members are potentially the most powerful advocates for LCAR programs and services and are expected to take an active role in promoting LCAR. Advocacy opportunities for Board members include fund raising, legislative lobbying and public relations.

The AE will regularly bring opportunities for Board member advocacy to the Board.

Measuring community/ member needs and concerns 2.38

The Board recognizes the importance of getting feedback from those we serve. Therefore, the Board, annually, will survey members for feedback about LCAR programs and services. Surveys may be done through a variety of methods such as focus groups, written or electronic surveys. Information gathered should include, but not be limited to:

- satisfaction with programs and services.
- reaction to potential new programs and services being considered.
- ideas for improvement of current programs and services.
- ideas for new programs and services to meet member needs.
- facilities and equipment

The AE will be responsible for conducting the surveys. Results of the member satisfaction surveys will be reported to the Board prior to the LCAR strategic plan annual review. The information gathered will be used to develop the LCAR Strategic plan.

Requests for corporation information from LCAR 2.39

From time to time the public/members will request information or records from LCAR. To protect the corporation and those we serve, information will be released only under the following conditions:

- All requests for information, other than routine public information, about LCAR or staff will be channeled to the AE for a decision based on legal advice.

- ✓ Information about personnel matters will not be released.
 - ✓ Information discussed in the executive session of the Board will not be revealed except as required by the Bylaws.
 - ✓ Proprietary information that could have an adverse effect on LCAR finances will not be released.
 - ✓ Matters considered confidential under state and/or federal law will not be released.
 - ✓ Information about legal matters which might have an adverse effect on LCAR will not be released.
- Financial statements for LCAR will be available to active members in good standing, in the AE's office. An appointment must be made to view the statements in the LCAR office. No copies will be made of the financial statements.

Public communications 2.40

It is the Board's policy to encourage the release of information to the public regarding programs, Board activities and consumer concerns. That communication will:

- maintain integrity in dealing with the public and the news media. The President (or designee) is the official spokesperson and shall provide the news media with a formal channel of communication.
- use various news media for the promotion of LCAR programs and raise the community consciousness regarding LCAR services and programs.
- convey information in an accurate and honest way consistent with other related Board policies.

Board member management of staff and public concerns 2.41

When a Board member is contacted by a staff member or member of the general public who has a concern or complaint about LCAR or persons within LCAR, the Board member will follow the following procedures:

- Remember that individual Board members have no power or authority to speak or act for LCAR.
- Listen to the person's concern.

- Refer complaints to the President or AE, on the official complaint form available in the administrative office. Refer Ethics or arbitration complaints to the AE and staff complaints to the President respectively.
- Inform the President of the complaint or concern immediately.
- All staff complaints or concerns shall be immediately directed to the AE or President unless the complaint or concern is directed at the AE or President respectively.

Guidelines for processing public complaints 2.42

From time-to-time situations may occur that create legitimate complaints on the part of the public or members relative to LCAR. Complaints must be aired so that all sides of the issue may be heard, and a rational procedure/solution found. Express a desire to reach a satisfactory solution. Explain that the Board and management have established a process for handling concerns which starts with the person most immediately responsible.

Anyone having a complaint is encouraged to file the same in writing. All complaints must be signed by the person originating the complaint. The nature of the complaint should be stated as well as the relief sought. No Code of Ethics complaints will be processed under this policy statement.

Process for persons other than LCAR staff to file a complaint 2.43

Each step in this procedure will give consideration to the complaint and will be a review of facts. Each individual receiving the complaint will issue a written response within fourteen (14) calendar days. If remedy is not achieved through the steps, the Board is the final hearing body.

STEP I -- Formal Process -- The formal process begins with the person filing the complaint. He/she prepares a written statement containing his/her name, address, email address and telephone number; the condition, situation, or individual being complained about and why as well as the requested remedy. The form should be signed, dated, and filed with AE.

STEP II -- If the complainant is not satisfied with the decision of the AE, they may submit a copy of the complaint to the Board within (10) days of receiving the AE's decision.

STEP III -- Within (20) days, the Board will conduct a hearing, from which it shall gather testimony and/or other pertinent information on which to base a decision. Once able to reach a decision, it will do so in writing to the complainant. This decision is final.

LCAR Official Complaint form 2.44

LCAR Official Complaint Form

Date: _____

Person filing complaint:

Cell Phone: _____ Email: _____

Where can you be reached (Address):

Explain the nature of the complaint:

Requested remedy:

Response #1: (Level--AE)

Response #2: (Level—Board of Directors)

Annual report 2.45

It is the responsibility of the AE to assemble and distribute an LCAR annual report. The annual report may contain:

- reports from chairpersons
- a report from the President
- highlights of the year
- information regarding type, quantity, and services available

The annual report should receive wide distribution, which may include the Board, staff, members, news media and funding sources.

The Target date for annual report publication should be three to four months after the close of the fiscal year.

Funding shall be budgeted to ensure this policy will be carried out.

Chapter 3

Board Meetings

Parliamentary authority 3.1

Meetings of the Board will be governed by the parliamentary rules as outlined in Robert's Rules of Order, latest edition, in all cases where the Bylaws do not control.

The President may appoint from among the REALTOR® membership a “parliamentarian” to serve for the calendar year.

Conduct of meetings 3.2

Discussion of agenda items shall be among Board members, between the Board and the AE, and those the Board and AE request to make presentations.

Master Board calendar 3.3

A calendar of items will be established by the Board annually before the beginning of the Board year. The calendar will list items that regularly require Board action during specific time frames each year, such as approval of the budget, renewal of contracts, the Board planning / Strategic planning retreat and other standard annual events, etc. At its organizational meeting each year, the Board will determine the regular meeting dates, time and place for the next year.

Open Board meetings 3.4

It is the policy of the Board to hold open Board meetings using the following guidelines:

- Agendas will be posted on the LCAR website and provided to guests at the beginning of the meeting.
- Guests may comment to the Board only at the designated "Call to the Audience" section on the agenda. The Board may request public comment, by approved motion.
- When dealing with confidential matters the Board may elect to go into Executive session.
- Board committee meetings are not generally open to non-Board members except at the invitation of the committee.

Closed meetings 3.5

All regular meetings of the Board will be open to members except as specified below.

The Board will enter Executive Session only when:

- Discussion by the Board could harm the reputation and character of any person.
- Information discussed by the Board could have an adverse legal impact on the organization's legal position if the information were public knowledge.
- Information discussed by the Board could have an adverse financial impact on the organization if the information were public knowledge.
- Discussion of personnel related issues

To enter Executive Session, a motion must be made and approved by a majority of the Board stating the specific reasons for closing the meeting. Business conducted in the Executive Session must pertain directly to the stated purpose for closing the meeting and once that specific matter is dealt with the meeting will be reopened and the balance of the agenda finalized.

Meeting agenda packet 3.6

All matters to be considered by the Board at the meeting will be included on the agenda and in the Board, packets delivered to Board members at least seven (7) calendar days prior to the meeting. The Board may waive this requirement by majority vote.

Any Board member may request items be considered and placed on the agenda prior to the agenda being published and distributed. These requests shall be made to the President.

The agenda may be amended after the meeting is convened only in cases where immediate action on the item is necessary, or when the item is for Board information. These amendments shall be by approved motion.

The Board meeting agenda will approximate the following outline:

- Call to order by the President or other presiding officer and determination of a quorum
- Call to the Audience
- Consideration, correction, and acceptance of the minutes from the previous meeting
- Consideration and acceptance of the financial report
- Committee/task force reports and recommendations for Board action
- President's Report
- AE Report
- Unfinished Business
- New Business
- Adjournment

Staff attendance at Board meetings 3.7

The AE may invite any staff to the Board meeting that the AE needs as a resource for issues the Board will consider during the meeting.

Open Board meetings 3.8

The Board welcomes and encourages members to attend meetings of the Board. Those attending Board meetings will be asked to sit in an area designated for visitors.

Members will also be asked to refrain from taking part in the Board's deliberations except upon request from the Board unless recognized by the President.

Members may address the Board during the "Call to the Audience." The President may limit the amount of time allocated to this agenda item.

Electronic recordings of Board meetings 3.9

To ensure the greatest amount of discussion and debate at Board meetings and committee meetings, no electronic recording devices will be permitted.

Quorum 3.10

A majority of Board members will constitute a quorum for the purpose of conducting official Board business.

Voting 3.11

All members of the Board who are present when a question is put forward will vote upon the question unless disqualified by a stated and recorded conflict of interest. Results of the vote will be recorded.

Voting on all motions is mandatory unless otherwise required by these policies.

A Board member who is present at a meeting of the Board at which action is taken on any corporate matter will be presumed to have concurred in the action taken unless the dissent or abstention of the member is entered in the minutes of the meeting.

Minutes of the Board meeting 3.12

Records of all actions of the Board will be set forth in the minutes of the meeting.

Minutes will be kept on file as the official record of the Board. The AE will be the custodian of the Board.

The minutes of the meeting are a record of the actions of the Board, not a record of discussion. Minutes of Board meetings will include:

- The date, time and place of the meeting was called to order.
- The type of meeting - regular, special, or continued.
- The name of the presiding officer.
- A statement that a quorum was or was not present.
- The names of those Board members present, and the names of those Board members absent from the meeting.
- The exact wording of all motions, whether passed or failed.
- Disposition of each motion made - passed or failed. (If the vote is by roll call, each Board member's vote will be recorded by name. When a ballot vote is taken, the number voting for and the number voting against will be recorded. No views, protests or explanations from Board members about the vote will be recorded in the minutes unless the full Board votes to allow such entries.)
- Notation of each committee report.
- Notation that financial reports were examined by the Board.
- Notation of time of adjournment of the meeting.

Committee reports or resolutions may be attached to the minutes if these items are important clarification for the minutes of the meeting.

Chapter 4

Board Officers

Officers of the Board and job definitions 4.1

The Officers of the Board will be a President, First Vice President/President-Elect, Secretary and Second Vice President/Treasurer.

The President of the Board will collaborate with the AE to prepare Board meeting agendas, preside at Board meetings, appoint committees and committee chairpersons, sign official documents, and represent the Board in public and official capacities as instructed by the Board. The President will also:

- chair the Executive Committee.
- make special assignments and appoint representatives to other organizations.
- make appointments to vacant Board Director and Committee positions with Board approval.
- act as liaison between the Board and AE.
- encourage the Board to do long-range planning.
- assist Board members to build their Board skills.
- act to discipline Board members who violate ethical standards of the Board.
- encourage all Board members to participate in Board activities.
- ensure that all Board members' views are represented in Board meetings.
- serve as one of LCAR's slotted Board members of NMAR*

The First Vice President/President-Elect will preside at Board meetings in the absence of the President and assume the office of the President when the President can no longer serve. The President-Elect will also:

- serve on the Executive Committee.
- work with the President to be prepared to assume that office if necessary.
- manage special assignments as requested by the President.
- serve as one of LCAR's slotted Board members of NMAR*

The Secretary is the AE and will oversee the records of the Board, including meeting minutes, the charter, and any historical documents. The AE is ex-officio, non-voting member of the executive committee and the Board of Directors. When required, the secretary will also sign notes, contracts, and other official agreements on behalf of LCAR at the direction of the Board. The secretary will also:

- ensure that all official documents are safely maintained and secure.
- research LCAR records when necessary for information for the Board.

The **Second Vice President/Treasurer** will oversee, but not manage, the financial records of LCAR, and ensure that the Board regularly receives accurate reports of the financial condition of LCAR. The Treasurer will also:

- assist the Board to understand the annual budget before approval.
- chair the Finance Committee and bring recommendations to the Board regarding the fiscal condition of the Association.

Officer authority 4.2

Officers of the Board are elected to be servant-leaders of the Board. All authority of the officers is delegated to them by the Board. No officers will have any authority to speak or act on behalf of the Board other than that authority specifically granted in the LCAR bylaws or in Board policy.

Chapter 5

Board Job Descriptions

Board responsibilities 5.1

The Board is responsible for determining LCAR policy in human resources, planning, finance, community relations, and operations.

Human Resources – The Board has **three key responsibilities** in this area:

- Board membership, which includes recruiting new members, recognizing, and nurturing existing members, and providing existing members with opportunities to grow and develop as leaders.
- AE oversight, which includes AE hiring, ongoing evaluation, disciplining and termination when appropriate.

- Personnel Policies, which includes policies relating to the AE's employment, and ensuring that the AE has complete policies in place for staff.

Planning – The Board has **three key responsibilities** in this area:

- Establishing and reviewing the LCAR mission, philosophy, and goals.
- Develop strategic plan to determine which services and programs LCAR will provide; and
- Evaluating LCAR services/programs and operations on a regular basis.

Finance – The Board has **four key responsibilities** in this area:

- Ensure LCAR has financial accountability.
- Oversee an ongoing budget development process, approval and periodic review.
- Ensuring that adequate funds are available to support LCAR's policies and programs; and
- Oversee LCAR's properties or investments.

Community Relations – The Board has **three key responsibilities** in this area:

- Ensure that LCAR programs and services appropriately address the needs of those served.
- Advocate LCAR services and programs, to include an awareness that Board members are always emissaries in the community; and
- Determining occasions when LCAR could and/or should take part in coalitions, joint operations, etc.

Organizational Operations – The Board has **four key responsibilities** in this area:

- Ensure that LCAR's management systems are adequate and appropriate.
- Ensure operations are adequate and appropriate, including writing policies for the conduct of meetings and business operation.

- Ensure organizational and legal structures are adequate and appropriate.
- Ensure all applicable legal requirements are met.

Performance expectations for Board members 5.2

In performing duties as a member of the Board, every Board member is expected to:

- Demonstrate a strong belief in, and commitment to, LCAR’s mission.
- Devote the necessary time to prepare for and participate in Board and committee meetings.
- Exhibit high ethical standards and integrity in all actions.
- Be an enthusiastic advocate for LCAR.
- Take responsibility and accountability for LCAR and all decisions made by the Board.
- Spend the time necessary to learn how to do the job and maintain an ongoing schedule of in-service training to learn how to do the job better.
- Demonstrate willingness to work as a team member with other Board members and the AE.

Chapter 6

Committees of the Board

Committee purpose 6.1

The purpose of any appointed committee is to assist the Board to govern more efficiently.

A committee is not designed to do staff work. A committees’ responsibilities include investigation, deliberation and action on those special issues and functions as identified in their specific “Committee Charge.”

Committee authority 6.2

Any committee established by the Board will have only the powers and functions as specifically delegated to it in the annually approved "Committee Charge."

Committee accountability 6.3

Committees are a subsidiary of the Board and will be expected to report their work to the Board on a regular basis. Each committee will be expected to make recommendations to the Board for action. Such recommendations should be made by the chairperson of the committee in the form of a motion at a Board meeting and or/as a written advisement to the AE. The Board will regularly review the work of each committee to evaluate its effectiveness.

Appointment of committees 6.4

The First Vice President/President-Elect shall appoint the Committee Vice Chairs, with the exception of REALTOR® of the Year and the Finance Committees, who shall serve during their term as First Vice President/President-Elect. The Committee Vice Chairs will become the Chairs when the appointing First Vice President/President-Elect becomes President.

In the absence of a Committee Vice Chair becoming Chair, the President will appoint a chair, and the committee members of each committee, with the exception of REALTOR® of the Year and the Finance Committees. All appointments are subject to the approval of the Board.

Board member orientation and development 6.4.1

The Board believes that professional development for Board members is vital to good governance of LCAR. Therefore, all Board members will be given, prior to taking office, an orientation about LCAR, Board operations, finance, Board ethics, responsibility, and liability prior to the January Board meeting.

The Board will also include in the annual budget a line item for Board development and will title Board Training and Development. The line item will pay for publications and materials to assist the Board to learn the job, training and in-service programs oriented to Board operations and travel to conferences and conventions that will assist Board members to develop governance skills.

Board member orientation 6.4.2

The following will be the guide for the orientation of all new Committee Chairpersons and Vice Chairpersons to be scheduled by the incoming President:

I Mission / Values / Strategic Plan of LCAR

II Term of Committee

- a. Expectations of meeting schedule
- b. committee structure
- c. expectations of attendance
- d. appointments/removal

III Responsibilities

- a. committee Chairperson and Vice Chairperson job description
- b. board bylaws
- c. quorum
- d. conduct of meetings
- e. conflicts of interest
- f. board goals
- g. code of conduct

IV. Organizational overview

- a. organizational chart
- b. committee reports
- c. relationships with other Committees
- d. target membership count

Ex officio committee members 6.5

The President will serve as ex-officio, non-voting member of all committees. The AE or the AE's delegated representative will be a non-voting member of all committees to serve as a resource.

The President may appoint Board members to serve as non-voting liaisons to all committees except Grievance and Professional Standards.

Board members that choose to attend committee meetings will serve as non-voting members of said committee.

Duties of committee members 6.6

The duties and responsibilities of all committee members include:

- attending all meetings of the committee to which the member is assigned.
- preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings.
- participating in discussions at committee meetings.
- following through promptly on any assignments for the committee.
- supporting committee recommendations.

Committee meetings 6.7

The committee chairperson will convene all meetings of the committee. Meeting dates will be coordinated with the AE to avoid conflict and to ensure completion of staff support and research. All committee meetings must be held at LCAR unless specifically allowed for otherwise by the LCAR President.

Minutes will be kept of committee meetings. Committees will submit a copy of their minutes to their Dropbox account with a copy to the Board Dropbox account.

Guidelines for the committee chairperson 6.8

The committee chairperson will be expected to lead the committee. The committee chairperson is accountable for ensuring the productivity of the committee by:

- planning the agenda for the committee meetings.
- ensuring that minutes are taken and delivered to the Committee and Board Dropbox accounts for storage and reference.
- ensuring that all members of the committee are notified of committee meetings.
- convening committee meetings and keeping meetings on track.
- encouraging the committee to take action on the issues discussed.

- ensuring that reports and recommendations for action from the committee are presented to the Board for action.
- leading the committee to evaluate its own operations.
- keeping the AE informed of committee activities.

LCAR Committees 6.9

EXECUTIVE COMMITTEE: The Executive Committee will consist of the LCAR President, the LCAR First Vice President/President-Elect, the SNMMLS President, and the SNMMLS First Vice President/President-Elect. The Executive Committee shall plan the affairs of the association between meetings of the board of directors, in accordance with the Association Bylaws and Policies and Procedures, to ensure compliance of the LCAR bylaws.

EDUCATION: Maintains and increases the efficiency and ability of the membership, and coordinates continuing education classes.

EVENTS: Plans and helps coordinate all LCAR Special Events including quarterly Realtor® Rallies, Awards and Installation Dinner, and the Annual Charity Auction.

GRIEVANCE: Reviews complaints and requests for mediation and arbitration. Educates on Code of Ethics (This committee is a 3-year commitment and members are required to attend an annual Code of Ethics & Professional Standards course - at no charge.)

PROFESSIONAL STANDARDS: Holds hearings on complaints of Code of Ethics violations and arbitration matters; educates members on Professional standards. (This committee is a 3-year commitment and members will be required to attend an annual Code of Ethics & Professional Standards course - at no charge.)

GOVERNMENT AFFAIRS: Maintains liaison with the state Legislative Committee, and keeps the association informed on all legislative items that affect our city, county and profession. Recommends positions on issues and candidate endorsements using the criteria annually established by the Board and codified in the approved "Legislative Goals."

RPAC: Committee will actively seek contributions from membership in accordance with goals set by NMAR and will be responsible for coordinating all fund-raising events.

The committee also recommends monetary contributions in support of those issues and candidates endorsed or opposed by the Legislative Committee to the Board.

COMMUNITY SERVICE: Committee reviews support requests from community groups to decide on sponsorships, donations, and reviews applications for scholarship awards. The committee also assists in the organization of the annual charity auction.

MEMBERSHIP: Committee helps plan the annual membership drive and makes recommendations for new member benefits and ensures that membership recruitment materials are regularly updated and relevant.

FINANCE: The finance committee will consist of the LCAR Second Vice President/Treasurer, MLS Second Vice President/Treasurer, two (2) current directors, two members at large, and the LCAR Certified Public Accountant (CPA) as an ex- officio member. The LCAR Second Vice President/Treasurer shall be the Chair and the MLS Second Vice President/Treasurer will be the Vice Chair. The Finance Committee formulates an annual operating budget in conjunction with the AE for presentation to the Board for approval in November prior to the beginning of the next fiscal year.

BYLAWS: Committee formulates bylaw modifications mandated by NAR and recommend other changes deemed appropriate or requested by the President.

BOARD DEVELOPMENT AND NOMINATING: Committee will be responsible for improving the operations of the Board by:

- reminding Board members to be alert for potential new Board members.
- maintaining a file of potential Board members.
- serving as the nominating committee to nominate persons for Board membership.
- facilitating the orientation of new Board members.
- facilitating ongoing Board in-service programs.
- encouraging Board members to attend state and national meetings that will help Board members understand and carry out their job better.
- enhancing leadership opportunities

Chapter 7

Organizational Finance

Fiscal year 7.1

The LCAR fiscal year will be from the first day of January to the last day of December.

Financial management 7.2

Financial resources of LCAR are the responsibility of the Board. The Board will:

- have a clear plan for acquisition of financial resources to pay for the programs and services provided by LCAR.
- provide guidelines for management and allocation of financial resources which will produce optimum benefit for those we serve.
- monitor and evaluate the financial plans and guidelines of LCAR to ensure the financial integrity of LCAR.
- support the formation of a Finance Committee as recommended by the Treasurer.

Budgeting 7.3

An annual operating budget will be prepared by the AE and Finance Committee and presented to the Board for approval at the December board meeting prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of LCAR for the next fiscal year. This budget will also reflect the anticipated revenues of LCAR.

The budget will be viewed by the Board as their financial plan for LCAR, and approval of the budget by the Board will be authority for the AE to manage LCAR's finances according to the plan without seeking further approval of the Board. However, the AE will keep the Board well informed of the ongoing status of the financial plan and will not make expenditures outside of the budget plan without seeking Board approval to amend the budget. Major adjustments to the budget will be presented to the Board for approval. Some examples may be:

- LCAR enters into contracts that were not included in the approved budget.
- The AE proposes a major expenditure that was not included in the approved budget.
- Significant unanticipated revenues are received, or cost overruns occur.
- Community Service Committee Policy: The Board shall annually approve an expenditure of funds allocable to the Community Service Committee (“CSC”) equal to the funds raised (exclusive of all costs) at the annual fund-raising event held in the current calendar year together with the net amount(s) raised through individual donations raised at each REALTOR® Rally (estimated at \$300 per event) in the current calendar year. Any funds not expensed in any calendar year shall be rolled into the general fund and subject to reallocation.

Working capital reserves 7.4

The Board shall strive to maintain a working capital reserve sufficient to keep LCAR operating for a one-year period.

Accounting 7.5

The accounting system used by LCAR will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the LCAR accountant or auditor.

The accounting practices and procedures used by LCAR will allow for the AE and Second Vice President/Treasurer adequate management of LCAR’s revenues and expenses and will provide adequate systems for monitoring by the board and outside auditors.

Financial reports and audits 7.6

Reports reflecting the financial condition of LCAR will be presented to the Board monthly. These financial reports will include:

- at least quarterly status of expenditures on major capital projects.
- The AE, or the accountant, shall perform a statement of cash flow at least

annually.

- monthly revenue and expense statement for the month and year-to-date with comparison to the budget.

An internal audit process will be established and maintained. The AE and/or Treasurer will report, at least quarterly, any significant findings to the Board. All violations will be reported to the Board immediately upon discovery.

A financial audit will be conducted annually and will be funded in the budget.

Signing checks 7.7

Authorized signatories for all general fund accounts are the following: The President, the First Vice President/President-Elect, and the Second Vice President/Treasurer and AE. The officers shall timely avail themselves, within two (2) business days, to the AE for signing checks and documents when requested. Each check shall require the signature of two authorized signatories.

It is the responsibility of the AE to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of LCAR. It is also the responsibility of the AE to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all signatories to ensure that there is adequate documentation, consistent with good internal controls, for the valid payment of the checks they sign.

Use of credit cards 7.8

An LCAR credit card will be issued to the President and the AE. LCAR credit cards will only be used for appropriate LCAR business. All expenditures must be appropriately documented. The LCAR credit card will not be used for personal expenditures.

Contracts 7.9

The AE and President may only approve agreements which continue the same service level and are under \$2500 in cost from a prior contract. These agreements must be made within the approved budget line-item spending limits. All other contracts must be approved by the Board. New contracts in excess of \$10,000 annually or over the contract life shall require legal review.

All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. No contracts may be written or awarded to employees or Board members or their immediate family.

At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

Investment practices 7.10

Funds not required for current operations will be invested, according to an investment plan developed by the Finance Committee as approved by the Board. Once cash in the checking account exceeds \$250,000.00 LCAR will invest \$50,000.00 into the Charles Schwab account

The Second Vice President/Treasurer will present reports to the Board at least quarterly which show the status of all investments, including the rate of return and current market value.

Executive limitation 7.11

The AE may not risk financial losses to LCAR beyond those that may occur in the normal course of business. The AE will:

- ensure against embezzlement, casualty losses to full replacement value, and against liability losses (to Board members, LCAR or staff) beyond the minimally acceptable prudent level.
- ensure that all personnel with access to significant amounts of LCAR money are appropriately bonded.
- ensure that facilities and equipment are properly maintained.
- limit exposure of LCAR, the Board or staff to claims of liability.
- disburse funds only under controls sufficient to meet the Board appointed auditor's standards.
- ensure that all computers and other financial records necessary for uninterrupted operation of LCAR are routinely backed up and stored offsite in a fire protected secure site as approved by the board.
- Ensure a copy of each key or combination to LCAR safes, cabinets,

storage devices, and doors with a means to be locked, will be stored in the AE's office safe. A copy of each key or combination to the AE's office safe will be provided to the President and a second will be stored in a secure lockbox at a local trust i.e. such as a bank lockbox or other similar type location.

- Ensure the AE has a record of all passwords to LCAR email accounts, websites used for storage of all records or documents relating to LCAR operations.

Spending authorizations 7.12

The AE may make expenditures consistent with the Board approved budget without further Board approval. Any expenditures that are not within the Board approved budget must be approved by the Board.

A list of anticipated major capital expenditures should be included with the annual budget that is submitted to the Board for approval.

Unbudgeted emergency repairs to the LCAR facility or equipment that must be completed immediately and cannot be practically submitted to the Board for approval, may be authorized by the AE in accordance with Section 5, Article X, LCAR Bylaws. The Board will be informed of the expenditure as soon as possible.

Delegation of spending authority 7.13

The Board is recognized as the ultimate spending authority for LCAR.

Any person holding authority to approve the expenditures of funds is expected to personally exercise that authority. Permitting another person to use that authority is prohibited.

The use of an electronic signature or stamp for authorizing signatures on checks is prohibited. No person shall approve a transaction which will result in personal gain.

Approval of travel and personal expenses will always be at the next highest level of authority for every employee. AE expenses will be approved by the Board. Board member expenses will be approved by the full Board.

No person shall approve a transaction in which a conflict of interest exists.

If there is any doubt about the propriety of an expenditure, the person should not approve the expenditure, but rather refer approval to a higher authority.

Insurance/bonding protection of LCAR 7.14

The AE will recommend to the Board all necessary bonding of staff members who handle LCAR funds and recommend to the Board any appropriate insurance protection to protect the finances of LCAR.

Office Staff procedures for handling receipts 7.15

The office staff must provide receipts for all transactions processed through the Association.

No cash is to be accepted for payment of invoices, or any other goods or services sold through the Association. Cash will only be accepted as a donation (i.e., REALTOR Rally and Charity Auction). Cash will be deposited as soon as possible.

Credit Card information shall **not be maintained and shall** be destroyed as soon as payment has been processed. No written credit card information will be taken or maintained.

Late payment and Bad debts owed to LCAR 7.16

Any payment received later than ten (10) days after the invoice due date shall be considered late and assessed a \$25 late payment fee. Any such payment not made sooner than forty (40) days after the invoice due date shall be considered in default and shall result in the immediate suspension of membership.

If the total receivable from any one individual or organization is \$100 or less, the AE may authorize the debt to be written off if he/she believes the debt is uncollectible and the debtor is no longer affiliated with LCAR.

Write-offs of debts over \$100, which the AE believes are not collectable and the debtor is no longer affiliated with LCAR, may be authorized only by a vote of the Board.

Delinquent accounts may be assigned for collection to either legal counsel or a collection agency, or taken to small claims court, as the AE deems appropriate.

Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

There will be a \$50.00 fee for any check received by LCAR that does not clear the bank.

This will be in addition to any fees charged by the bank on the maker of the check. After a second offense, no checks will be accepted from that individual.

Chapter 8

AE Responsibilities & Functions

The AE's role in the organization 8.1

In the conduct of the ongoing business of LCAR, the AE is responsible for all business operations, including management of the assets of LCAR; hiring, training, promotion, discipline, and termination of employees; and for establishing and maintaining the business organization and structure to efficiently conduct the management functions of LCAR.

The AE operates under the general direction of the Board and plans for and administers programs and services in accordance with LCAR's stated purpose in such a manner that optimizes results in relation to the available resources.

AE communication/counsel to the Board 8.2

The AE will provide information and counsel to the Board. Accordingly, he/she will:

- Make the Board aware of special events, relevant trends, material external and internal changes, and the assumptions upon which any Board policy has previously been established.
- Submit required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of the Board policies being monitored.
- Marshal as many staff and external points of view, issues and options as needed for fully informed Board choices.
- Present information in a form that is understandable and of reasonable length.

Delegation to the AE 8.3

The Board is the entity charged with maintaining executive authority over the AE and is also the entity charged with establishing policies to ensure that LCAR continues to operate in a manner to further its interest. Accordingly, the Board may task the AE to provide certain information to assist in the development of policies. The AE shall provide the Board with the requested information within a timely manner.

Areas of responsibility delegated to the AE 8.4

In the area of human resources, the AE relates both to the Board and to the staff of LCAR but has ultimate responsibility to the Board.

For the Board, the AE:

- Develops and recommends to the Board specific, written, long and short-range plans for the development of LCAR programs and services.
- Maintains appropriate relations with the Board and various Board committees and keeps them informed.
- Interprets trends in the fields of service in which LCAR is engaged, by maintaining involvement in the professional field as a whole.
- Assists with orientation and training programs for the Board.

For the LCAR staff, the AE:

- Supervises and directs staff in the performance of their duties.
- Evaluates the performance of staff members.
- Provides overall control of, and direction for, the personnel of LCAR, including active participation in or approval of personnel actions.
- Manages volunteer staff activities.

In the area of planning, the AE:

- evaluates the services being provided by LCAR in relation to specified goals and standards, and recommends modifications, where appropriate.
- recommends new programs to the Board.

In the area of finance, the AE:

- prepares LCAR budgets in conjunction with the Finance Committee and is accountable for control of these resources once approved.
- directs all financial operations of LCAR.

In the area of member relations, the AE:

- manages all activities including coordinating Board activities in this area.

In the area of public relations, the AE:

- interprets the function of LCAR to the community by assisting the Board, through direct involvement and through public relations programs, including personal contact, descriptive program literature, and the media.

In the area of interagency relations, the AE:

- Maintains appropriate relations with other professional and service groups in the community.
- Maintains appropriate relations with federal, state, and local government units.
- Maintains appropriate relations with other agencies in similar fields of service.

In the area of organizational operations, the AE:

- Recommends policies to the Board and/or assists the Board in the formulation of policies for the effective and economical operation of LCAR and its programs.
- Ensures implementation of the policies adopted by the Board.
- Has chief administrative responsibility for maintenance of LCAR facilities, and regular reporting to the Board.
- Carries chief staff responsibility to ensure that legal obligations of LCAR are met.

Monitoring AE performance 8.5

Monitoring AE performance is somewhat synonymous with monitoring organizational performance. The Board delegates management to the AE and must have a process for ongoing monitoring of the AE's performance of the delegated duties. The purpose of monitoring is to determine the degree to which Board policies are being fulfilled.

The Board will monitor AE performance by awareness of the AE's job description, careful attention to all reports delivered to the Board and through an annual written evaluation of the AE's job performance.

AE performance evaluation 8.6

It is the policy of LCAR to regularly evaluate the performance of the AE. Although the evaluation will be facilitated by the President, the entire Board will participate in the evaluation process.

The process begins with a review of the current job description to determine accuracy and appropriateness. The President next develops an evaluation checklist based upon the job description and organization objectives. Board members will be asked to rate the AE's performance against each line item on the checklist as follows:

- ___very good
- ___acceptable
- ___needs improvement

Space should be allowed on the checklist at each line item for comments.

When the Board members have returned the evaluation forms, the President of the Board shall make a composite spreadsheet which, by line item, indicates the number of responses for each rating. All comments shall be randomly listed without identifying the source of each comment.

Next, the Board meets, without the AE present, to review the composite evaluation and performance objectives for the upcoming year. The Board must reach consensus on each item in the spreadsheet.

Then the Board meets with the AE to present the Board's conclusions about the evaluation. Should the AE be in serious disagreement with part or all of the evaluation, the right to respond to the Board must be available. Such a response should lead to a dialogue in which the problem area can be resolved in a candid and professional way.

Board members will not solicit information regarding the AE's performance from subordinate staff. Staff plays no role in the evaluation. The Board recognizes that including staff can seriously erode the relationship which must exist between the AE and staff.

Board/AE relationship 8.7

The Board recognizes and maintains the following guidelines in the Board's relationship with the AE:

- Good management is recognized as one of the key factors in the success of the organization. The Board reserves the authority to establish policies, approve plans, and programs and delegate authority to the AE.
- The Board will approve policies and long-range plans and programs for LCAR, and delegate authority to the AE to execute and carry out the policies, plans and programs. The AE will be responsible for hiring capable personnel within the limitations of Board policy.
and budget constraints, determining the appropriate compensation, training, supervising, disciplining, and terminating if necessary.
- Board members will refrain from individually discussing management and personnel issues with LCAR personnel other than the AE.
- Authority for management of LCAR will be through the Board to the AE, then to other personnel. The Board will require full and timely information from the AE concerning pertinent matters that relate to the management of LCAR.
- The Board recognizes that efficient management of LCAR can exist only through mutual understanding and cooperation between the Board and the AE. The Board also recognizes that the AE is accountable to the Board to show results, but the AE cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board policy. Therefore, the Board grants that latitude of judgment and discretion, and expects full accounting of performance from the AE.
- The Board recognizes its position as the employer of the AE and will be responsible for a systematic annual evaluation of the AE's performance. The evaluation will be for the purpose of improving the AE's performance and to provide a basis for consideration of the AE's salary for the next year.

- The AE serves at the pleasure of the Board and may be terminated at will.

Board / AE responsibilities 8.8

To assist the Board and AE to work as a team, the following principals will guide the team members to determine responsibilities of each part of the team:

- Responsibility for determining general policy shall be entrusted to the Board. The AE shall keep the Board informed regarding the progress of all important LCAR programs.
- The Board represents the members in setting the goals and establishing the basic policies and long-range goals for LCAR. It shall refrain from involvement in the administrative functions except to monitor and evaluate.
- The Board shall transact official business with professional staff members and other program employees only through the AE.
- The AE shall be responsible for administering the program in accordance with Board policies and regulations.
- The AE shall be responsible for the selection and assignment of staff.
- The responsibility of staff assignment may be delegated by the AE to other supervisory personnel.
- The AE shall prepare, and submit for Board action, an annual program plan and budget.
- The AE shall provide the Board with data and information to enable the Board to make effective decisions.
- The AE shall provide the Board with periodic reports as the Board feels is necessary to allow Board members to make accurate decisions.
- The AE will continually update a succession plan and report the updates quarterly to the Board. The process to continue uninterrupted service in the event of sudden loss of the AE will be as follows:
 - 1. A staff flow chart showing chain of command and a list of responsibilities of all management personnel. The list will also include

special instructions about which staff members should be consulted for special assistance in such areas as personnel management, maintenance, finance, computer operations and other essential functions of the organization.

2. Location of all bank accounts and financial records, and instructions about disbursement authority.

3. Location of all vital documents, such as policies and contracts.

4. Location of all computer backup files.

- If it becomes necessary to implement these emergency procedures, the Board will meet as soon as possible with the interim AE to:

- 1. establish a plan for continued operation.

- 2. establish a schedule of Board meetings to provide adequate support for the interim AE.

- As soon as possible after the designation of the interim AE, the Board will implement the applicable procedures from the first half of this policy.

AE succession policy 8.9

A policy for AE succession must include two parts - the process the Board will follow to replace a departing AE, and a process to continue uninterrupted service in the event of sudden loss of the AE.

Resigning, retiring, or sudden loss of the AE

The process for replacing a departing AE will be as follows:

- The Board will determine the exact termination date of the current AE.
- The Board will determine a specific target date to bring on a new AE. This target date will be flexible to allow the selected candidate some latitude in the beginning date.
- The Board will designate an interim AE to serve for the time between the ending date of the current AE and the beginning date of the new AE. Board members are not eligible to serve as the interim AE.
- The Board President will nominate a Search Committee of not less than

three Board members and not more than five Board members. The Board President may appoint up to two additional Search Committee members from outside the Board such as former Board members, community leaders or other persons who would be valuable resource to the committee. The Board President will seek Board approval of the nominees.

- The Board will consider the need for any changes to the management structure before the search for a new AE.
- The Search Committee will begin as soon as possible to:
 1. Update the job description for the AE.
 2. Develop a profile of the preferred candidate.
 3. Determine the feasibility of utilizing a search firm to assist the Board in the search.
 4. Determine salary range and terms of the contract to be offered.
 5. Identify appropriate advertising media to be used.
 6. Establish a schedule to complete interviews, reference checks and final selection.
 7. Determine who will conduct the interviews and what questions will be asked.
 8. Determine the extent of staff and community involvement in the search process.
 9. Establish a process for communicating search progress to the Board and staff.
- The Search Committee will seek approval of the Board for all of the above.
- The Search Committee will recommend no more than three nor less than two candidates for review.
- The Board will interview the final candidates and select the new AE.
- External candidates and current employees will be invited to apply for the position.
- The Board will set dates for the review of AE performance. These

reviews will be informal discussions between Board and AE for the purpose of assisting the AE to understand Board needs and intent, as well as affirmation of good AE performance. The Board will do a formal written performance evaluation of the AE after approximately one year of employment and then annually thereafter.

Chapter 9

Employment Policies

Chain of command 9.1

The Board believes strongly in the chain of command:

Board of Directors



Association Executive



Staff / Contractors

The Board is concerned about the needs and success of staff and will work through the chain of command to facilitate the success of all LCAR staff.

The Board expects all staff to respect and follow the chain of command when registering complaints, making suggestions and in any other way communicating with the Board about the business of the organization. Staff members who take complaints, requests, criticism, or other organization business directly to the Board or individual Board members without working through the AE will be considered insubordinate and subject to disciplinary measures by the AE.

The Board expects all Board members to respect and follow the chain of command when communicating with staff about the business of the organization. Board members will not take complaints, suggestions, requests or demands to the staff except through the AE. When a Board member receives a complaint or suggestion from a staff member other than the AE, the Board member will remind the staff member of this Board's policy about following the chain of command. The Board member will also report the staff communication to the AE.

Employee Open Door Policy 9.2

The purpose of the Open-Door Policy of LCAR is to ensure that all employees have free and immediate opportunity to raise any type of work-related concerns. To maintain an open and productive working environment, and one that is responsive to problems and concerns, LCAR encourages the employee to raise good faith concerns in compliance with the most recently adopted Employee Handbook.

Personnel policies 9.3

Appropriate and complete personnel policies (the “Employee Handbook”) will be adopted by the AE and reviewed by legal counsel for accuracy and completeness. The AE will report to the Board that this has been done and will report annually that all personnel policies have been reviewed and updated.

All employees will be given a copy of the most recent and updated Employee Handbook and will sign acknowledgment of such receipt.

Implementation and administration of all personnel policies are the responsibility of the AE.

Professional memberships 9.4

The Board recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status. Therefore, LCAR may pay for the cost of professional memberships for employees within the limits of the budget and provided such membership is in the best interest of LCAR.

LCAR may also pay the cost for employees to attend meetings related to their professional memberships if the meeting is judged to be in the best interest of LCAR.

Requests for reimbursement must be made to the AE and be given prior approval by the AE.

Nepotism 9.5

Board members and members of their immediate families may not be employed by LCAR. Members of the immediate family of the AE may not be employed by LCAR.

The term "immediate family" is defined as the relationship of:

- husband and wife

- father and son or daughter
- mother and son or daughter
- brother and sister
- Significant other

Equal employment opportunity/affirmative action 9.6

All employment decisions and personnel actions will be administered with the purpose of promoting and ensuring equal opportunity for all persons. All employment opportunities will be publicized in the following manner:

- Management and staff positions by formal vacancy posting ads and word of mouth.
- All hiring decisions will be made on the basis of the written job requirements set forth in the appropriate position description or vacancy posting, the applicants work history and experience.

Safety and loss control 9.7

LCAR is committed to maintaining safety in its operations.

The AE will provide for, and actively promote, ongoing safety and loss control training for all employees. The AE will institute procedures, where necessary, to ensure the safety of the work environment, and will provide appropriate equipment to employees sufficient for the performance of their duties.

Accidents and losses will be reported to the Board at their next meeting.

When necessary, the AE will review safety concerns and risk management plans with legal counsel to ensure legal compliance.

Smoking on LCAR premises 9.8

Smoking and the use of tobacco is prohibited within all LCAR facilities and within 100 feet of any entrance of all LCAR facilities. This prohibition includes the use of "vapor" delivery systems.

Drugs and Alcohol 9.9

Possession, distribution, or sale of illegal drugs on LCAR property is strictly prohibited.

The consumption of alcohol on LCAR property or at any Board sanctioned event, by members and/or employees, is strictly prohibited except when specifically authorized by the Board.

Employees and members must conduct themselves in such a manner that they do not represent a danger to themselves, other employees and members, or the general public.

References for employees leaving LCAR 9.10

It is the policy of the Board that no employee or Board member of LCAR will provide performance references for or about former employees.

When requests for such references are received, with appropriate releases from the former employee, they will be referred to the AE of LCAR. The AE will provide the requesting party only with the dates of employment for the former employee and a copy of this policy statement.

Chapter 10

LCAR Facilities

Use of LCAR facilities by outside organizations 10.1

The Board recognizes the need by the community for adequate spaces for meetings and programs of various groups and organizations, and the responsibility of LCAR as a good corporate citizen to help meet this need. Therefore, it is the policy of the Board to allow limited use of LCAR facilities by community organizations, groups, and individuals.

Conflict of usage 10.2

Individuals, groups, or organizations may be given permission to use LCAR meeting rooms for indefinite or extended periods of time or on a regular schedule, such as a specific date or dates in each week or month. This will be reviewed regularly. Such permission may be granted by the AE.

Requests for use of LCAR facilities for other than LCAR business will not be granted until it is clear that such use will in no way hinder the full use by LCAR. A calendar of approved requests will be maintained to avoid scheduling conflicts.

Accountability for proper and safe usage 10.3

Requests must be made in writing by the authorized party representing a group or organization who will be obligated to LCAR for the safe and proper use of LCAR facilities.

The authorized party, together with the group whose request is approved will be required to comply with the security procedures which are established by LCAR when using the facilities.

A written rental agreement will be used for each request received showing the name of the individual, group or organization requesting use of LCAR facilities, together with the date, hours, and terms of use. All related fees and rental rates will be established by the AE.

Eligibility of users 10.4

The Board, through the provisions of this policy, authorizes the use of LCAR facilities as outlined below:

- Members and nonmembers may request the use of facilities for and on behalf of a group or organization.
- The use of LCAR facilities is subject to approval by the AE.

Accessibility of facilities 10.5

It is the policy of the Board that all facilities will be physically accessible according to the guidelines of the Americans with Disabilities Act (ADA). The AE will annually review the facilities to ensure that all facilities meet the minimum standards of ADA.

Acceptance of Gifts 10.6

The Board encourages and accepts gifts of materials, equipment, money or gifts in kind (i.e., "trade"). However, the Board also recognizes that all gifts may not be acceptable to LCAR needs or principles and may involve expenses beyond the value of the gift.

Therefore, before acceptance, any gift must be approved by the AE as appropriate for LCAR needs and within the boundaries of the established mission and philosophy of this organization. If there is any question about the appropriateness of the gift, the AE will bring the issue to the President for resolution.

The Board encourages those who give gifts to the organization to allow the most appropriate use of the gift to be determined by the Board, (who will give serious consideration to the wishes of the donor). However, the final decision of how a gift will be used always remains with the Board and AE of LCAR. If the donor cannot accept this policy, the gift will not be accepted by LCAR.

LCAR will provide acknowledgement of gifts received but will not be responsible for gift value appraisal for income tax or other purposes.

Lock Boxes 10.7

Authority to Contract for Lock Box Services 10.7.1

The LCAR Board of Directors shall enter into a Memo of Agreement (MOA) with the Southern New Mexico Multiple Listing Service to provide lock box access via a lock box provider and key system of their choosing. LCAR shall determine that the lock box provider meets the requirements of the National Association of REALTORS® regarding lock box program security requirements.

Affiliate Members access to the use of Lock Box Services 10.7.2

Affiliate Members who are in the home inspection, warranty, photography/videographer or other types of inspectors or service providers shall be eligible to contract with SNMMLS for electronic key access. Affiliate members of LCAR who contract for electronic key access will only have the “Call Before Showing” (CBS) access. These Affiliate Members must meet the following conditions:

- A. The Owner/Manager holds LCAR Primary Affiliate Membership.
- B. Each individual in the Affiliate Company who contracts with SNMMLS for an electronic keypad must be an LCAR Affiliate Member.
- C. The Affiliate Company must provide evidence upon application, and annually thereafter, of holding no less than \$500,000 in general liability insurance naming LCAR and SNMMLS as additional insureds and provide for LCAR and SNMMLS to receive a thirty-day notice before cancellation or expiration.
- D. The electronic key assigned to an individual LCAR Affiliate Member may not be used under any circumstances by anyone other than the key holder. The SNMMLS Board of Directors may impose a fine and the LCAR Board of Directors may otherwise treat it as a membership violation pursuant to Article V, Section 2, Qualifications of the LCAR Bylaws.
- E. The primary member of the Affiliate Company electing to utilize Lock Box Services shall comply with the National Association of REALTORS® biannual Code of Ethics training requirements (or approved equivalent) as a condition of receiving and/or continuing to receive any such services.

Exhibit "A"

See Policy 2.19

Record Retention

Accident Reporting/Claims (Settled Case)	7 years	Notes Receivable Ledgers and Schedules	7 years
Accounts Payable Ledgers and Schedules	7 years	Option Records (expired)	7 years
Accounts Receivable Ledgers and Schedules	7 Years	Patents and Related Papers	Permanently
Adoption/Custody Agreements	Permanently	Payroll Records and Summaries	7 years
Audit Reports	Permanently	Payroll Tax Reports	Permanently
Bank Reconciliations [1]	5 years	Personnel Files (terminated)	7 years
Bank Statements [1]	5 years	Personnel Contracts (expired)	3 years
Birth Certificate	Permanently	Petty Cash Vouchers	3 years
Capital Stock and Bond Records: ledger, transfer registers, stubs showing issues, record of interest coupons, options, etc.	Permanently	Physical Inventory Tags	3 years
Cash Books	Permanently	Plant Cost Ledgers	7 years
Charts of Accounts	Permanently	Proof of Naturalization, if Foreign Born	Permanently
Checks (canceled - see exception below)	7 years	Property Appraisals by Outside Appraisers	Permanently
Checks (canceled for important payments, i.e., taxes, purchases of property; special contracts, etc., Checks should be filed with the papers pertaining to the underlying transaction)	Permanently	Property Records, including costs, depreciation reserves, year-end trail balances, depreciation schedules, blueprints and plans.	Permanently
Contracts, Mortgages, Notes and Leases expired	7 years	Purchase Orders (except purchaing department copy)	1 year
Contracts, Mortgages, Notes and Leases: Still in effect.	Permanently	Purchase Orders (purchasing department copy)	7 years
Correspondence (general)	2 years	Receiving Sheets	1 year
Correspondence (legal and important matters only)	Permanently	Retirement and Pension Records	Permanently
Correspondence (routine) with customers and/or vendors	2 years	Requisitions	1 year
Deeds, Mortgages and Bills of Sale	Permanently	Sales Commission Reports	3 years
Depreciation Schedules	Permanently	Sales Contracts	7 years
Employment Applications	3 years	Sales Records	7 years
Expense Analyses/Expense Distribution Schudels	7 years	Scrap and Salvage Records (Inventories, sales, etc.	7 years
Financial Statements (year end, other optional)	Permanently	Stenographers Notebooks	1 year
Garnishments	7 years	Stocks and Bond Certificats (canceled)	7 years
General/Private Ledgers, Year-end Trial Balance	Permanently	Stockroom Withdrawal Forms	1 year
Insurance Policies (expired)	5 years	Subsidiary Ledgers	7 years
Insurance Records, Current Accident Reports, Claims, Policies, etc.	Permanently	Tax Returns and Worksheets, Revenue Agents' Reports, and Other Documents Relating to Determination of Income Tax Liability	Permanently
Internal Audit Reports (longer retention periods may be desirable)	3 years	Time-books/cards	7 years
Internal Reports (Miscellaneous)	3 years	Trademark Registrations and Copyrights	Permanently
Inventories of Products, Materials and Supplies	7 years	Training Manuals	Permanently
Invoices (to customers, from vendors)	7 years	Union Agreements	Permanently
Journals	Permanently	Voucher Register and Schedules	7 years
Marriage and Divorce Records	Permanently	Vouchers for Payment to Vendors, Employees, etc. (includes allowances and reimbursement of employees, officers, etc., for travel and entertainment expenses)	7 years
Minute Books of Directors, Stockholders, Bylaws, and Charter	Permanently	Withholding Tax Statements	7 years

[1] While the suggested retention period for bank statements and related reconciliations is 5 years, New Mexico Taxation and Revenue Department will go back 6 years during a compensating tax audit. Accordingly, New Mexico businesses may want to retain these documents for longer than the suggested 5 years.

Exhibit “B”

Investment Policy

Introduction

The intent of the Investment Policy of Las Cruces Association of Realtors (LCAR) is to define the parameters within which funds are to be managed. Additionally, a goal of the investment committee and the investment policy is to comply with the NM Prudent Investors Act. The guidelines are intended to be broad enough to allow the investment manager to function properly within the parameters of responsibility and authority, yet specific enough to adequately safeguard the investment assets.

Purpose

The purpose of the LCAR portfolio is to provide for

- A fund that would allow LCAR to operate for six (6) months to 1 year without cash inflows.
- Funds for both Long Term and Short Term
- Funds that shall maintain a minimum of three months of budgeted operating expenditures in short term investments to provide sufficient liquidity for expected disbursements.
- The average maturity of the short term investment portfolio shall not exceed 12 months.
- A fund that would allow LCAR to survive a significant change in the industry.

General Objectives

- Safety of principal is the foremost objective of the investment program. Investments shall be undertaken in a manner that seeks to ensure the preservation of capital in the overall portfolio. The goals will be to mitigate credit risk and interest rate risk.
- The investment portfolio shall remain sufficiently liquid to meet all operating requirements that may be reasonably anticipated.
- The investment portfolio shall be designed with the objective of attaining a market rate of return throughout budgetary and economic cycles, taking into account the investment risk constraints of safety and liquidity needs.
- The organization’s investment objectives emphasize total return; that is, aggregate return from capital appreciation, interest, and dividends. Specifically, the primary objective of management of the total portfolio is to attain a return comparable to the the U.S. Aggregate Bond Index over a five-year period. Short-term volatility will be tolerated in as much as it is consistent with the volatility of comparable market indices.

General Provisions

- All transactions shall be for the sole benefit of LCAR.

- The Directors shall consider updating LCAR's investment policy on an annual basis.
- The Directors shall conduct an annual review of LCAR's investment assets to verify the existence and marketability of the underlying assets or satisfy themselves that such a review has been conducted in connection with an independent audit (if any) of LCAR's financial statements.
- ☐ Any investment that is not expressly permitted under this Policy must be formally reviewed and approved by the Directors.
- The Directors will endeavor to operate LCAR's investment program in compliance with all applicable state, federal and local laws and regulations concerning management of investment assets [including IRC §4944 if LCAR is classified as a non-profit for federal tax purposes.]
- ☐ Investments shall be diversified with a view to minimizing risk.

Delegation of Responsibility: Reliance on Experts and Advisors

- The Board of Directors has ultimate responsibility for the investment and management of LCAR's investment assets.
- The Board may delegate authority over LCAR's investments to a properly formed and constituted Investment Committee, being a Board Committee comprised only of directors.
- ☐ The Board or Board Committee may hire outside experts as investment consultants or investment managers.
- ☐ The Board may also establish an advisory committee (which may include non-directors) to provide investment advice to the Board or to the Board Committee. Advisory committees have no authority to act for the Board, but may monitor compliance with the investment policy, recommend changes, and assist the Board or Board Committee in selecting and retaining Investment Managers to execute this Investment Policy.

Responsibilities of the Board, or if Authority is Delegated, the Investment Committee

- ☐ The Board, or if authority is delegated, the Investment Committee, is charged with the responsibility of managing the investment assets of LCAR. The specific responsibilities of the Board or the Investment Committee, as applicable, include:
 1. Communicating LCAR's financial needs to the Investment Managers on a timely basis.
 2. Determining LCAR's risk tolerance and investment horizon and communicating these to the appropriate parties.
 3. Establishing reasonable and consistent investment objectives, policy guidelines and allocations which will direct the investment of the assets, to be reviewed by the Board on an annual basis.
 4. Prudently and diligently selecting one or more qualified investment professionals, including investment managers(s), investment consultant(s), and custodian(s).
 5. Regularly evaluating the performance of investment manager(s) to assure adherence to policy guidelines and to monitor investment objective progress.

6. Developing and enacting proper control procedures; e.g., replacing investment manager(s) due to a fundamental change in the investment management process, or for failure to comply with established guidelines.

Ethics and Conflicts of Interest

Officers, Investment Committee and employees involved in the investment process shall refrain from personal activity that could conflict with the proper execution and management of the investment program, or that could impair their ability to make impartial investment decisions. Employees and investment officials shall disclose to the LCAR Board of Directors any material interests in financial institutions with which they conduct business.

Responsibilities of Investment Managers

- ☐ Each investment manager will invest assets placed in his, her or its care in accordance with this investment policy.
- ☐ Each investment manager must acknowledge in writing acceptance of responsibility as a fiduciary.
- ☐ Each investment manager will have full discretion in making all investment decisions for the assets placed under his, her or its care and management, while operating within all policies, guidelines, constraints, and philosophies outlined in this Investment Policy. Specific responsibilities of investment manager(s) include:
 1. Discretionary investment management, including decisions to buy, sell, or hold individual securities, and to alter allocation within the guidelines established in this statement.
 2. Reporting, on a timely basis, monthly investment performance results. The investment manager shall prepare an investment report at least quarterly, including a management summary that provides and analysis of the status of the current investment portfolio and the individual transactions executed over the last year. The report shall summarize the investment strategies employed in the most recent quarter, and explain the quarter's total investment return and compare the return with the budgetary expectations.

The investment shall be reviewed at least annually within 90 days of the end of the fiscal year to ensure its consistency with the overall objective of preservation of principal, liquidity and return and its relevance to current law and financial and economic trends.
 3. Communicating any major changes in the economic outlook, investment strategy, or any other factors that affect implementation of investment process.
 4. Informing the Board, or if authority is delegated, the Investment Committee, regarding any changes in portfolio management personnel, ownership structure, investment philosophy, etc.
 5. Voting proxies, if requested by the Board, or if authority is delegated, the Investment Committee, on behalf of LCAR.
 6. Administering LCAR's investments at reasonable cost, balanced with avoiding a compromise of quality. These costs include, but are not limited to, management and custodial fees, consulting fees, transaction costs and other administrative costs chargeable to LCAR.
 7. Provide Proof of state registration
 8. Provide evidence of adequate insurance coverage

9. Certification of having read and understood and agreeing to comply with the LCAR investment policy.

General Investment Guidelines

- ☐ LCAR is a tax-exempt organization as described in section 501(c)(7) of the Internal Revenue Code. This tax-exempt status should be taken into consideration when making investments on behalf of LCAR.
- ☐ LCAR is expected to operate in perpetuity; therefore, a 10 year investment horizon shall be employed. Interim fluctuations should be viewed with appropriate perspective.
- ☐ A cash account shall be maintained with a zero to very low risk tolerance to keep cash available for grant distributions, tax obligations and other anticipated expenses.
- ☐ Transactions shall be executed at reasonable cost, taking into consideration prevailing market conditions and services and research provided by the executing broker.
- Permitted investments include: Cash and cash equivalents, marketable securities including fixed income securities, money market funds, investment grade bonds, high yield bonds, CD's and bond funds.
- ☐ No fixed income security shall have an equivalent credit quality below investment grade at the time of purchase, defined as:
 1. BBB by Standard & Poors for straight bonds and convertibles
 2. Baa3 by Moody's Investor Service for straight bonds and convertibles
 3. A1 by Standard & Poors for short term securities
 4. P1 by Moody's Investor Service for short-term securities
 5. AAA for money market accounts
- ☐ The following transactions are prohibited: Purchase of non-negotiable securities, derivatives, limited partnerships, high risk or junk bonds, private placements, precious metals, real estate, commodities and futures, short sales, any margin transactions, straddles, warrants, options, life insurance contracts, leverage or letter stock, and relations pertaining to alcohol or tobacco products.

Investment Objectives (Long Term – Permanent Funds)

Permanent funds generally stay intact and will grow from earnings, which can then be used for current or long-term needs. Income for distribution can be derived from a combination of net portfolio income, realized capital gains, and unrealized capital gains. The investment objective of these funds shall be, in order of importance: total return (aggregate returns from capital appreciation, dividends and interests); preservation of capital and liquidity.

Funds not invested in cash equivalents shall be invested in marketable debt securities issued by the United States Government, agencies of the United States Government, domestic banks or other financial institutions.

Investment Objectives (Short Term – Operating Funds)

These are funds that the foundation anticipates spending within the next one to two years. Operating funds shall be invested in cash equivalents: certificates of deposits, money market

funds, Treasury bills and commercial paper or fixed income securities. The investment objectives of these funds shall be, in order of importance: preservation of principal; liquidity; and total return. Fixed income securities in this portfolio shall be limited to a maximum of 1 year maturity with an average maturity of 6 months.

Diversification

- ☐ LCAR will maintain a reasonable diversification of investment assets between asset classes and investment categories at all times.
- ☐ Investments in the equity securities of any one company shall not exceed [5%] of the portfolio nor shall the total securities position (debt and equity) in any one company exceed [10%] of the portfolio.
- ☐ Reasonable sector allocations and diversification shall be maintained. No more than [25%] of the entire portfolio may be invested in the securities of any one sector.
- ☐ Investments within the investment portfolio should be readily marketable.
- ☐ The investment portfolio should not be a blind pool; each investment must be available for review.

Asset Allocation

- ☐ The asset allocation policy shall be predicated on the following factors:
 1. Historical performance of capital markets adjusted for the perception of the future short and long-term capital market performance.
 2. The correlation of returns among the relevant asset classes.
 3. The perception of future economic conditions, including inflation and interest rate assumptions.
 4. Liquidity requirements for the projected grants and other charitable expenditures.
 5. The relationship between the current and projected assets of the Organization and projected liabilities.

Allocation Range

Asset Allocation Range	Target	Upper limit
Cash & Equivalents	5%	0 – 15%
Fixed Income	95%	15-85%
Equities: Domestic Large Cap	0%	0%
Equities: Domestic Small/Mid Cap	0%	0%
Equities: International	0%	0%

- ☐ Rebalancing shall be done as needed.

Approval of Investment Policy

The investment policy and any modifications to that policy shall be formally approved and adopted by the LCAR.

Exhibit “C”

Social Media Policy

PURPOSE:

The Las Cruces Association of REALTORS (also referred to as LCAR or “the Association”) utilizes the internet and the variety of unique opportunities it presents to provide opportunities to participate in interactive discussions to promote the Association activities and share information with members. The Association realizes the use of social media can also pose risks to confidential and proprietary information, reputation and brand, and can also jeopardize the Association’s compliance with its Bylaws as well as the National Association of Realtors (NAR) Code of Ethics.

These guidelines apply to Association Staff, Officers and Directors, volunteer members of the Association and third parties who participate in social media activities with or on behalf of the Association. All volunteer leadership and staff agree to adhere to these guidelines as a condition of their volunteering for the Association in any capacity or being employed by the Association. The Association actively participates in several social media platforms including Facebook and LinkedIn, Twitter, YouTube and Instagram.

GENERAL GUIDELINES

These are the official guidelines for social media at LCAR. Whether you are an employee, volunteer leader, member, contractor, creating or contributing to blogs, wikis, social networks, virtual online communities or any other type of social media/websites, these guidelines are for you. We expect anyone participating in social media on behalf of the Association to understand and follow the guidelines. Note: guidelines will continually evolve as new technologies and social networking tools emerge – be sure to stay abreast of current policies.

LCAR’s social media profiles (through Facebook and Linked In) are our face, our “brand”. It’s essential that LCAR continues to present itself as a single entity in social media, with one voice. Our members and other audiences are best served by having as few profiles and groups, each with separate followings and few posts. LCAR maintains one Facebook and one LinkedIn account to promote all LCAR messages and activities.

This ensures a consistent brand for the Association and all its programs, services and communications with our members.

- **Be Professional.** You are an ambassador for the Associations on and off the job. Even in your private communications, understand that you are a Realtor or Affiliate member of our professional trade organization. When posting your opinion on social media sites that could possibly be interpreted as the “official position of LCAR” – specifically state that any personal opinions you express may not be the same as those of the Association.
- **Do not share proprietary information** that could potentially violate the confidentiality of our members, staff and/or internal operations. Stay within the legal framework and be aware that anti-trust, libel, copyright and data protection laws apply. Never plagiarize
- **Do not make commitments** or engage in activities on behalf of the Association on Social Media unless authorized. If in doubt, avoid and contribution until you have received express permission the Association’s CEO/AE. If authorized, know the Association’s positions and when speaking about those issues relating to the Association it’s important to specifically state that any personal opinions you express may not be the same as those of the Association
- **No expectation of privacy.** All contents of the Association’s communications and resources (and communications systems) are the property of LCAR.

- **Be honest and transparent.** Unless posting AS LCAR use your real name to identify yourself when commenting about the Association or its programs
- **Admit your mistakes.** If you happen to make mistake, admit it. Be upfront and quick with your correction
- **Be credible, accurate and fair.** There can be a fine line between a healthy debate and hostile reaction. Refrain from negativity when commenting about ours and other Realtor Associations, staff, our leaders, members and the industry/profession in general. When disagreeing with others' opinions, be objective and respectful. Remember that once your words are online, you may not be able to rescind them.
- **Add value.** There is an overload of information online. Contribute subjects and relevant information readers will value. Social communication should assist our members. Be thought provoking and help build a sense of community, adding value to membership.
- **Be conversational.** Social media is a conversation. Speak professionally and encourage comments and positive contributions. Broaden the conversation by citing other experts in your posts, blogs, or re-Tweet others' comments.
- **Perception is reality.** When it comes to online networks, the lines between public and private, personal and professional can get blurred. Posting about your areas of expertise builds credibility and others appreciate the information sharing.
- **Always respect the brand,** Realtor trademark, copyright, fair use, confidentiality and financial disclosure laws. If you have any questions about these, contact the Association. Remember, you are personally responsible for your content.
- **Respect Association commitments.** Social media activities should not interfere with regular work commitments. Association staff is expected to respect other applicable policies relating to work performance.
- **Protocol.** All staff, members and/or representatives of the Association with a personal social media page/s (with friends that are members) should follow the guidelines/protocols.

ASSOCIATION WEBSITE POSTING GUIDELINES

All content on the LCAR website is subject to review and is under the discretion of the Association AE.

ASSOCIATION BUSINESS PAGE POSTING GUIDELINES

Association social media platforms are maintained to provide for Realtor and Affiliate use and to create community by the staff and the Board of Directors. Posts will share Association information, the achievements of our Association, members and staff as well as other relevant community and industry information. All comments posted to the Association's business pages are subject to review and removal by the page administrator at the discretion of the Association's AE.

The intent of this guideline is not to censure negative or critical information from being posted, but to protect the privacy and rights of members and staff of the Association. Discussing employees or members in a negative way is prohibited. Administrators for the Association's business pages will review all postings to ensure that they do not violate the Code of Ethics or the Association's Social Media Guidelines.

We welcome your thoughts and comments. However, we reserve the right to remove the following content from our social media platforms and online community:

- Language that the Association, in its sole discretion, believes can be potentially considered offensive or inappropriate. Infringements on the trademarks or copyrights of the Associations or third parties.

- Violates the law or encourages others to do so. This includes respecting copyright and fair use laws. If you are talking about someone else's content, reference that work or the person, and whenever possible, include a link.
- Easily identifies members and/or staff of the Association in defamatory, abusive or negative terms. Derogatory, vulgar or offensive comments and statements targeted at other organizations or individuals are prohibited.
- Does not show proper consideration for others' privacy
- Disparages or harms the image or reputation of the Association and/or its employees or members.
- Has no relevance to the site or a post that is being responded to
- Is the commercial endorsement, including spam
- Property listing information and/or agent recruitment-based advertisement or promotion
- Individual or company/franchise promotion.

The Association's page administrator reserves the right to:

- Encourage positive and productive participation and discussion comments
- Remove comments at any time, for reasons listed in these guidelines. Note: User posts will NOT be edited
- Acknowledge criticism that is legitimate and respond respectfully
- Reproduce postings from members in other media
- Post pictures and videos from Association events.

Definition of Page Roles:

Administrator: A/E and 1 appointed staff or Communications Director

Editor: Appointed committee person chosen to post committee updates, association events and the like to the association channels. All posts are subject to approval by the Admin.

Committees to have access to social media channels are:

FACEBOOK:

Definition of Administrator (Admin):

Can manage all aspects of the Page. They can publish and send Messenger messages as the Page, respond to and delete comments on the Page, post from Instagram to Facebook, create ads, see who created a post or comment, view insights, and assign Page roles. If an Instagram account is connected to the Page, they can respond to and delete comments, send Direct messages, sync business contact info and create ads.

Definition of Editor:

Can publish and send Messenger messages as the Page, respond to and delete comments on the Page, create ads, see who created a post or comment, post from Instagram to Facebook, and view insights. If an Instagram account is connected to the Page, they can respond to and delete comments, send Direct messages, sync business contact info and create ads.

LINKED IN:

Group admins – The term “admins” is used on the **Manage group** page to refer to the list of both group owners and managers.

Group owner - Has control over membership, group type, settings, rules and more. They can also transfer ownership of a group to another group manager.

Group manager - Has control over membership management but they can't close the group, transfer ownership, or update group details and settings. Group managers can also promote group members to managers.

Advertising on Social Media

All advertising on the LCAR social media channels shall be approved by the A/E.

Photo/Video Disclaimer

The Association reserves the right to use photographs/videos taken at any event sponsored by the Association without the express written permission of those included with in the photograph/video. The Association may use the photo/video in publications or other media material produced, used or contracted by the Association including but not limited to: social media platforms, brochures, invitations, publications, magazines, television, websites, etc.

Any person that does not wish to have their photo taken or distributed must contact the Association and communicate, in writing, their intentions. These requests will be accommodated; however, a photograph must be included for identification purposes (and will be held in confidence).

Reporting Inappropriate comments

If you have a comment or would like to report an inappropriate comment/content for LCAR to review you may either report the comment/content via the platform it is found on, or the LCAR AE:

The National Association of Realtors:

LCAR maintains compliance and assists with the enforcement of the National Association of Realtors policies and guidelines.

“ROGUE” Sites: Creation of Social Media Sites on Behalf of The Association and its Groups

Creating a social media page/site using the Association logo, name, tagline or brand is expressly prohibited without written authorization from the Association's AE. If you are contacted for comment about the Association for a publication, including social media outlets, you are to direct the inquiry to LCAR's AE.

Social media pages/sites created for the express use of an Association Committee, Task Force, Board or group members must be set up and managed by the Association Staff (and an appointed committee member, approved by the committee and AE). Committee Chairs, Vice/Co Chairs, Group Leaders and/or appointed representatives that desire administrator access should contact the AE to request access.

Approval Required Before use

If your job or position responsibilities require that you speak on behalf of the Association in a social media environment, approval for all communications must be received from the AE using the guidelines listed within this document.

Violation of the brands and trademark on third party sites

Board Members, AE, Staff, Volunteer Leaders and Members that find an unauthorized page depicting, using or containing Association information, name, logo, tagline or brand should immediately report the page to the AE. The Association will contact the party directly to request they cease and desist use.

If the incident may be considered a violation of the Realtor Code of Ethics, it will be forwarded to the Association's Grievance Committee for their review and potential action. All violations of the Realtor trademark will be reported to the National Association of Realtors Legal/Trademark department.

LCAR Social Media Policy Acknowledgement of Receipt and Review

By my signature below, I affirm that I have received, read and understand all contents contained within LCAR's Social Media Policy. I understand that LCAR expressly reserves the right to change, modify, update or delete its provisions without immediate notice.

I am aware that LCAR's official social media sites/pages/groups/accounts/etc., are designed to provide LCAR members with the ability to share information about the business affairs of the LCAR group, not for personal posts. Examples of valid group posts are about upcoming meetings, events, socials, photos and/or videos from same, agendas, minutes, etc.

As a LCAR authorized representative participating in LCAR's social media efforts, I understand that my role is not extended to nor is it delegable to any other individual or group. I further understand that I may not provide my password for a LCAR social media page or group to any other person, including LCAR staff members, personal assistants, family members, team members or other. I may not appoint any unauthorized person as an administrator of any account.

Should an authorized member representative participating in LCAR's social media provide their log in password to anyone, their authorization to participate shall be terminated.

Full Name – Printed (LCAR Staff Liaison or Authorized LCAR member)

Signature

Committee and Social Media Role or Staff position

Date