



Policies & Procedures Manual

MISSION STATEMENT

The mission of the Mid-Shore Board of REALTORS® (MSBR) is to advocate for its members and the public to preserve the right to own, transfer and utilize real property. MSBR provides its members with resources to conduct business professionally in accordance with the REALTOR® Code of Ethics.

Revised October 2025

TABLE OF CONTENTS

Article 1:	Administration	Page 4
Section 1.	General Policies	Page 4
Section 2.	Dues and Fees	Page 4
Section 3.	Membership/New Members/Orientation	Page 5
Section 4.	Privacy and Security Policy	Page 5-6
Section 5.	Governing Body	Page 6
Section 6.	Duties of Elected Positions	Page 7-8
Section 7.	Executive Officer	Page 8
Article 2:	Meetings	Page 8
Section 1.	Executive Committee	Page 8
Section 2.	Board of Directors	Page 8
Section 3.	General Membership Meeting	Page 8
Section 4.	Notice of Meeting	Page 8
Section 5.	Quorum	Page 8-9
Section 6.	Committee Attendance Policy	Page 9
Section 7.	Guests at Meetings	Page 9
Section 8.	Meeting Minutes	Page 9
Article 3:	Financial Policies	Page 9
Section 1.	MSBR Financial Policy	Page 9
Section 2.	Financial Planning, Reporting & Flow	Page 9
Section 3.	Investment Policy	Page 9
Section 4.	Reserve/Contingency Fund	Page 9
Section 5.	Budget Approval	Page 10
Section 6.	Revenue & Accounts Receivable	Page 10
Section 7.	Dues Billing Approval	Page 10
Section 8.	Dues Billing	Page 10-11
Section 9.	Dues Collection	Page 11
Section 10.	Credit Card	Page 11
Section 11.	Travel Policy & Procedures	Page 11-12
Section 12.	Reimbursement Policy	Page 12
Section 13.	Financial Information Disclosure	Page 12
Section 14.	Check Writing Authorization	Page 12
Section 15.	Banking	Page 12
Section 16.	Returned Check Policy	Page 12
Section 17.	Petty Cash	Page 12
Section 18.	Signature Cards/Corporate Resolution	Page 12
Section 19.	Mid-Shore REALTOR Foundation	Page 13
Article 4:	Business Policies and Practices	Page 13
Section 1.	Continuing Education Class Info.	Page 13
Section 2.	Office Hours and Holidays	Page 13-14
Section 3.	Use of MSBR Office & Equipment	Page 14
Section 4.	Fiscal Policy	Page 14
Section 5.	Media Correspondence	Page 14
Section 6.	Solicitations	Page 14

Section 7	Communications Policy	Page 14-15
Section 8	Association Contact Information	Page 15
Section 9	Website	Page 15
Section 10	Strategic Planning	Page 15
Section 11.	Corporate Documents	Page 15-16
Section 12.	Condolences Notice Policy	Page 16

Article 5:	Committees	Page 16
Section 1.	Committee Appointments	Page 16
Section 2.	Committee Budgets	Page 16
Section 3.	Committees	Page 16-

Article 6:	Enforcement and Amendments	Page 18
Section 1.	Enforcement	Page 18
Section 2.	Whistleblower Policy	Page 19
Section 3.	Document Retention	Page 19-22
Section 4.	Data & Cyber Security	Page 19
Section 5	Conflict of Interest Policy	Page 22-24
Section 6.	Confidentially, Policy	Page 24-26
Section 7.	Anti-Trust Policy	Page 26

Forms:

Form #1	Agreement to Service on the Board of Directors	Page 27-30
---------	--	------------

Article 1. ADMINISTRATION

Section 1. General Policies:

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

Section 2. DUES AND FEES

Paragraph 1: APPLICATION FEE:

- a. A new broker office application fee is a one-time fee of \$250.00.
- b. For new branch office, for an existing Brokerage the one-time fee of \$50.00.
- c. The new REALTOR® member application fee is a one-time fee of \$150.00.
- d. A returning member within two years, the fee is \$50.
- e. For Secondary membership the fee is \$50.
- e. All application fees cannot exceed three times the amount of the REALTOR® dues.

Paragraph 2: AFFILIATE DUES: Affiliate dues determined by the Board of Directors and cannot exceed the amount paid by the REALTORS. Affiliate dues are collected at the same time as the REALTOR dues are collected.

Paragraph 3: DUES

- a. The dues of each REALTOR® member shall be decided annually by the Board of Directors.
- b. Local and state new members' dues are pro-rated in June; National Association dues are pro-rated monthly.
- c. Member dues are non-refundable after December 31st.
- d. Annual dues shall be delivered to each REALTOR and affiliate \$ by November 1st or the first business day in November.
- e. The Designated REALTOR® is responsible for the dues payment for each licensed agent that is listed under their brokerage in the Maryland Real Estate Commission and who is a primary member of the Mid-Shore Board of REALTORS®. MSBR sends a bill to the agent, but it is the Broker who is responsible for ensuring that the dues are paid. See MSBR Bylaws, Article X, Section 2 Dues and Assessments.
- f. REALTORS® will have the opportunity and may pay their fiscal year dues on-line through the National Association of REALTORS® website via credit card.
- g. REALTOR® dues are due and payable by December 1st of each year. Any dues not paid as of January 2nd are considered late and assessed a \$100.00 late fee.
- h. If dues, fines, or assessments are not paid to the Board within one month (January 2nd) after the due date, the nonpaying REALTOR member is subject to a \$100 late fee. If dues, fines, or assessments are not paid to the Board within two months (February 1st) after the due date, member shall be terminated. There is a \$150.00 re-instatement fee for REALTOR members.
- i. Mid-Shore Board of REALTORS® can pre-pay their future dues. MSBR will accept any amount at any time, in cash or by check only, from members for the pre-payment of next year's dues. Should the REALTOR decide not to renew their membership in the association before December 31st; the entire amount contributed will be refunded. After December 31st there is no reimbursement.
- j. Exceptions to the fees can be made in writing, by December 1st, and sent to the Mid-Shore Board of REALTORS® office for consideration by the Board of Directors.

- k. There will be a \$35.00 charge on all checks returned by the bank for insufficient funds and will be adjusted as needed to cover bank charges to MSBR.

Section 3. MEMBERSHIP

Paragraph 1: NEW MEMBERS: All prospective members must complete an application, attach a copy of their Maryland/State Real Estate License and their Driver's License, and pay all required dues and fees. A National Association of REALTORS identification number M1/NRDS# will not be given out until such time as all information is received.

Paragraph 2: ORIENTATION: All new members are required to attend a new member orientation class; Code of Ethics class and a Fair Housing class, within six (6) months of membership or at the soonest possible time that MSBR holds these classes. Should the members not meet this requirement they may be denied services of the board. Those applicants that have held previous membership in the board or are transferring in from another board in Maryland; are encouraged but not required to attend orientation unless they have not yet taken these educational sessions.

Paragraph 3: NOTIFICATION OF NEW, INACTIVE OR TRANSFERRING AGENTS: All Designated REALTORS®/Brokers shall notify the Board of any new, inactive, or transferring agents to their licensed sales staff within seven (7) days of such changes. All changes must be in writing on the form provided by Mid-Shore Board of REALTORS and signed by the Designated REALTOR® and/or Broker.

Paragraph 4: MULTIPLE LIST SERVICE – BRIGHT MLS. All licensed REALTORS® must subscribe to BRIGHT MLS within thirty days of the effective date of licensure with a subscribing Broker. Failure to do so will result in a late subscription fee. Complete the interactive subscriber application to join by visiting the website at www.brightmls.com.

Paragraph 5: LOCK BOXES – SentriLock. All licensed REALTORS® are encouraged to subscribe to SentriLock for the safety and security of both the agent and homeowner. Sign up at the Mid-Shore Board of REALTORS office. www.sentrilock.com.

MSBR leases the SentriLock boxes and the boxes are included in the agent's annual lock box fee. MSBR sends out the notice and the agents pay MSBR. If the agent is late paying, MSBR has the right to shut off the service until payment is received.

Lock boxes shall be obtained from the Brokerage office, unless the Brokerage does not have a physical presence, in that case, the agent will obtain the lock box from the MSBR office. The Broker must give written permission for MSBR to issue the agent a lockbox. Brokers are responsible for the lock boxes given to the brokerage or to their agents and will be asked to return the boxes at the end of the lease or pay for the boxes not returned.

Section 4: PRIVACY & SECURITY POLICY

MSBR recognizes the importance of protecting the personal information. MSBR maintains the following privacy policy:

Paragraph 1: MSBR gathers the following types of information needed to process your transactions, fulfill your requests, and maintain our membership records: The type of information the Board gathers which may include contact information, office information, consent form information, and other data gathered from the

REALTORS web site, as well as information the member volunteers via surveys, applications, and general demographic information.

Paragraph 2: MSBR uses this information to improve and customize the content and layout of the Board website and other communications tools. For notifying members of upcoming events, programs, products and services, Calls for Action, display on the board's web site, assist national and state associations in membership tracking and for their use or purposes like those listed above.

Paragraph 3: Email addresses: MSBR does not sell or trade email addresses, however, email addresses are distributed to the membership, listed on our website and an office phone number is provided to anyone requesting contact information of a specific member. MSBR uses member email addresses as the main point of contact from the board office to the membership.

Paragraph 4: MSBR will not share, sell, or otherwise provide other information about members to third parties, except for: National and state associations, when required by law or valid legal process, or to protect the personnel safety of our members or the public, vendors providing the board with new products and services, continuing education class instructors, etc.

Paragraph 5: When members make payments by credit card or electronic check for products, dues, or other services via the REALTOR® Electronic Commerce Network ("E-Commerce Network") this information will only be used to process the transactions requested. This information will be provided to and maintained by reputable credit reporting databases, but will never be sold, shared, or provided to other third parties. MSBR does not keep on file a member's credit card information.

Paragraph 6: NAR maintains security procedures and standards which are believed to be as safe as today's technology permits. NAR tests these procedures and modifies them regularly as recent technologies become feasible.

Paragraph 7: NAR utilizes a strict Opt-Out policy for sending online notifications regarding services, products, and programs. Members may adjust their communication preferences by reviewing their REALTOR.org registration. (Members must log in and then change their preferences)

Paragraph 8: All REALTORS may edit their personal contact information directly in the M1/NRDS system, via the information HUB with Growth Zone, or by contacting the MSBR office at 410-822-8767 or e-mail to info@msbrmd.com.

Section 5. GOVERNING BODY

Paragraph 1: The governing body of MSBR shall be a Board of Directors ("Board") consisting of the Executive Committee and five to seven (7) additional elected Directors.

Paragraph 2: The Executive Committee shall be comprised of the: President, President-Elect, Treasurer, Secretary, and Immediate Past-President and shall be responsible for the day-to-day operations.

Executive Committee:

President- serving a one-year term having been President-Elect and shall succeed to the office of Immediate Past-President

President-Elect- serving a one-year term and shall automatically succeed to the office of President

Immediate Past-President- serving a one-year term having been the President of the preceding year

Secretary- serving a one-year term

Treasurer- serving a two-year term

Paragraph 3: Directors shall be either primary or secondary REALTOR® members of MSBR, in good standing, or an Affiliate member of MSBR. No more than two (2) Affiliate members shall serve as a Director at any one time. An Affiliate member cannot be elected to the office of President unless they are also a REALTOR. The terms are for staggered three-year periods so no more than one-third of the Board of Directors turnover in any given year. Care is taken to find Board members from all served counties and of diverse membership and background.

Paragraph 4: No more than two (2) Directors representing the same principal office shall be elected to, or shall serve on, the Board of Directors at the same time. Such limitations shall not apply, however, if during the term of a Director or successive term, the Director transfers to a firm which is already represented by two (2) Directors on the Board of Directors. No Director shall serve more than two (2) consecutive terms. As used in this Section 4, the term “principal office” shall mean the office address in which the real estate wall license of the director is displayed in accordance with Maryland law.

Paragraph 5: Nominating Process:

Those seeking to serve as a Director on the Board must have served on an MSBR committee and have been a REALTOR® for at least three years. Those wishing to serve should submit their resume and/or written letter as to why they wish to serve to the Nominating Chair or to the Executive Officer.

Paragraph 6: Duties of Elected Positions

President: The chief duties of the President are to: (1) act as chief administrative officer and legal head of the MSBR; (2) see that the basic policies, general activities and programs that will further the goals and objectives of the MSBR are planned, formulated, and presented; (3) see that the membership is kept fully informed of the conditions and operations of the MSBR; (4) exercise general supervision over the MSBR and all its activities and members; (5) preside at and attend all general membership meetings and Board meetings and Executive Committee meetings of the MSBR; (6) call special meetings when necessary; (7) appoint committee chairpersons and be ex-officio member of all committees, outline the purpose and duties of these committees, and monitor progress; (8) represent and speak for the MSBR to other organizations and to the public; (9) support and defend policies and programs adopted by the MSBR; (10) promote interest and active participation in the MSBR; (11) sign letters or documents necessary to carry out the will of the MSBR; (12) see that harmony is preserved and that the Bylaws and Policies of the MSBR are enforced; (13) present an annual report at the annual meeting, at the end of the term, or at other appropriate meetings; (14) in cooperation with those in financial responsibility, operate within an annual budget; (15) promote good will, create a favorable public image, articulate the real estate position of the MSBR and develop credibility in matters relating to the real estate industry.

President-Elect: The President-Elect shall automatically succeed to the office of President upon completion of that term. The President-Elect shall take office of the President upon resignation, death, incapacitation, or impeachment of the President and shall complete the remaining term unless otherwise determined by the Executive Committee. The chief duties of the President-Elect are to: (1) assume and perform the duties of the President in his/her absence; (2) represent the President at conferences and meetings when directed to do so by the President or Executive Committee; (3) serve on assigned committees; (4) assist the President in the performance of his/her duties; (5) President-Elect will chair the nominating and awards committees; (6) perform such other duties as may be delegated by the President or the Executive Committee.

Immediate Past President: The Immediate Past President shall automatically have been the preceding President and shall continue to serve on the Executive Committee in a voting capacity and shall aid the Executive Committee, as necessary.

Secretary: The chief duties of the Secretary are to: (1) assist the President (2) perform any other duties as may be delegated to him/her by the President or the Executive Committee (3) take minutes at the Executive Committee and Board of Directors minutes.

Treasurer: The chief duties of the Treasurer are to: (1) assist the President (2) work through the Executive Officer, and in cooperation with the Auditors of the MSBR, see that proper accounting practices are carried out in maintaining the records of the MSBR, reporting to the Board as to the satisfactory condition or otherwise of the books of the MSBR; (3) exhibit books and records to the Board upon demand by the Board; (4) advise the MSBR in regard to financial matters; (5) Chair the Budget Committee; (6) prepare and present statements of condition of MSBR funds when so required and requested by the President; (7) render full annual report at the annual meeting and performs such other duties as may be delegated by the President or the Executive Committee.

Directors: The chief duties of the local Directors are to: (1) attend all Board of Director meetings and Board functions (2) direct committees assigned and serve as a member of committee; (3) report to the President and Board on all Board activities handled by him/her; (4) be responsible for the general conduct of the affairs of the MSBR and assist in enacting such rules and regulations for its government as may be deemed expedient providing that the same shall not be inconsistent with the Bylaws or Policies; (5) see that the membership is kept reasonably and properly informed on all matters of particular interest and concern to the membership in respect to the real estate business; (6) perform such other duties as are prescribed by the President or Board; (7) actively speak to members about the benefits of serving on the Board and on a committee and tap members on the shoulder for leadership.

Executive Officer: The Executive Officer shall be an employee hired by agreement of the Executive Committee and shall conduct the day-to-day business of the MSBR as directed by the Executive Committee and its President. The Executive Officer may assist with committee duties and other activities as directed. The Executive Officer shall keep the records of the MSBR and attend to all necessary correspondence with the National Association of and Maryland REALTORS®, subject to approval of the President; (3) conduct in accordance with the job description outline, currently on file, but not limited to such; (4) present relevant communications to the President and Board of Directors; (5) prepare and schedule meetings and notify all appropriate members of forthcoming regular and special meetings of the Executive Committee, the Board and the General Membership; (6) oversee the proceedings of meetings of committees, members and directors; (7) make sure all correspondence, reports, and documents are properly maintained; (8) have charge of books, records, and papers of the Association; (9) maintain revisions to the Articles of Incorporation, Bylaws, Policies, and Strategic plan and publish and distribute revisions; (10) receive all moneys due to the MSBR, from any source and properly deposit; (11) and receive all moneys due the National and Maryland Association of REALTORS® from members as annual dues, paying the same at the earliest practicable moment; (12) send written notice to all members in arrears for dues, as directed by the Board; (13) issue all certificates appertaining to the business of the MSBR and inform persons accepted to MSBR membership of the fact, and notify rejected applicants; (14) advise officers and directors of their election and notify members of all committees of their appointments; (15) comply with required annual NAR Core Standards; (16) and such other duties as may be required by direction of the President and Executive Committee and as per job description on file.

Article 2. MEETINGS

Section 1. Executive Committee: The Executive Committee shall designate time and place of meetings. Absence from more than **two (2)** regular meetings in a fiscal year, except for an absence due to conducting board business, shall be construed as resignation.

Section 2. Board of Directors: The Board of Directors shall designate a regular time and place of meetings. Absence from more than two (2) regular meetings in a fiscal year, except for an absence due to conducting board business, shall be construed as resignation.

Section 3. General Membership Meeting: The annual General Membership meeting of MSBR shall be held during late summer or fall of each year, the date, place, and time to be designated by the Board of Directors. Meetings of the members may be held at other times, as the President or Board of Directors may determine, or upon the written request of at least 7% of the members eligible to vote.

Section 4. Notice of General Membership Meeting: Written notice shall be given to every member entitled to participate in a meeting at least one (1) week preceding the meeting. If a special meeting is called, the notice shall include a statement of the purpose of the meeting.

Section 5. Quorum

Executive Committee: A quorum for the transaction of business at an Executive Committee meeting shall consist of a majority of the members of the Executive Committee.

Board of Directors: A quorum for the transaction of business at a regular or special meeting of the Board of Directors shall consist of a majority of the Directors.

General Membership: A quorum for the transaction of business at a meeting of the General Membership shall consist of seven (7) percent of the members eligible to vote.

Committees: A quorum for the transaction of business at any meeting of a Committee shall consist of a majority of the designated number of committee members.

Section 6. Committee Attendance: Committee attendance is needed to make quorum. When a member of a committee is absent three times for monthly meetings or two for quarterly meetings, in the fiscal year from regular committee meetings, they may be removed at the discretion of the chairperson.

Section 7. Guests: At Executive Committee and Board of Directors meetings; any member of the MSBR shall be permitted to attend regularly scheduled Executive Committee meetings and Board of Directors meetings as an observer only, unless asked to participate in conversation. Any visiting member will not be eligible to vote and may be asked to leave for discussions held in Executive Session. Guests may be asked to attend to provide committee reports or general information that may aid the Executive Committee and the Board of Directors in decision making.

Section 8. Meeting Minutes

The Executive Officer and/or other appointed person will officiate in keeping correct minutes of all Executive Committee and Board of Directors meetings. The MSBR Secretary, with the Executive Officer, will write and review these minutes prior to distribution. Minutes will be distributed to all Board members at least two business days prior to the next scheduled meeting.

Other committees will designate an appropriate committee member to officiate in keeping ~~correct~~ minutes for committee meetings and will distribute the upcoming agenda and prior minutes at least two business days prior to the next scheduled meeting.

Article 3. FINANCIAL

Section 1: MSBR Financial Policy: The fiscal year runs from November 1st to October 31st.

Section 2: Financial Planning, Reporting & Flow of Office Accounting Procedures

- a. Board accounts must be updated each year for bank account signatures to reflect current President, President-Elect, Secretary, Treasurer and Executive Officer.
- b. Check Writing Authorization: The checking account shall require two signatures for all checks. This shall mainly comprise of the Treasurer and Executive Officer, but other officers shall be able to sign checks as needed or required.
- c. The Treasurer provides the financial report to the Board of Directors at their regular meetings.

Section 3: Investment Policy: The Board of Directors shall direct the Executive Officer on the investments of MSBR savings funds and/or by advice of the accountant to maintaining the non-profit status. Due to the urgency that some Financial Investments require, the Executive Committee (President, President-Elect, Immediate Past-President, Secretary and Treasurer) shall be able to make investment decisions provided there is a 75% majority vote and that the meeting is well and fully documented.

Section 4: Reserve/Contingency Fund: The Board of Directors and Executive Officer shall try to maintain a reserve amount in savings that would equal a fiscal year budget amount to have available as a precaution during economic downturns.

Section 5: Budget Approval: The budget preparation process begins May or June of every year. The Executive Officer shall work with the Treasurer and Budget Committee to prepare the fiscal year budget to present to the Board of Directors for approval no later than September.

Section 6: Revenue & Accounts Receivable

Paragraph 1: The Executive Officer is responsible for and maintains the bookkeeping of the organization, which is not limited to but includes Invoice Preparation, Accounts Payable, Accounts Receivable, Deposits, Purchases, Reconciliation of Accounts, Payroll, Quarterly Payroll Tax Deposits, Filings, W-2 and 1099 preparation and filing.

Paragraph 2: Any non-budgeted purchase of \$500.00 or more must be approved by the Board of Directors prior to purchase.

Paragraph 3: Asset Management and Investments shall be the decision of the Board of Directors on investing the savings of the organization. The Executive Officer shall gather competitive rates of banking institutes to provide to the Board of Directors for final decisions of the placement of the investment.

Paragraph 4: The Board CPA will prepare the Fiscal Year End reports of the association and the Personal Property Taxes. The 990 is available for review to the Board of Directors upon request.

Paragraph 5: To remain in compliance with NAR Core Standards, a Board appointed CPA will conduct a Review of the Books at the conclusion of each fiscal year providing a written Accountant's Review to the Board of Directors with a copy to be kept on file with the Executive Officer for submission in the yearly NAR Core Standards certification process.

Paragraph 6: Payroll & bills shall be paid every other week. The Executive Officer shall maintain the staff timesheets for payroll preparation. The Executive Officer is responsible for seeing that the payroll tax reporting

is sent as required. The Executive Officer shall make sure the W-2s/1099s are provided to employees by January 31 of each year.

Section 7. Dues Billing Approval: Dues billing will be prepared by MSBR staff and distributed to the membership no later than November 1st of each year. MSBR Board of Directors will approve the annual local dues no later than the October Board meeting. The dues billing will include a voluntary RPAC contribution or other items on the dues invoice above the line.

Section 8. Dues Billing

Paragraph 1: Cycle: The MSBR dues billing cycle runs from December 1st to November 31st. Dues for all members will be mailed on the first day of November or the first business day in November. Dues for all members shall be payable annually in advance. A late fee of \$100.00 will be assessed to the agent if dues are not received by the first Monday of January. If dues are not paid by February 1, the member will be terminated. A reinstatement fee of \$150.00 will be assessed if payment is received after February 1. **See Article 1, Paragraph 3-Dues.**

Paragraph 2: Notice to Member: If dues are not paid within thirty (30) days from the date of rendering of such statement, the Executive Officer shall send a further statement of account no later than January 5th, which shall carry the notation "**PENDING DELINQUENT NOTICE**" in red ink to the current address on file by regular mail. The statement shall further state that the failure of the Member to pay the account as rendered by February 1 shall result in automatic expulsion from membership in the MSBR, which termination shall not, however, eliminate any debt due to the MSBR. The delinquent REALTOR® member shall remain terminated until such time as the amount due is paid. Notice of such termination with a copy of the dues section of the Bylaws shall be sent to the delinquent REALTOR® at the current address on file and to the Broker of Record.

Paragraph 3: Waiver Letter: members who are having financial or medical hardship can write a letter to the Board of Directors for a waiver of the \$100.00 late fee. The Board of Directors will vote to determine if the waiver is granted. The waiver extends only until February 1, at which time the agent will need to pay the full dues amount, go into a referral company, or be terminated for non-payment.

Paragraph 4: Dues are the Responsibility of the Broker: In accordance with Article X, Section 2 (a), of the Mid-Shore Board of REALTORS®, Inc Bylaws the designated REALTORS® (Broker) is responsible for the annual dues obligation of each of the sales agents in their firm.

Section 9: Dues Collection

Paragraph 1: The Executive Officer and staff are responsible for dues billing, collection, and deposit of funds.

Paragraph 2: MSBR shall use the NAR e-Commerce System to set up the annual dues billing that enables members to pay dues via credit card using this secure site. Members may pay dues by cash, credit card, check, or money order at the association office. Any member making a cash payment to MSBR shall have a receipt of payment provided to them at the time of the payment. MSBR cannot process dues with multiple credit cards.

Paragraph 3: NAR submits MSBR dues payments via electronic transfer to the MSBR general money market account.

Paragraph 4: Dues payments to NAR shall be made by electronic transfer using the NAR e-Commerce System.

Paragraph 5: Dues payments to Maryland REALTORS shall be made by company check from the MSBR general checking account or through the electronic transfer of funds.

Section 10. Credit Card: The Executive Officer and/or MSBR staff will have a corporate credit card for payment of approved expenses. All receipts and a copy of the statement must be submitted for monthly reconciliation purposes. Personal use of the card is prohibited. Violations will result in disciplinary action, up to and including termination and legal action.

Section 11: Travel Policy and Procedures

Paragraph 1: Timelines: All expenses must be submitted within 14 days of the completed trip. Those submitted after the 14-day period may or may not be approved. In no case will any expenses be reimbursed more than 30 days after the completion of the trip.

Paragraph 2: Receipts: MSBR requires original receipts for all expenses.

Paragraph 3: TRANSPORTATION

AIR – You must reserve coach class reservation. Purchase tickets as far in advance as possible to take advantage of lowest cost fares.

AIRPORT LIMO/TAX/BUS – You will be reimbursed for all MSBR business.

PERSONAL AUTOMOBILE – You will be reimbursed as per IRS Standard rate per mile driven for all MSBR business. The mileage amount paid will be updated ~~as needed~~ to IRS Standards. Parking costs will be reimbursed as incurred. Tolls will be reimbursed as incurred.

Paragraph 3: **LODGING:** Room and tax will be covered for lodging. Use discretion and book rooms at the most cost-effective establishment.

Paragraph 4: TIPS: Actual cost up to \$2.00 per bag for skycap, door attendant and bellman and including all reasonable tips.

Paragraph 5: MEALS AND INCIDENTALS: You will be reimbursed for all meals, including all reasonable tips. Original receipts are required for all expenses.

Paragraph 6: NON-REIMBURSABLE EXPENDITURES: Personal entertainment – i.e., in-room movies and airline headphones. Purchase of books or magazines. Barber or beautician service.

Section 12: Meetings Attendance Policy

President, President-Elect, Executive Officer, and all reimbursed members are expected to attend the meetings, networking events, trade shows, regional caucus and business-related events of the conference or summit. A report of the meetings shall be given to the Board of Directors on significant issues.

This policy outlines reimbursable expenditures for Officers, Executive Officer, and any appointed member whom the Board of Directors designates to travel on behalf of the Board. This policy has been approved by the MSBR to:

- a. Insure compliance with minimum Internal Revenue Service (IRS) requirements.
- b. Insure that members are reimbursed on a fair and equitable basis.
- c. Avoid undue record keeping and reimbursement delays.

MSBR will not reimburse expenses submitted which are not in compliance with IRS requirements or the MSBR Travel Policy (Article 3/Section 11). In those cases where expenses are not reimbursed, a memo will be attached to the reimbursement check indicating how much was not in compliance with the Travel Policy. Traveler will be instructed to resubmit any items to the MSBR Executive Officer or Treasurer, if there are unusual circumstances which make these expenses reimbursable.

Section 13: Financial Information Disclosure: If any member other than a current member of the Board of Directors requests any financial information of MSBR, in addition to the Executive Officer there must be at least one representative from the Board of Directors present for the review.

Section 14. Check Writing Authorization: All checks written on behalf of MSBR will require the signatures of the Executive Officer and a member of the executive committee. The preferred order will be as follows Treasurer, President, President-Elect, Secretary, or Immediate Past-President. Checks for payment of general expenses should be cut bimonthly to coincide with payroll. (See Article 3, Section 2b.)

Section 15. Banking: The Executive Committee shall decide in which bank or trust company the funds of the MSBR shall be deposited and execute the authorization as mentioned under “Check Writing Authorization” Article 3/Section 14.

Section 16. Returned Check Policy: For all returned checks there will be a \$35.00 fee in addition to the fee charged by the bank.

Section 17. Petty Cash: There shall be no more than \$50 cash available for incidentals and the day-to-day operation of the MSBR within the designated office of the MSBR. Such funds shall be accounted for by means of receipts and approved by the Executive Officer and/or Treasurer.

Section 18. Signature Cards/Corporate Resolutions: The Executive Officer shall make available at the beginning of each fiscal year Bank and Investment Signature Cards and Corporate Resolutions to be signed by the appropriate Officers and Executive Officer.

Section 19. MSBR’s Mid-Shore REALTOR Foundation: The Board of Directors of MSBR shall make every effort to contribute \$2,500 to the Mid-Shore Board of REALTORS Foundation each fiscal year.

Article 4. BUSINESS POLICIES & PRACTICES

Section 1. Continuing Education Information: Continuing Education classes are open to all REALTORS regardless of which association they hold membership.

- a) **Attendance:** Mid-Shore Board of REALTORS strictly follows the rules and regulations of the Maryland REAL Estate Commission regarding continuing education.
- b) For In-Person classes, continuing education attendees must be in attendance from the stated starting time to the stated ending time to receive education credit. All participants must provide a picture ID and sign in and out of class to receive credit. Every individual must sign in and out themselves; no one may sign in or out for another person.
- c) For virtual classes, attendees must be in attendance and must have their camera and audio on from the stated starting time to ending time to receive education credit. Attendees must return the e-mailed affidavit to verify identity to be given credit for the class.

- d) **Auditing Courses:** Any non-member attending a continuing education class sponsored by MSBR for CE Credit will be required to pay the appropriate registration fee. If a non-member or member wishes to audit the class, there is no charge if there is room for members. Those auditing do not need to sign in or sign out but do need to follow in-class room requirements.
- e) **Cost of Classes:** There is no charge for MSBR REALTOR members to attend MSBR hosted continuing education classes. The cost for non-members to attend MSBR continuing education classes will be at the discretion of the Education Committee and approved by the Board of Directors. Designations classes or other classes where MSBR pays an instructor, MSBR may charge the member to cover the instructor expenses.
- f) **No Show to Classes:** For MSBR REALTOR members who sign up for a continuing education class but do not show up, do not call in, or e-mail to let staff know they cannot attend may be charged a no-show fee. The agent will not be able to attend other classes or events until the no-show fee is paid in full.
- g) **Monitoring Classes:** The person monitoring classes will verify all participants sign in and out, will make announcements and will uphold all Maryland Real Estate Commission regulations related to continuing education classes.
- h) **On-Line CE Classes:** MSBR uses The CE Shop for their on-line CE provider. MSBR does not control the pricing or the registration of the classes taken with The CE Shop or how The CE Shop reports the classes to the Real Estate Commission.
- i) **Refunds:** Refunds will be given to non-members for cancellations made one week prior to the CE class date or for Association cancellations. If a non-member pays for a class and is unable to attend, if they call in before the class, they will be given credit towards a future CE class. If the student is unable to take a future CE class at MSBR; MSBR will refund the student, the cost of the class minus the credit card fee of \$5.00.
- j) **Reserving Space:** To reserve a seat in a CE class the non-member payment must be made to Mid-Shore Board of REALTORS before they can be registered for the class. Members must also reserve a seat; walk-ins are allowed if there is room but not encouraged.
- k) **Weather Policy:** Classes will be held regardless of the weather if the instructor is able to attend. Any student not able to travel, due to weather or road conditions, can call in for a credit to a future CE class. If the instructor is unable to attend, MSBR will call or e-mail those who have signed up to inform them of the class cancellation.

Section 2. Office Hours and Holidays

Office hours are Monday thru Friday (excluding Holidays) 9:00 a.m. to 5:00 p.m.

Observed MSBR Holidays:

- New Year's Day (January 1).
- Birthday of Martin Luther King, Jr. (Third Monday in January).
- Washington's Birthday (Third Monday in February).
- Memorial Day (Last Monday in May).
- Juneteenth National Independence Day (June 19).
- Independence Day (July 4).
- Labor Day (First Monday in September).
- Columbus Day (Second Monday in October).

- Veterans Day (November 11).
- Thanksgiving Day (Fourth Thursday in November). Plus the Friday after Thanksgiving.
- Christmas Day (December 24 & 25). Plus Christmas Eve

If the holiday falls on a Saturday, the holiday is on Friday; if it falls on a Sunday the holiday is on a Monday.

Section 3. Use of MSBR Office and Equipment

Facilities and equipment of MSBR Inc shall be used for the general purpose of the day-to-day business of MSBR and to enhance the benefits of the general membership. Members who wish to use the facilities and equipment of the MSBR must make a request to do so with the staff or Executive Officer. Any such request may be subject to approval of the Executive Committee and to the payment of a reasonable fee. It is not the policy of MSBR to loan equipment to members for use at other locations.

Section 4. Fiscal Policy

The fiscal and elective year of the MSBR shall be November 1 to October 31st.

Section 5. Media Correspondence

Any articles or press releases for media publication should be approved by the Executive Officer and/or President prior to submission.

Section 6. Solicitations

Solicitations may be presented to the Executive Officer and/or the President and managed as deemed appropriate for the request.

Section 7. Communications Policy

A. Copies of all correspondence between the Local, State and National Associations will be filed at the MSBR office.

B. The Association office will receive and keep copies of all current governing documents of the local, state, and national associations, including bylaws, rules, and regulations as well as the bylaws, rules, and regulations of BRIGHT MLS.

C. The Association will maintain on file a list of all current fees related to Association services.

D. Dates for all functions of the Association will be submitted to the Board of Directors and the membership on a master calendar on or before the first meeting of the newly elected Board of Directors or as soon as practicable. The President and Executive Officer shall establish a master calendar for acceptance by the Board of Directors at the first Board of Director meeting of the new term.

F. All significant incoming/outgoing association correspondence should be forwarded to the President and the Board of Directors, as necessary.

F. All Association written/published materials will emanate through the association office.

G. No member is authorized to generate written material on behalf of the association except through established office procedures.

H. Association stationery use is limited to staff at the association office. Stationery will be made available for use by members only on an approved bases.

I. Confidentiality – Employees will not discuss or disseminate information on the association, its activities or members to members or outsiders (including the media and government officials) without approval by the Executive Officer, except as directly related to their job in providing service to the members (i.e. processing membership, computer access). Violations of this policy will subject employees to disciplinary action, up to and including, immediate discharge. (Certain government representatives such as OSHA and EEOC are privileged to speak privately with any employee but only upon advance notice to the Association).

J. The association membership roster is for the use of real estate-related business only. Members are not to use the contact information of the membership for personal or political reasons. Only members can receive a membership list.

Section 8. Association Contact Information

Written correspondence to the MSBR shall be directed to the Mid-Shore Board of REALTORS®, Inc, located at 8615 Commerce Drive, Suite 2, Easton MD 21601. Other forms of communication may be used are e-mail msbr@msbrmd.com and office phone number: (410) 822-8767.

It is recommended that when using all forms of communication, that all members are courteous and follow appropriate etiquette. It is not the policy of MSBR to provide the e-mail addresses of its members to non-members.

Section 9. MSBR Website

- a. To maintain compliance with NAR Core Standards, MSBR must maintain an interactive website, which is defined as the ability to move between websites and create active links.
- b. Must provide a link (Dispute Resource Center) for access to professional standards enforcement resources which includes arbitration filing processes.
- c. Must maintain links to the websites of the other levels of the association for promotion of member programs, products, and services.
- d. An active link for the public to search for homes for sale on www.realtor.com and the Associations Multiple List Provider website.
- e. An active link to the Maryland and National Associations of REALTORS®
- f. An active link to REALTORS® Property Resource (RPR) for the member

Section 10. Strategic Planning

Each year, The Executive Committee, Board of Directors, Committee Chairs, and staff will be charged with coming together to review the values, mission, and strategic objectives that will guide MSBR for the next three to five years.

During the strategic planning process specific objectives shall be agreed upon and assigned, as appropriately, to the Executive Committee, the Board of Directors, Committee Chairs, or staff. Strategies to accomplish these objectives may be developed during the strategic planning process or by those to whom an objective is assigned.

It shall be the responsibility of those to whom an objective is assigned to develop a plan of action, including a process to monitor progress, for the achievement of each objective. The Executive Committee and Board of Directors shall be kept apprised of progress made in the accomplishment of objectives.

Section 11. Corporate Documents

- A.** To maintain compliance with NAR Core Standards, MSBR shall have all necessary filing of state and federal tax returns completed and filed on or before the due date.

B. MSBR shall maintain a copy of the Certificate of Status of the business on file from the Maryland Department of Assessments and Taxation which means that all documents and fees required by law to be submitted to the Department have been received, and that no other government agency has notified the Department that the entity is delinquent in tax payments.

C. The Resident Agent for the Corporation is the Executive Director and any changes to the Resident Agent must be filed with the State Department of Assessments and Taxation, Charter Division with the filing fee.

Section 12 Condolences Notice Policy

MSBR Staff will make condolence announcements for current members and/or their immediate families (parents and children) and past members (not their families). The request to announce should come from the member or the broker w/ permission from the member as some members do not want us to make these announcements. Condolence cards will be sent to the family of active members only.

ARTICLE 5. MSBR Committees

Section 1. Committee Appointments

The President shall appoint from among the REALTOR® members and the affiliate members, subject to confirmation by the Board of Directors, the following standing committee chairpersons: Inclusion, Diversity, Equity & Accessibility (IDEA), Education, Budget Government Affairs, Membership, and RPAC and any other task force or new committee that may be needed.

The Awards Committee and the Nominating Committee is chaired by the President-Elect, so Board approval of these two chairs is not required.

The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary. All committees shall be of such size and shall have duties, functions, and powers as assigned by the President or the Executive Committee except as otherwise provided in the Bylaws and Policy and Procedure Manual. The President shall be an ex-officio member of all standing committees and shall be notified of their meetings. As ex-officio member, the President has all the rights, responsibilities, and duties of any other member of the committee, including the right to vote.

Section 2. Committee Budgets

Each committee with a line item on the MSBR budget shall be notified of the income and expense amounts budgeted. Each such committee shall develop a committee budget with proposed expenses not to exceed ninety percent (90%) of the total amount allocated in the MSBR budget; the remaining ten percent (10%) to be reserved for contingencies and overruns.

Section 3. Committee Functions

Awards Committee: The Awards Committee shall consist of the President-Elect as Chair, two (2) past MSBR Presidents and at least three (3) at large members with the approval of the Board of Directors. Planning for the Awards Ceremony should begin in January of each year. No one serving on the award committee shall be eligible for an award.

Awards may be given for Life Achievement, REALTOR of the Year, Community Service, Rookie of the Year, and Affiliate of the Year as well as any other award deemed appropriate by the Awards Committee.

The Awards Committee, with prior approval from the Executive Officer, shall have the authorization to purchase and recognize members of the MSBR with plaques, certificates, gifts, and other such appropriate items.

Board of Directors: The governing body of MSBR shall be a Board of Directors consisting of the Executive Committee and five to seven (5-7) additional Directors who shall be a primary or secondary REALTOR® member in good standing. The Board of Directors meets every other month. No more than two affiliate members can serve on the Board at any given time. No more than two agents from the same Brokerage can serve on the Board. See Bylaws Article XI section 4 for more information.

Bylaws Committee: The Bylaws Committee will meet as needed to review the Mid-Shore Board of REALTORS®, Inc bylaws to ensure compliance with National Association of REALTORS® and Maryland REALTORS®.

Budget Investment Committee: The MSBR Treasurer will serve as the Chair of the Budget Investment committee. The Budget Investment committee is responsible for developing the annual budget and overseeing all financial matters. The Budget Investment Committee consists of five to seven members and recommends an annual budget to be voted on by the Board of Directors no later than October.

Downpayment Grant Committee: This committee reviews all downpayment grants submitted to Mid-Shore Board of REALTORS and determines if the grants meet the requirements. This committee can make recommendations for changes to the grant program to the Board of Directors.

Education Committee: The Education Committee shall collaborate with the staff to plan, schedule, and conduct orientation and continuing education and other professional development programs for the general membership.

Executive Committee: Consists of the President, President-Elect, Immediate Past President, Treasurer and Secretary. The Treasurer serves a two-year term. All positions shall be elected for terms of one year. There is no set meeting schedule, and they meet only as needed.

Government Affairs Committee: The Government Affairs is responsible for monitoring legislative affairs, for providing the Board with information on pending legislative issues that may have an impact on real estate and for making recommendations to the Board on appropriate actions regarding pending legislation. The Government Affairs Committee and the RPAC Committee will interview candidates for office within the jurisdiction of MSBR and along with the RPAC Committee, make recommended contributions from available RPAC funds to selected candidates with the Board of Directors approval. The Government Affairs Director is on this committee.

Grievance Committee: Mid-Shore Board of REALTORS is asked to provide REALTORS® to serve on the Maryland REALTORS® statewide Grievance Committee. The Maryland REALTORS® Grievance Committee shall, upon receipt of a properly filed complaint, review all alleged violations of the Code of Ethics to determine if the allegations, if taken as true, might support a violation of the Code of Ethics. The Grievance Committee is required to attend annual training. Please reference the NAR's Code of Ethics manual.

Inclusion, Diversity, Equity & Accessibility Committee (IDEA) The Inclusion, Diversity, Equity & Accessibility Committee supports and promotes diversity, equity, and inclusion within MSBR and the

communities we serve. MSBR will develop and recommend strategies and actions that will identify, engage, recruit and mentor future leaders at local and state levels who represent the diversity of our markets, the membership of our Association and encourage community engagement.

Lockbox Committee/Taskforce: They meet as needed to review the MSBR lock box regulations, propose changes to the Board of Directors and review, and recommend SentiLock lease agreements.

Membership Committee: The Membership Committee shall be primarily responsible for providing various member services and activities to the membership. They shall propose, plan, and oversee the delivery of such services and activities as deemed appropriate on an ongoing basis. They shall endeavor to communicate with both new and existing members to ascertain members' needs and desires to assist the Board in making membership in MSBR relevant and rewarding for all members. The Membership Committee will ensure the MSBR website is up-to-date and that it provides both membership and community elements. The membership is made up of affiliates, as well as REALTORS, so this committee will provide services and exposure for affiliates and REALTORS through free and income generating opportunities. This committee also looks for products, services, events, or ways to enhance the REALTORS® and Affiliates, helping them be more productive and profitable.

Nominating Committee: At least two (2) months before the annual election, a Nominating Committee of not more than nine (9) and no less than six (6) members consisting of the President-Elect as Chairman, two (2) past MSBR Presidents and at least three (3) at large members representing various brokerages, shall be appointed by the President with the approval of the Board of Directors. The Nominating Committee shall select one candidate for each office and one candidate for each place to be filled on the Board of Directors, except for the position of President, which shall automatically be filled by the incumbent President-Elect, and shall be uncontestable.

The Nominating Committee shall not nominate more than two (2) Directors representing the same firm on the Board of Directors. The Nominating Committee shall present the slate of proposed Officers and Directors to the Board of Directors for approval prior to membership notification. No one serving on the nominating committee can run for office or be nominated to fill an open position on the Board of Directors.

The report of the Nominating Committee shall be distributed to each member eligible to vote, at least thirty (30) calendar days preceding the election. Additional candidates for the positions to be filled may be placed in nomination by petition signed by at least 10% of the REALTOR® members eligible to vote. The petition shall be filed with the Secretary, at least fourteen (14) calendar days before the election. The Secretary shall send notice of such additional nominations to all members eligible to vote on the election at least seven (7) calendar days before the election.

Professional Standards Committee: Mid-Shore Board of REALTORS is asked to provide REALTORS® to serve on the Maryland REALTORS® statewide Professional Standards Committee. The Professional Standards Committee shall, upon the receipt of a properly filed complaint, review all alleged violations to determine if a violation has occurred and to recommend action. The Professional Standards Committee is required to attend the annual training.

RPAC Committee: The RPAC Committee is responsible for raising funds to meet or exceed the annual NAR and state goals set for MSBR and for educating the membership on the importance of investing in RPAC. Working with the Government Affairs Committee, this committee will interview candidates for office within the jurisdiction of MSBR and make recommended contributions from available RPAC funds to selected candidates with the Board of Directors approval.

Strategic Planning Taskforce: The strategic planning taskforce/committee meets as needed to review and update the MSBR strategic plan. The Board of Directors are required to review the strategic plan on an annual basis and make changes as needed.

Article 6. ENFORCEMENT & AMENDMENTS

Section 1. Enforcement

It shall be the duty of the Executive Committee to enforce the provisions of the Bylaws, Policies, and the Code of Ethics of the Local, State and National Association of REALTORS®.

Section 2. Whistleblower Policy

A whistleblower as defined by this policy is an officer, director, employee, or member of the [board] who, in good faith, reports an activity which he/she considers to be illegal or dishonest by one or more of the officers, directors or employees of the Board. The whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; appropriate management officials are charged with these responsibilities.

Examples of illegal or dishonest activities are violations of federal, state, or local laws; billing for services not performed or for goods not delivered; and other fraudulent financial reporting.

If an officer, director, employee, or member has knowledge of or a concern of illegal or dishonest fraudulent activity by an officer, director or employee, the officer, director, employee, or the whistleblower is to contact the Executive Officer of the Board or the President of the Board. Any employee who intentionally files a false report of wrongdoing will be subject to disciplinary action including termination of employment. Officers, directors and members will be subject to removal from office and/or a potential REALTOR® Code of Ethics violation.

Whistleblower protections are provided in two major areas – confidentiality and a shield from retaliation. As far as possible, the confidentiality of the whistleblower will be maintained. However, the identity of the whistleblower may have to be disclosed to conduct a thorough investigation; to comply with the law; and to provide accused individuals due process of law. The Board will not retaliate against a whistleblower. This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm. Any whistleblower who believes he/she is being retaliated against must contact the Executive Officer or President of the Board immediately. If the perceived retaliation is by the Executive Officer, the whistleblower must contact the President of the Board. The right of a whistleblower for protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

All reports of illegal and dishonest activities shall be promptly submitted, in writing, to the Executive Officer of the Board who is responsible for investigating and coordinating corrective action, unless the whistleblower is reporting on the activities of the Executive Officer, in which case the written report shall be promptly submitted to the President who shall be responsible for investigating and coordinating corrective action.

Officers, directors, employees, or members with any questions regarding this policy should contact the Executive Officer of the Board.

Section 3. Document Retention Policies

Corporate/Organizational Records		
Incorporation documents including articles of incorporation, bylaws amendments and related documents.	Store in corporate record book	<u>Permanent</u>
Tax-exemption documents including application for tax exemption (IRS Form 1023), IRS determination letter, and any related documents	Store in corporate record book	<u>Permanent</u> Federal law requires copies of these documents to be held at organization's headquarters office. These records must be made available for public inspection upon request.
Board of Directors and Committee meeting documents including agendas, minutes, and related documents	Compile and file records on yearly basis. Store in corporate record book	<u>Permanent</u> Care should be taken to include only necessary information in these documents
Financial Records		
Year-end Treasurer's financial report/statement	Store in corporate record book	<u>Permanent</u>
Treasurer's reports, periodic	Compile and file records On yearly basis	<u>Three Years</u> Store with financial records. Destroy after three years.
Bank Statements, canceled checks, check registers, investment statements, and related documents	Compile and file records on a yearly basis	<u>Seven Years</u> Store with financial records. Destroy after seven years.
Annual information returns (IRS Forms 990)	Federal law requires that the three most recent years returns be kept in the organization's headquarters office and be made available for public inspection upon request.	<u>Seven Years</u> Store with financial records. Destroy after seven years.

Membership Records		
Membership application forms and code of ethics violations	Store in secure file area either on site or off site	Three Years after membership lapses or since last ethics violation

Document Retention Policies: The Code of Ethics & Arbitration Proceedings

Ethics Proceedings: All professional standards records are retained with Maryland REALTORS until the appeal or procedural review period has expired.

Arbitration Proceedings: In arbitration cases, records are to be retained for one year after the award has been paid, absent a threat of litigation. Minimally, all professional standards records should be retained by Maryland REALTORS until the appeal or procedural review period has expired and it is recommended that the final decision of the arbitration Hearing Panels and Board of Directors relative to proceedings be retained permanently in the respondent's membership file."

Limitation on Destruction of Documents: Under no circumstances shall the contents of any file in an ethics or arbitration proceeding be destroyed where the Board or Association has knowledge of any actual or threatened claim, litigation, administrative proceeding, including a pending complaint before the Maryland Real Estate Commission, or investigation and arising out of such ethics or arbitration proceeding, or where the Board or Association has been duly served with a subpoena to produce documents or audiotapes contained in such files.

Section 4: Mid-Shore Board of REALTORS Data & Cybersecurity Policy

Owner: Association Executive (AE)

IT Contact: BDK, Inc. 800-309-0004

Effective date: November 1, 2025

Review cycle: Annually, and after any incident or major change.

1. Purpose

This policy explains how Mid-Shore Board of REALTORS keeps member data, finances, and services safe. It sets the controls the board will use and assigns responsibilities to the board and staff. It defines how the board responds to incidents including required notifications under Maryland law and the Association's backup and recovery goals, should incidents happen. It also describes best practices for on-boarding and off-boarding staff and checking vendor compliance.

2. Who this applies to: Everyone who works with the Associations data or systems: staff, officers, volunteers, contractors, and vendors. It also covers any device (association-owned or personal) that accesses Association email, files, data, or apps.

3. Best Practices for minimum controls

MFA (Multi Factor Authentication) on all important systems when working on non-MSBR systems.

Email; Microsoft 365/Google Workspace; CRM; anything with member or payment data.

Passwords - Use complex passwords. Do not reuse passwords or parts of passwords.

Keep machines protected – Patches are reviewed and applied weekly by BDK, Inc. through tier NinjaOne RMM tool. Anti-Virus is also checked weekly for updates. Anti-Virus scans run daily during overnight maintenance windows. Results are reviewed by BDK staff the following morning.

Backups - Daily cloud backup of shared files and online workspaces. Test a restore every quarter.

Same-day Offboarding - Disable accounts and remove access the day a person leaves or changes roles. Collect or wipe devices.

Incident checklist - Standardize and follow an incident checklist: Report → contain → investigate → recover → notify → review. (See §12 and Appendix D.)

Banking - Never change bank details or wire money based on email or chat alone. Call a known number to confirm.

Training – MSBR to provide best practice training to new hires within 30 days; refresh full staff annually.

4. Roles & responsibilities

Board of Directors - Adopts the policy and provides the budget needed for Cybersecurity.

AE (Policy Owner) - Makes sure the policy is followed; runs training; manages vendors; coordinates incidents. May delegate tasks but remains accountable.

IT Contact - Sets up MFA, backups, and endpoint protection; monitors alerts; helps with incidents and restores data if needed.

All Users - Follow this policy, use strong passwords, use MFA when available, use a password manager, if possible, complete training, and report anything suspicious right away.

5. Data Handling

Store Confidential/Restricted data only in approved systems. Financial information is stored in QuickBooks online. Local files are stored on users' OneDrive (This includes a sync of their desktop and documents folders). File Shares are in SharePoint. Google Workspace is used for historical data.

6. Acceptable use of equipment

The board's equipment is for business use. The board may permit limited personal use through an acceptable use policy if defined.

Do not install unapproved software or turn off security settings.

Do not save confidential or restricted business files in personal cloud drives or on unprotected USB drives.

Only access the data you need for your role.

7. Access, passwords, and MFA

Multi factor authentication is required for email; Microsoft 365/Google; remote access; member records; and any system with Confidential/Restricted data.

Use unique and strong passwords. Password manager is recommended for staff. Do not reuse passwords.

Avoid shared accounts if possible.

Offboarding: Disable accounts and revoke access the same day a person leaves or changes roles.

8. Device security (Association-owned)

Keep automatic updates on; use approved antivirus/endpoint protection.

Full-disk encryption on laptops and mobile devices.

Lost or stolen device? Report immediately so it can be remotely wiped if possible.

Personal devices used for board work must follow these same controls and allow removal of board data upon request.

9. Email, phishing, and web safety

Be suspicious of urgent requests, payment changes, and file-share links.

Verify by phone using a number you already trust before sending money or sensitive data.

Hover over links to confirm destination; do not open unexpected attachments.

Use the Report Phishing button if available and alert the AE/IT Contact.

Perform regular phishing training with staff and/or enact simulated phishing tests.

10. Backups & recovery (Confirm with IT Provider)

Daily backups of shared file storage and core apps.

Microsoft 365/Google Workspace backed up on a schedule (at least daily).

Quarterly restore test: prove you can recover at least one mailbox and one file set.

Target RPO 24 hours and RTO 2 business days for critical services.

RPO: Max data you can lose. Target: ≤ 24 hours.

RTO: Max time to restore service. Target: ≤ 2 business days.

Example: Incident Monday 4:00 p.m. → recover to data ≤ 24 hours old and be back online by Wednesday 4:00 p.m.

Follow 3-2-1 (three copies, two types of media/locations, one offsite) methodology.

11. Vendors & cloud service

Use reputable vendors with written terms. For vendors handling Confidential/Restricted data, obtain:

Confirm they can provide a security summary (e.g., SOC 2 report, security whitepaper, or completed questionnaire)

Review contract terms that cover security, breach notice, support for legal notices, and data return/deletion.

Recheck key vendors at least annually.

12. Incident response

Report immediately to the AE and IT Contact if you suspect phishing, malware, ransomware, lost device, mistaken disclosure, account compromise, or anything unusual.

Report - Tell AE/IT. Capture what you saw and when.

Contain - Isolate affected accounts/devices; reset passwords; turn on/strengthen MFA.

Investigate & remove - Remove malware; block bad senders; close holes. Check malicious mailbox rules, auto-forwarding, and suspicious app consents.

Recover - Restore clean data from backups; validate systems.

Notify - AE coordinates notifications to members, banks, insurers, vendors, and regulators as required by law.

See §13 - Breach notifications.

Review - Within 10 business days, document lessons learned and update this policy or procedures.

13. Breach notifications (Maryland Law)

Maryland law requires notification if the following types of information are disseminated:

Name + SSN, driver's license number, passport number, or other government ID.

Bank or credit card numbers combined with passwords or access codes.

Health information, health insurance policy numbers, or biometric data.

Email address or username combined with password/security question permitting account access.

If personal information of Maryland residents is involved, [Board] will:

Notify affected individuals as soon as reasonably practicable and no later than 45 days after discovery, unless delayed by law enforcement or to scope/restore the incident.

Notify the Maryland Office of the Attorney General (OAG) before sending consumer notices and including the required details.

If a vendor had the breach, the vendor must notify Association within 10 days of discovery and share details needed for notices.

AE will consult counsel and insurers to set timelines, content, and delivery method of any notices and credit monitoring, if appropriate.

This section summarizes requirements under Maryland law. When in doubt, contact counsel.

14. Payments and card data

MSBR does not store credit card numbers or CVV/CVC codes.
Limit staff access to payment systems; review who has access to systems and physical files quarterly.

15. Physical security & paper

Keep network/IT equipment in a locked secure area.
Keep printed Confidential/Restricted information in a secure area.
Shred paper with Confidential/Restricted information.
Log out or lock all workstations when away from desk.

16. Records retention & disposal

Create and follow Association's file retention schedule.
Use secure deletion for sensitive electronic files.
Use vendor-verified destruction when disposing of computers or media.

17. Cyber insurance

MSBR maintains cyber coverage with NAR.

18. Compliance & alignment

Mid-Shore Board of REALTORS aligns its controls with:
National Association of REALTORS® (NAR) guidance on privacy and security.
FTC Safeguards principles.
CIS Controls v8 Implementation Group 1 (IG1) - small-organization baseline.
NIST Cybersecurity Framework
Maryland laws, including breach-notification rules and the Maryland Online Data Privacy Act (MODPA).

19. Enforcement & exceptions

Violations may result in disciplinary action up to termination and/or vendor termination.
The AE may grant a short, written exception with compensating controls. Any exception must include an end date for the exception.

20. Cyber Policy

Date	Version	Description	Approved By
October 15, 2025	1.0	Initial Boilerplate from Maryland REALTORS®	Board of Directors

Check-Lists

Appendix A - New user setup check-list

- ☐ Account created in Microsoft 365/Google with MFA enabled.
- ☐ Add user rights and to groups/shared folders.
- ☐ Establish password manager (recommended).
- ☐ Issue device issued and configure with (updates on; endpoint protection installed; disk encryption).
- ☐ Training assigned (security basics + phishing).

Appendix B - Off-boarding (boilerplate - same day & follow-ups)

Use this checklist for all separations: resignation, retirement, role change, layoff, or termination. For urgent/for-cause exits, complete the Same-day steps immediately and escalate to AE and counsel.

A. Prep (if planned)

- ☐ Confirm last working day/time and who will communicate the change.
- ☐ List all systems, groups, shared folders, and physical access the user has.
- ☐ Identify data to keep and who it transfers to (email, OneDrive/Google Drive, CRM, Online Meetings).
- ☐ Decide mailbox handling (auto-reply, convert to shared, forward to manager, retention/hold).
- ☐ Arrange device return and remote-wipe capability.
- ☐ If related to a security incident, coordinate with counsel and preserve evidence.

B. Same day (mandatory)

Accounts & identity

- ☐ Block sign-in / disable account (Microsoft 365/Google).
- ☐ Reset device password and force sign-out of all sessions.
- ☐ Remove from security groups, shared mailboxes, Teams/Groups/Spaces.
- ☐ Remove from member management software, RAMCO, IMIS, M1.
- ☐ Remove website access.
- ☐ Remove from all paid subscriptions and services.

Email & files

- ☐ Set up auto-reply / forward to supervisor, or convert mailbox to shared and assign rights to supervisor
- ☐ Transfer ownership of SharePoint/OneDrive/Google Drive files to supervisor.
- ☐ Reassign calendar and event ownership.

Devices

- ☐ Collect laptops, desktops, phones, tokens, keys, badges, fobs.
- ☐ Start remote wipe and/or remove from management (after data custody confirmed).
- ☐ For BYOD: remove Association data (managed profile or selective wipe) and document completion.

Finance & payments

- ☐ Remove access to banking/ACH/wire portals and payment processors.
- ☐ Review and lock down wire templates/approvals the user could access.
- ☐ Remove access to payroll/benefits systems.

Physical access & comms

- ☐ Disable door/alarm codes and building access.
- ☐ Update phone/voicemail routing.

Recordkeeping

- ☐ Update the Access Register (who can get to what).
- ☐ Log the offboarding time, actions taken, and any exceptions with due dates.

C. Within 1-2 business days

- ☐ Verify all shared drives/folders are accessible to successors.
- ☐ Confirm vendor access removed (see list below).
- ☐ Validate backups captured the final mailbox and file state.
- ☐ If litigation/records hold is required, apply legal hold/retention and document.

D. 30-day cleanup

- ☐ Review for any lingering access; remove dormant shared credentials.
- ☐ De-provision or archive the mailbox per retention schedule.
- ☐ Close or transfer any remaining vendor licenses; reclaim seats.

[] Update documentation, org charts, and contact lists.

E. System actions (fill-in table)

Category	System/App	Account ID / Email	Action (disable/convert/transfer)	Owner	Date
Identity	Microsoft 365 / Entra ID		Block sign-in; reset pwd; revoke sessions; remove from groups	BDK	
Email	Exchange Online / Gmail		Remove forwarding/rules; convert to shared; auto-reply; hold	BDK	
Files	OneDrive / Google Drive		Transfer ownership to _____; verify access	BDK	
Collaboration	Teams / SharePoint / Google		Remove access; transfer sites/teams ownership	BDK	
Finance	Banking/ACH / Payroll		Remove user; lock templates/approvals	AE	
CRM	Growth Zone		Remove user; reassign records	Growth Zone	
Accounting	Quick Books on-line		Remove user; restrict exports	AE	
Vendors			Remove seat; confirm data return/deletion if needed	AE	

F. Email auto-reply template

Subject: [Name] - change in employment at Association

Thank you for your message. [Name] is no longer with Mid-Shore Board of REALTORS.

For assistance, please contact [alternate contact / team] at [email/phone].

— MSBR

Section 5: Statement of Policy Regarding Conflicts of Interest

Paragraph 1: Purpose of the Statement

MSBR exists to promote the collective interests of its members in order that the members might better serve their clients, customers, and the public interest. As between the Board and its Board of Directors, officers and management employees, there exists a fiduciary duty which carries with it a broad and unbending duty of loyalty. Directors, officers, and employees of the Board have the responsibility and solemn obligation to administer the affairs of the Board honestly and prudently, and to exercise their best diligence, skill, and judgment for the sole benefit of the Board and its members. Directors, officers, and management employees shall exercise the utmost good faith in all actions and conduct in the discharge of their duties and shall not use their positions with the Board or knowledge gained there from for their own direct or indirect personal benefit.

Paragraph 2. Persons Concerned

This policy statement is directed not only to directors and officers, but to all employees of the Board and volunteers acting on behalf of the Board who are able to influence the actions of the Board or its Board of Directors, or to make commitments on their own behalf. This Policy Statement, therefore, is applicable to any person acting on behalf of the Board who makes purchasing decisions; all persons who might be characterized as “Management Personnel;” and all persons who obtain proprietary information concerning the Board.

Paragraph 3. Areas in which conflicts may arise:

Conflicts of interest affecting directors, officers, volunteers, and management employees may occur in any transaction, action or matter involving third parties, including, but not limited to:

- 3.1 Persons or entities supplying goods and services to the Board (including hotels and conference centers).
- 3.2 Persons or entities from which the Board leases property and equipment.
- 3.3 Persons or entities with whom the Board is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other products and services.
- 3.4 Persons or entities paying honorariums or royalties for products or services delivered by the Board or its agents or employees.
- 3.5 Other nonprofit organizations.
- 3.6 Donors and others supporting the Board.
- 3.7 Agencies, organizations and associations that affect the operations of the Board, including local Boards and Associations of REALTORS®.

Paragraph 4. Nature of Direct Conflicts of Interest

A material and direct conflict of interest is defined as an interest, direct or indirect, between any person or entity mentioned in Section 3 and a director, officer, volunteer or management employee, which might affect, or might reasonably be thought by others to affect, the judgment or conduct of a director, officer, volunteer or management employee of the Board. Such an interest might arise through:

- 4.1 Owning stock or holding debt or other proprietary interests in any third party dealing with the Board.
- 4.2 Holding office, serving on the Board of Directors, participating in management, or being otherwise employed (or formerly employed) by any third party dealing with the Board.
- 4.3 Receiving remuneration or anything of value for services with respect to individual transactions involving the Board.
- 4.4 Using the Board’s personnel, equipment, supplies, or good will for other than Board approved activities, programs, and purposes.
- 4.5 Receiving personal gifts, loans, or referrals of business from third parties dealing with the Board. The receipt of any gift is prohibited except those gifts of nominal value. No personal gift of money should ever be accepted.
- 4.6 Obtaining an interest in real estate, securities, or other property that the Board might consider buying or leasing.
- 4.7 Expending staff time during normal business hours for personal affairs or for other organizations, civic or otherwise, unrelated to Board activities and programs.

Paragraph 5. Nature of indirect Conflicts of Interest

Conflicts of interest may also be indirect. A director, officer, volunteer, or management employee will be considered to have an indirect conflict of interest in any entity or transaction if any of the following have an interest in the entity or transaction:

- 5.1 A family member of a director, officer, volunteer, or management employee. (Family members are defined for these purposes as all people related by blood or marriage).
- 5.2 An estate or trust of which the director, officer or management employee or member of his/her family is a beneficiary, personal representative, or trustee.

- 5.3 A company of which a member of the family of the director, officer, volunteer, or management employee is an officer, director or employee or has an ownership or other proprietary interests.
- 5.4 An individual with whom a director, officer, volunteer, or management employee has a close personal or business relationship.
- 5.5 Additionally, an indirect conflict of interest may exist in those cases where an officer or director also serves as an owner, principal, partner or stockholder of a real estate brokerage business or serves as an officer or director of a local Board or Association of REALTORS® while simultaneously serving as an officer or director of the Board.

Paragraph 6. Interpretation of this policy statement

The areas of conflict of interest, as enumerated in Paragraph 3, and the relationships which may give rise to a direct or indirect conflict, as enumerated in Paragraph 4 and Paragraph 5, are not exhaustive. Conflicts might arise in other areas or through other types of relationships. It is the responsibility of all directors, officers, volunteers, and management employees to recognize and identify such additional areas and relationships which may create a conflict of interest. The fact that any one of the relationships described in Paragraph 4 or Paragraph 5 exists does not necessarily mean that a conflict of interest exists, or that the conflict, if it exists, is material enough to be of practical importance, or, if material, that upon full disclosure of all relevant facts and circumstances regarding the relationship that the relationship is necessarily adverse to the best interests of the Board.

Paragraph 7. Disclosure of conflicts of interests and relationships

It is the policy of the Board that the existence of any conflict of interest or any relationships described in Paragraph 4 or Paragraph 5 shall be fully disclosed at the earliest opportunity when such conflict of interest could reasonably be expected to affect the contemplated transactions or action and, in any event, before any final decision as to any contemplated transaction or action is consummated. It shall be the continuing responsibility of directors, officers, volunteers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make full disclosure of such conflict and interests or relationship.

Disclosure should be made to the President (or, if the President is the one with the conflict, then to another officer) of the Board who shall bring all facts and circumstances regarding the disclosure to the attention of the Board of Directors. The Board of Directors shall determine whether a material conflict of interest exists. In the event of a finding of an existing and material conflict of interest, the Board of Directors shall determine whether the contemplated transaction may be authorized as just, fair, and reasonable as to the Board. The decision of the Board of Directors on all such matters shall be in the sole discretion of the directors and shall be determined based upon the best interests of the Board and its purposes. In any such transaction where the Board of Directors of the Board has determined that a material conflict of interest exists, the director, officer, volunteer or management employee with the conflict shall not participate in any capacity, directly or indirectly, in the transaction and shall not participate in any subsequent discussions or vote as to the transaction and shall not attempt, directly or indirectly, to influence the outcome as to the transaction.

Each Board member annually will review and sign the Board of Directors Code of Conduct

Section 6: Statement of Policy Regarding the Duty of Confidentiality

Paragraph 1. Purpose of the policy statement

The MSBR exists to promote the collective interests of its members in order that the members might better serve their clients, customers, and the public interest.

As between the Board and its Board of Directors, officers, designated committee and task force chairpersons, designated committee and task force members and employees, there exists a fiduciary duty which carries with it a broad and unbending duty to maintain the confidentiality of certain matters pending before the Board. Directors, officers, designated committee and task force chairpersons, designated committee and task force members and employees of the Board have the responsibility and the solemn obligation to protect the confidentiality of certain business matters before the Board and to guard against the unauthorized disclosure of confidential facts or actions to third persons except as otherwise required by law.

Paragraph 2. Application

This Statement of Policy is applicable to directors, officers, designated committee and task force chairpersons, designated committee and task force members and management employees of the Board who are involved in or participate in discussions and decisions concerning the business affairs of the Board and, in particular, those discussions and decisions of a sensitive and confidential nature as more particularly set forth in Section 4 of this Statement of Policy. The Board of Directors shall identify and shall designate those committees and task forces to which this Statement of Policy shall be applicable. All such individuals as identified above in this Section 2 and those committee or task force chairpersons and members as designated by the Board of Directors shall be referred to, collectively, as Management Personnel.

Paragraph 3. Duty to protect confidential facts, information, and discussions

Except as otherwise required by law and as required in the exercise and discharge of their duties on behalf of the Board, Management Personnel shall not discuss with or disclose to third persons confidential matters of the Board as defined in Paragraph 4 below other than those Management Personnel involved in the matter and to legal counsel of the Board.

Paragraph 4. Confidential affairs of the Board

To this Statement of Policy, confidential matters of the Board include, but are not limited to, the following:

- 4.1. Code of Ethics and Arbitration Proceedings.
 - 4.1.1. The identity of any party to a past or pending ethics or arbitration proceeding.
 - 4.1.2. Any action taken by the Grievance Committee regarding a pending ethics complaint or arbitration request.
 - 4.1.3. The contents of any complaint or testimony and evidence made or received in a past or pending ethics or arbitration proceeding.
 - 4.1.4. The decision of the Hearing Panel or of the Board of Directors following any appeal.
 - 4.1.5. The discussions or statements made during any deliberations by the Grievance Committee, the Hearing Panel or the Board of Directors following any appeal.
 - 4.1.6. The amount of any award or the nature of any discipline made in a past or pending arbitration or ethics proceeding.
- 4.2. Employment Matters.
 - 4.2.1. The terms and conditions of any employment contract between the Board and Board staff personnel, including the Executive Officer.
 - 4.2.2. The nature of any disciplinary action taken against an employee of the Board.
- 4.3. Board Business Matters - Personnel.
 - 4.3.1. The discussions or statements made regarding candidates for officer or director made during the nomination process.
 - 4.3.2. The identity of any individual being considered as a candidate for officer or director except as reported by the Nominating Committee.

- 4.3.3. Any inquiry as to the interest or availability of a Board member to hold elective office or to be considered for nomination to an elective office in the Board unless authorized to do so.
- 4.3.4. Any statement made by a Board member regarding the qualification or eligibility of an applicant for membership in the Board.
- 4.3.5. Any inquiry, investigation, or discussion regarding improper conduct of an officer, director, or employee of the Board in the performance of his or her duties or the possible removal of such individual from elected office or employment.
- 4.3.6. Any consideration or discussions regarding the suspension or expulsion of an Board member for non-payment of dues, fees, fines or charges or the identity of such members.
- 4.3.7. Statements or discussions regarding the qualifications and selection of Board award recipients including REALTOR® of the Year.
- 4.4. Board Business Matters - Contractual.
 - 4.4.1. The terms and conditions of any bid or proposal made for the providing of goods or services to the Board by prospective service providers or vendors during the bid and selection process.
 - 4.4.2. Consideration and discussions relating to the possible termination of or non-renewal of existing contracts or relationship between the Board and third-party service providers or vendors including professional service providers.
- 4.5. Legal Matters.
 - 4.5.1. Any discussion regarding actual or threatened litigation against the Board and the legal strategy in defending against such litigation including any discussions, correspondence and documents otherwise protected by the attorney-client privilege.
 - 4.5.2. Any consideration of or discussions regarding the possible or actual institution of legal action by the Board and the legal strategy in maintaining such action including any discussions, correspondence or documents otherwise protected by the attorney-client privilege.
 - 4.5.3. Any advice of legal counsel advising that the Board, its officers, directors, agents, and employees have or are considering the commission of an illegal or impermissible act or activity.
- 4.6. Other Designated Confidential Matters.

Any matter, fact, information, consideration, or discussion designated, from time to time, by the Board of Directors, President, President-elect, or Committee Chairperson as being confidential.

Paragraph 5. Subscription

All Management Personnel as defined in Paragraph 2 of this Statement of Policy shall be required to read and to subscribe to this Statement of Policy prior to the commencement of his or her duties on behalf of the Board. Management Personnel who initially subscribe to this Statement of Policy shall not be subsequently required to re-subscribe annually or to re-subscribe whenever he or she undertakes a different duty or office or undertakes multiple duties or assignments on behalf of the Board so long as he or she has acted in the capacity of Management Personnel on a continuous basis since the initial subscription to this Statement of Policy. Any individual who ceases to function as Management Personnel for a period of one (1) year or more shall be required to read and re-subscribe to this Statement of Policy prior to the commencement of his or her duties as a subsequent Management Personnel.

Section 7: Statement of Policy Regarding Anti-Trust

Paragraph 1: Purpose of the Statement

The Board provides a forum for exchange of ideas by members in a variety of settings including its annual meeting, educational programs, committee meetings, and board meetings. The Board of Directors recognizes the possibility that the board and its activities could be viewed by some as an opportunity for anti-competitive conduct, or Conflict of Interest.

MSBR requires each Board member annually to sign the Antitrust, Conflict of Interest and Confidentiality Policies and to comply strictly in all respects with these policies.

All members, who are by policy also members of MAR and NAR are governed and must abide by this policy and as members, are subject to any penalties that might be imposed by disregarding this policy. The Antitrust, Conflict of Interest and Confidentiality Policies, as designated by the Board of Directors, will be reviewed, and amended as needed periodically.

Form # 1 Agreement to Service

Mid-Shore Board of Directors Code of Conduct

Members of the Board (including ex officio members of the Board) shall, always, abide by and conform to both the letter and the spirit of the following Code of Conduct in their capacity as Board Members.

1. Each member of the Board of Directors will abide in all respects by the Mid-Shore Board of Directors Code of Conduct and all other rules and regulations of the Association (including but not limited to the Association's Articles of Incorporation and Bylaws) and will ensure that their membership (or the membership of the entity for which they serve as officer, director, employee, or owner, as the case may be) in the Association remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide or cause to provide the full cooperation of the Association when requested to do so by those institutions and persons in authority as are required to uphold the law.
2. Members of the Board of Directors will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence.
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential or proprietary information related to the affairs of the Association. Board members will have access to confidential, proprietary information during such service as Director on the Board of Directors and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors.
4. Members of the Board of Directors will neither use for their personal benefit without the prior written consent of Mid-Shore Board of REALTORS nor disclose to any other person or entity, other than in the conduct of business on behalf of Mid-Shore Board of REALTORS any confidential or proprietary information concerning Mid-Shore Board of REALTORS or its operations, including but not limited to, any matters relative to code of ethics or arbitration proceedings before Mid-Shore Board of REALTORS any employment or employee matters affecting Mid-Shore Board of REALTORS, including its Chief Executive Officer ("CEO");

any matters relative to candidates for Mid-Shore Board of REALTORS elective office, any inquiry, investigation or discussions regarding the improper conduct of an officer, director or employee of Maryland REALTORS®, or the removal of such individual from elected office or employment; any existing or proposed contractual agreement(s), or termination thereof, by Mid-Shore Board of REALTORS for product(s) or service(s); any legal matter affecting Mid-Shore Board of REALTORS or any other such matters as shall from time to time be designated by the President of Mid-Shore Board of REALTORS, the Board of Directors, Executive Committee, or Committee(s), ad hoc or task force(s) chairperson(s).

5. Members of the Board of Directors will exercise proper authority and good judgment in their dealings with Association staff, suppliers and the public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner.

6. No member of the Board of Directors will use any information provided by the Association or acquired because of the Board member's service to the Association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse Association property or resources and will always keep the Association's property secure and not allow any person not authorized by the Board of Directors to have or use such property.

7. Each member of the Board of Directors will use his or her best efforts to regularly participate in professional development activities and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight.

8. Upon termination of service, a retiring Board member will promptly return to the Association all documents, electronic and hard files, reference materials, and other property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities. Such return will not abrogate the retiring Board member from his or her continuing obligations of confidentiality with respect to information acquired because of his or her tenure on the Board of Directors. If it is not feasible or possible to return such materials, such as with certain electronic files, the Board member shall provide the Association with a Certificate of Destruction confirming that any such records have been destroyed.

9. The Board of Directors dedicates itself to leading by example in serving the needs of the Association and its members, and in representing the interests and ideals of the real estate industry at large.

10. No member of the Board of Directors shall persuade or attempt to persuade any employee of the Association to leave the employment of the Association or to become employed by any person or entity other than the Association. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Association to terminate, curtail or not enter into its relationship to or with the Association, or to in any way reduce the monetary or other benefits to the Association of such relationship.

11. The Board of Directors must always act in the best interests of the Association and not for personal or third-party gain or financial enrichment. Board members will be considered to have a conflict of interest whenever that Board member:

- A. Is a principal, partner or corporate officer of a business providing products or services to Mid-Shore Board of REALTORS or in a business being considered as a provider of products or services, or

- B. Holds a seat on the Board of Directors of the business unless the person's only relationship to the business is service on such Board of Directors as a Mid-Shore Board of REALTORS representative, or
- C. Holds any ownership interest in such business.

I certify that, to the best of my knowledge:

- A I have no conflict of interest with respect to any of Mid-Shore Board of REALTORS business activities.

OR

- B I have or may have conflicts of interest with respect to the Mid-Shore Board of REALTORS business activities as described below:
-

I certify that, to the best of my knowledge:

- A I have no ownership interest, financial interest or other interest in any entity currently providing product(s) and service(s) to Mid-Shore Board of REALTORS offering competing product(s) or service(s) as those offered by Mid-Shore Board of REALTORS or any entity which Mid-Shore Board of REALTORS is actively considering to provide such product(s) or service(s);

OR

- B I hereby disclose the following entity or entities in which I have an ownership interest, financial interest or other interest requiring (or potentially requiring) disclosure:
-

12. When encountering potential conflicts of interest, Board members must immediately disclose their interest prior to Board or any other Association discussion pertaining to the business or any of its products or services. Such Board member will identify the conflict and as required, remove themselves from all discussion and voting of the matter, including votes to block or alter the actions of the Board to benefit the business in which they have an interest. Specifically, members of the Board of Directors shall:

- Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of the Association; while the receipt of incidental personal or third-party benefit may necessarily flow from certain Association activities, such benefit must be merely incidental to the Mid-Shore Board of REALTORS' primary benefit to the Association and its purposes.
- Not abuse their Board membership by improperly using their Board membership or the Association's staff, services, equipment, resources, or property for their personal or third-party gain or pleasure and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends.
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor

with respect to matters pertaining to the Association without fully disclosing such items to the Board of Directors;

- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect the Association;
- Provide goods or services to the Association as a paid vendor to the Association only after full disclosure to, and advance approval by, the Board, pursuant to any related procedures adopted by the Board.

13. Mid-Shore Board of REALTORS is committed to providing a productive and welcoming environment that is free from discrimination and harassment. Board members are expected to act with courtesy and mutual respect and shall:

- Not engage in or facilitate any discriminatory or harassing behavior, whether sexual or otherwise, directed toward Association staff, members, officers, directors, committee chairs or committee members, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association; and
- Report to the CEO any incident of harassment, discrimination or other inappropriate behavior which violates the Association's Harassment and Discrimination Prevention Policy, regardless of whether you experienced or witnessed such incident(s). In the event the alleged harassment, discrimination, or inappropriate behavior is based, in whole or in part, upon the actions of the CEO, such incident(s) shall be reported to the President of the Association.

As a member of the Board of Directors of Mid-Shore Board of REALTORS for the 2022 elective year, I hereby acknowledge my receipt of a copy of the above Agreement and Code of Conduct and agree to subscribe to said Agreement and Code of Conduct.

President _____

President-Elect _____

Immediate Past President _____

Treasurer _____

Secretary _____

Directors:

1. _____

2. _____

3. _____

4. _____

5. _____

6. _____

7. _____

8. _____