

STANDING RULES OF THE BUFFALO NIAGARA ASSOCIATION OF REALTORS[®], INC.

* denotes Bylaws - (cannot be changed except with a Bylaw change)

January, 2015

I. AMENDMENTS OR CHANGES

These Standing Rules may be revised, amended, changed, suspended or deleted at any meeting of the Board of Directors, by majority vote of the members present, provided a quorum is present.

II. POLICY OR ACTION ITEMS

Policy items and/or action items pertaining to policy voted on by the Board of Directors shall automatically become standing rules upon adoption, unless otherwise specified. Such items should be distributed to the Board of Directors as an addition to their Director's Manual and/or through the BNAR website at www.bnar.org.

III. DUTIES OF THE EXECUTIVE COMMITTEE

Duties of the Executive Committee shall be defined in the Bylaws of the Buffalo Niagara Association of REALTORS[®] and shall:

- A. Meet a minimum of four times per year.
- B. Review all audited treasurer's reports and financial statements.
- C. Review and present all contracts and/or agreements for over \$5,000 which shall bind or attempt to bind this organization, to the Board of Directors.
- D. Review and approve payment of unallotted incurred expenses of officers, directors or chairperson (any bill that is over the allotted budget for that function).
- E. Review and present to the Board of Directors the deletion of any standing committee/changes in established format or policy.
- F. To serve as part of the Finance Committee of this Association.
- G. * To insure that the Bylaws and Standing Rules of the association are reviewed annually and present, if necessary, to the Board of Directors and general membership.

IV. DUTIES OF THE BOARD OF DIRECTORS

Duties of the Board of Directors shall be defined in the Bylaws of the Buffalo Niagara Association of REALTORS and shall:

- A. To give final approval on the year's calendar of events.
- B. To give final approval on all new projects, programs and/or standing committees.
- C. To give final approval on the year's annual proposed budget.
- D. To give final approval of deletions of any projects, programs and/or standing committees.
- E. To give final approval of any changes of established format or policy.

- F. To give approval on all changes to the bylaws; including those mandated by NAR
- G. To give final approval on all changes to the Standing Rules.
- H. To give final approval on sale items and/or fund-raisers bearing the name of this organization.
- I. To give final approval on solicitations for co-sponsorships bearing the name of this association.
- J. To give final approval on non-budgeted donations and/or solicitations requested from this association.
- K. To give approval on all agreements and/or contracts which shall bind or attempt to bind this association.
- L. To give final approval on all forms bearing the name of this organization.
- M. To give final approval on all monies deemed necessary for special committees and/or functions of this association, above and beyond what has been budgeted.
- N. To give final approval on Honorary Membership to this organization with a two-thirds (2/3) vote.
- N. To give final approval on all directors appointments and assignments or Chairpersonships.
- O. To sign the Board Members' Statement of Responsibilities and Conduct, Policy Regarding Confidential Information (2012), the Association Anti-Trust Compliance Policies and Procedures annually and the AntiTrust Avoidance Sign In Sheet at each meeting of the Board of Directors, 2005. Note: The forms are part of the Standing Rules and are listed in the Directors Manual and on the BNAR website.
- P. To attend all Association sponsored events, whenever possible. 2006

V. DUTIES OF OFFICERS

The duties of the officers shall be such as their titles, by General Usage, would indicate and such as may be assigned to them by the Board of Directors and as follows:

A. President (or Chairperson of the Board) shall:

1. Supervise and coordinate the affairs and activities of this Association.
2. Plan and prepare an agenda and preside at all Board of Directors, Executive/Finance Committee, general membership and special meetings of this Association.
3. Appoint all committee chairpersons and all vacancies in other offices, with the approval of the Board of Directors.
4. Sign checks in the absence of the Secretary/Treasurer.
5. Be empowered to act, with the consent of the Executive Committee, in minor matters when it is not possible to present the matter to the Board of Directors.
6. Be responsible for all officers, all directors, all chairmen and all committees.
7. Attend all meetings, functions and events of this Association whenever possible.

8. Attend all meetings of the National and State Association of REALTORS® whenever possible.
9. Be a voting delegate at the National Association of REALTORS® Annual Meeting. 2006
 - (a) In the event that the President is unable to attend the NAR annual meeting, the President-Elect shall be our association delegate. 2006
 - (b) In the event that the President and the President-Elect are unable to attend the NAR annual meeting, the president, with the approval of the Executive Committee, shall appoint an alternate delegate to represent our Association providing the alternate is a member in good standing of our Association. 2006
10. Be a voting delegate at the New York State Association of REALTORS® Annual Meeting. 2006
11. Appoint additional New York State Delegates and Alternate Delegates, if needed, to fill our Associations full representation at the New York State Association of REALTORS® Delegates Meeting each year. 2006
12. Be an ex-officio member of all committees of this Association, except the Nominating Committee and the Chief Executive Officer Review Committee.
13. Call special meetings of the membership, Board of Directors, Executive or Finance Committee, if deemed necessary, as outlined in the Bylaws.
14. The President may assign a past president to a new director as a mentor.
15. Perform such other duties as pertinent to the office.

B. President Elect (or Chairperson Elect) shall:

1. * Automatically assume the office of President, upon completion of the President's term.
2. Assume the office of President in the event that it becomes vacant.
3. Assume all duties of the President in the event of a vacancy or disability of the President.
4. Preside at all meetings of this Association in the absence of the President.
5. Work with the President on all affairs and events of this Association.
6. Shall each year appoint all committee Vice-Chairpersons.
7. Attend all meetings, functions and events of this Association whenever possible.
8. Attend all meetings of the National and State Association of REALTORS® whenever possible.
9. Receive additional duties at the discretion of the President.
10. Prepare the incoming Annual Budget with the aid of the Chief Executive Officer and Secretary/Treasurer, to be presented each year to the Board of Directors prior to assuming the Office of President.

C. Secretary/Treasurer shall:

1. Report at all meetings on the finances of this Association.
2. Signs checks for this organization along with the Chief Executive Officer and/or assigned staff.
3. With the aid of the President and Chief Executive Officer, prepare the yearly budget.
4. Attend all meetings, functions and events of this Association, whenever possible.
5. Preside at all meetings of this Association in the absence of the President and President-Elect.
6. Inform the Executive Committee and Board of Directors of over-budget expenses.
7. Inform chairpersons and/or committees periodically during the year of budget maintenance.
8. At the end of the term of office, have the books audited annually by a CPA designated by the Executive Committee.
9. Receive additional duties at the discretion of the President.

D. Vice President shall:

1. Attend all meetings, functions and events of this organization, whenever possible.
2. Preside at all meetings of this Association in the absence of President, President-Elect and Secretary/Treasurer.
3. Receive additional duties at the discretion of the President.

E. Chief Executive Officer shall:

1. Responsible for the overall administration and operation of the Associations employees and independent contractors and their respective activities.
2. Perform other such duties as may be delegated by the President and/or Board of Directors and all other duties usual to such an office.
3. Signs checks of this Association, with the Secretary/Treasurer, whenever possible.
4. Attend meetings, functions and events of the Association whenever possible.
5. Attend all National and State Association of REALTORS[®] meetings, whenever possible in accordance to his or her contract.
6. Receive compensation per signed contract as approved by the Board of Directors.
7. Not have a Real Estate License or Broker's License and shall not be connected with any real estate firm.
8. Not sign contracts for this Association without approval of the Board of Directors.

VI. MEETINGS

A. Board of Director Meetings:

1. * Board of Directors meetings will be held on the fourth Wednesday of each month unless a conflict forces a change of date. Meetings will begin promptly.
2. * The President shall select the location of the meetings.
3. * Each Director will be notified by the Association as to the time and location of each meeting.
4. * There shall be a written planned agenda at all meetings mailed, faxed/e-mailed to each director, including action items, seven (7) days prior to the Board of Directors meeting.
 - a. Emailed Director packets will consist of the meeting date, time and place, agenda, minutes of the previous meeting, financials and proper recommendation forms for action items, (and any other information germane to the impending meeting). If printed, packets will be duplicated double-sided when possible.
2006
5. * The meeting will be conducted according to Robert's Rules of Order Newly Revised and the Bylaws of the Buffalo Niagara Association of REALTORS[®], Inc.
6. * A quorum for the transaction of business at a Board of Directors meeting shall consist of a majority of the voting members of the Board of Directors.
7. * Voting shall be by voice vote or a show of hands, unless otherwise voted on for secret ballot.
8. ***Action by the Board in Lieu of a Meeting**
 - a. Any reference in these Bylaws to Association action to be taken by the Board of Directors shall mean such action at a meeting of the Board of Directors, or upon unanimous consent without a meeting.
 - b. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or committee shall be filed with the minutes of the proceedings of the Board of Directors or committee, as the case may be. Written consents from the members of the Board of Directors or of Association committees may be in the form of signed writing or via electronic mail with electronic signatures as authorized by applicable law, delivered to the Secretary-Treasurer of the Association, if an action by the Board of Directors, or the Chair of the committee if an action of an Association committee. Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board of Directors or committee by means of a conference telephone, video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- c. Except as otherwise provided in these Bylaws or by applicable law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the action of the Board of Directors.
- d. As used in these Bylaws, "entire Board of Directors" means the total number of directors entitled to vote which the Association would have if there were no vacancies or absences from the meeting of the Board of Directors, and not just a quorum of directors.
- e. Except upon motion duly adopted by the Board of Directors for a roll call or secret ballot, directors shall regularly vote by voice vote or show of hands at each meeting.

If action is required in lieu of a meeting, it shall include:

- a. The date and time for the response vote shall be established and included in the telefax and/or e-mail vote notice
 - b. The date and time for the response vote shall not be changed once established. A minimum of 24 hours notice is required for the vote deadline.
 - c. All votes shall be saved in writing or print to be included in the permanent record of the minutes for the next Board of Directors meeting.
 - d. The President and/or President-Elect and/or the Chief Executive Officer shall notify all members of the Board of Directors of the outcome of the vote, immediately after the time limit of the vote expires.
9. * Non Board members may attend the Board of Directors meetings at the discretion of the President. Program or guest speaker, if any, may be placed on the agenda at the discretion of the presiding officer.
10. The order of business at all general membership, Board of Directors and special meetings, unless otherwise specified, shall be as follows

AGENDA

- I. Call to Order
- II. Agenda Approval
- III. Minutes of the Previous Meeting
- IV. Financial Report
- V. Action Items for Directors
- VI. Consent Agenda
- VII. Committee Reports
- VIII. Old Business
- IX. New Business
- XI. Adjournment

11. **Action Items**

- a. Those Motions or Actions Items which would require a modification of Board policy, rules or regulations or would change in any way the current method of operation of the Association, will be listed under a separate heading entitled "Action Items."
- b. New programs, projects, and committee requests shall be listed as action items.

- c. Action items must be submitted to the President and Chief Executive Officer prior to the Executive Committee Meeting each month in order to be placed on the agenda for the Board of Directors meeting
- d. It is the Chairperson of each committee's responsibility to ask for action items to be placed on the agenda for the Board of Directors meetings.
- e. The action item must be submitted on the proper committee recommendation form, either written or approved by the Chairperson, and given to the staff advisor to be placed on the agenda.

12. Reports and Minutes

- a. Association staff will prepare a written copy of minutes for all committee meetings. The minutes will cover all major items of discussions which took place at that particular meeting including all motions and action items and to be communicated to the Board of Directors. The Committee minutes will be filed at the Association office. 2006
- b. All minutes shall be signed by the Chairman/Vice-Chairman or member serving on the committee. 2004
- c. All minutes of the Board of Directors meetings shall be signed by the President and/or President-Elect and shall include any attachments that were voted on (ie. Budget, travel policy etc). 2011

13. Attendance

- a. Directors shall be considered absent, if he or she does not call the BNAR prior to missing the Board of Directors meeting.
- f. * Absence from three (3) consecutive Board of Directors meetings without an excuse deemed valid by the Board of Director shall be construed as a resignation there from.

14. Past Presidents

- a. * Per the Bylaws of the BNAR, Past Presidents active in real estate in good standing and whose financial obligations to the Association are paid in full have the right to attend Board of Directors meetings. They have the right to receive minutes, financial records and confidential material, Directors packets and have the right to limited debate. Past Presidents cannot make motions and shall not have the right to vote.

Note: Any Past President serving as a Director elected and/or appointed shall have all the privileges of the Directors.

15. Confidentiality Forms, Solidarity and Conduct

- a. The Board Members' Statement of Responsibilities and Conduct, the Policy of Confidential Information (2012), and the Association Antitrust Compliance Policies and Procedures will be signed annually by all the members of the Executive Committee, Board of Directors and Past Presidents attending BNAR Board of Directors meetings and the AntiTrust Avoidance Sign In Sheet at each meeting. 2005.
- b. Solidarity - as a governing entity of the Association, it is our responsibility to vote on issues that make our association effective and strong and in our member's best interest. However, from time to time votes may be unanimous and other times the vote may be split. Whatever the outcome on a specific issue, it is important to note that when the vote has concluded, regardless of the way an individual may have voted, it is the entity that approved or denied an issue and when we leave the Board room we are unanimous in our decisions. 2006
- c. Conduct - the image of the BNAR is portrayed by every Director's dress and conduct and either strengthens or weakens the Association's professional image. While at Board of Directors meetings, or on office travel of the Association where one may be recognized as a Director of BNAR, it is expected that Directors will exercise maturity, professionalism and good judgment in appearance and action. 2006

Note: Standing Rules on Policy and Procedures for Board of Directors meetings are found in the Directors Manual and on the BNAR website.

B. Executive Committee Meetings

1. * Executive Committee meetings shall be held at a time and place to be determined by the President or President Elect.
2. Meetings will begin promptly.
3. * Each officer and presidential advisor will be notified by the Association as to the time and location of meetings.
4. * The meeting will be conducted according to Robert's Rules of Order Newly Revised and the Bylaws of the Buffalo Niagara Association of REALTORS[®], Inc. and the same agenda as the Board of Directors meeting.
5. * Officers shall be considered absent, if he or she does not call the Association prior to missing the Executive meeting.
6. * Absence from three (3) consecutive Executive Committee meetings without an excuse deemed valid by the Executive Committee shall be construed as a resignation therefrom.
7. * A quorum for the transaction of business at an Executive Committee meeting shall consist of a majority of the voting members.
8. * Executive Committee meetings shall be closed to everyone except members of the Committee, unless invited by the president or acting president.
9. * Voting procedures shall be the same as those of Board of Directors meetings.

10. All minutes of the Executive Committee shall be signed by the President and/or acting President.
11. To serve as part of the Finance Committee of the Association.

12*Action by the Officers in Lieu of a Meeting

- a. Any reference in these Bylaws to Association action to be taken by the Executive Committee shall mean such action at a meeting of the Executive Committee, or upon unanimous consent without a meeting.
- b. Any action required or permitted to be taken by the Executive Committee thereof may be taken without a meeting if all members of the Officers or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Executive Committee shall be filed with the minutes of the proceedings of the Executive Committee. Written consents from the members of the Executive Committees may be in the form of signed writing or via electronic mail with electronic signatures as authorized by applicable law, delivered to the Secretary-Treasurer of the Association, if an action by the Executive Committee. Any one or more members of the Executive Committee may participate in a meeting of such by means of a conference telephone, video conference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- g. Except as otherwise provided in these Bylaws or by applicable law, the vote of a majority of the Officers present at the time of the vote, if a quorum is present at such time, shall be the action of the Executive Committee.
- h. As used in these Bylaws, "entire Executive Committees" means the total number of officers entitled to vote which the Association would have if there were no vacancies or absences from the meeting of the Executive Committee, and not just a quorum..
- i. Except upon motion duly adopted by the Officers for a roll call or secret ballot, Officers shall regularly vote by voice vote or show of hands at each meeting.

If action is required in lieu of a meeting, it shall include:

- a. The date and time for the response votes shall be established and included in the telefax and/or e-mail vote notice.
- b. The date and time for the response vote shall not be changed once established. A minimum of 24 hours notice is required for the vote deadline.
- c. All votes shall be saved in writing or print to be included in the permanent record of the minutes for the next Executive Meeting.
- d. The President and/or President-Elect and/or Chief Executive Officer shall notify all members of the Executive Committee the outcome of the vote immediately after the time limit the vote expired.

C. Annual/General Membership Meetings

1. The annual meeting of the members of this Association shall be held in October of each year, or such other month, at a time, date and place to be designated by the Board of Directors. The annual election of Association directors shall take place at such meeting and considered such other matters as the Association members and/or Board of Directors may determine.
2. Voting shall be the same as those of the BNAR Board of Directors meetings, except for Elections of Directors.
3. Only BNAR REALTOR[®] members, as defined in the BNAR Bylaws, may vote.
4. Annual/General and or special meetings of this Association may be held at a time and date as the President and/or the Board of Directors may determine, or upon the written request of at least twenty (20%) percent of the Association members eligible to vote.
5. * Annual/General membership meetings will be open to all members of the Association.
6. Minutes of the Annual/General Membership Meetings shall be signed by the President or President-Elect and distributed to the Board of Directors at the next Board of Directors meeting following the General/Annual Membership Meeting.

VII. ELECTIONS

A. Election of Directors

1. The election of Directors shall be as stated in the Bylaws
2. * The Nominating Committee shall notify the membership that it is accepting requests from eligible members wishing to run for the Board of Directors and establish the deadline for submitting such requests.
3. * REALTOR[®] members wanting to run for BNAR Director shall submit the BNAR Nomination Form to the BNAR Nominating Committee by the published deadline.
 - a. Minimum qualifications to run for BNAR Director are both as follows:
 1. The individual shall be a member of BNAR for a minimum of three (3) years.
 2. The individual shall have served on at least two (2) BNAR Committees.
4. A BNAR Director Nomination Form was adopted 5/05. Completed copies of the Nomination Forms will be distributed to the Nominating Committee each year. The forms will be filed at the BNAR.
5. The Nominating Committee shall have full authority to accept or reject requests from members wishing to run for director.
6. * The Nominating Committee shall present to the membership, no later than ten days (10) prior to the election meeting a slate of at least one candidate for each vacancy on the board of directors to be filled each year.
7. The Agents' Day location each year, whenever possible, will be a valid voting place for voting members, who have paid for the Agents' Day event, if there is a charge for this event.

Note: If Agents' Day is a free event, any REALTOR® members may attend and vote as long as they are pre-registered.

8. * A valid ballot for the election of REALTOR® Directors must contain at least three votes, but no more than four.
9. * Directors at Large. Each year there shall be Director at Large positions on the Buffalo Niagara Association of REALTORS® Board of Directors. These positions shall be given to the REALTOR® member firms that have ten (10%) percent or more of total REALTOR® and REALTOR-ASSOCIATE® members in the Buffalo Niagara Association, as of September 1 of the previous calendar year. There shall be no more than one position per member firm that qualify.
10. * The Directors at Large shall be the broker/owner or an officer of the said firm providing he or she is a REALTOR® member.
11. * The term for Directors at Large shall be one (1) year.
12. * The Directors at Large shall have all the rights and privileges, as the elected Directors, including the right to vote and hold office.
13. * Each year the broker/owner of the firms entitled to the Director at Large positions shall designate, who will serve as the Director at Large. Such designation shall occur ten (10) days prior to the annual election meeting, upon receipt of written designation form from the Nominating Committee.
14. *Regional Director. The current termed BNAR President may, at his or her discretion, appoint one or more REALTOR® members as a director of this Association's Board of Directors as a "Regional Director" with approval of the Board of Directors (usually at the beginning of each year.)
15. *Regional Directors for established Chapters of this Association shall be appointed by the President in accordance with the guidelines of that Chapter which is part of the Appendix of these Bylaws.
16. * The Directors at Large and Regional Director, if one, shall be announced at the election meeting each year with the elected Directors.
17. *The election of directors shall be held at the annual meeting or any special meeting of the members of this Association, which shall take place at a date, time and place specified by the Board of Directors.
 1. *Votes shall be cast by any eligible member, in person or by proxy, including electronic proxy, which designates the Chair of the Election Committee to act for such member by proxy. Such proxy shall also instruct the Chair of the Election Committee to cast his/her ballot at the annual meeting and election of directors in the name of the candidates designated by the member.
 2. *Proxy voting shall be allowed beginning one (1) week prior to the annual meeting and election of directors.

3. *The Chair of the Election Committee shall cast all proxy votes as directed by each member and tally the results at the annual meeting and election of directors.
 4. *The method of proxy and/or electronic proxy voting shall be determined by the Board of Directors.
 5. *The Chair of the Election Committee shall declare voting closed at the annual meeting and election of directors at the published time determined by the Board of Directors.
 6. *Voting cannot be reopened for members once declared closed.
- i. *The President shall appoint an Election Committee of at least three (3) REALTOR[®] Members to conduct and supervise the election of Directors.
 - j. *A ballot for the election of REALTOR[®] Directors must contain at least three votes, but not more than four, to be considered valid.

Note: The BNAR Nomination Form shall be used for BNAR Directors/Officers and New York State Directors. This form is part of the Standing Rules.

B. Director Election Guidelines

1. Campaigning before and during the election is encouraged except at the BNAR Office. No campaigning will be permitted at the Association Office or at Agents' Day within 100 feet of the BNAR voting area.
2. Each candidate is allotted space in the special election newsletter. 2005
3. Materials distributed at the election meeting, not at Agents' Day, shall be limited to campaign literature.
4. No promotional give aways are permitted (i.e. buttons, stickers, pencils, food items or keychains). Hats, buttons or stickers may be worn by the candidates and campaign staff at the election meeting only. Absolutely no balloons or taping or hanging signs on walls will be allowed.
5. Absolutely no campaign materials or give aways of any kind is allowed at Agents Day.
6. Buttons, hats, stickers, etc. may be worn by the candidates and their campaign staff only at Agents' Day.
7. Candidates can receive business address labels and/or data files for all voting members, free of charge from the BNAR for the election.

C. Election of Officers

1. Election of Officers shall be as stated in the Bylaws.
2. * The Nominating Committee shall present a slate of all candidates from the current Board of Directors requesting to be candidates for an office of this Association who

have so notified the Nominating Committee in writing at least thirty (30) days prior to the election of officers. The Nominating Committee at their discretion may present one candidate not serving on the current Board of Directors.

3. * The Nominating Committee shall present the slate of all officer candidates and the offices that each candidate seeks, to each voting member of the Board of Directors at least seven (7) days prior to the election of officers.
4. * The election of officers shall take place at the next Board of Directors meeting after the election of Directors, and in no case more than fourteen (14) days after election of Directors.
5. * The President shall appoint an Election Committee of at least three (3) to count ballots for the Officers election meeting.
6. * The Nominating Committee Chairman shall conduct the election meeting each year.
7. * Only current Directors and Officers are eligible to vote.
8. * The election procedures for the Officers of this Association each year shall be in the following order:

The automatic ascension of the current President Elect to President
 - a. Election of President Elect
 - b. Election of Secretary-Treasurer
 - c. Election of Vice President
9. *All officer candidates recommended by the Nominating Committee will automatically be nominated for the office they have specified.
10. *Additional nominations (from the current Board of Directors) for officers may be offered from the floor.
11. *Nominations from the floor do not require a second.
12. *The Nominating Committee Chairman will ask three (3) times for nominations from the floor. Nominations will then be declared closed and cannot be reopened.
13. *An immediate vote will be held. Only Directors in attendance at the time of the vote and the absentee ballots will be counted.
14. * Voting cannot be reopened for Director(s) not in attendance at time of the vote.
15. * Absentee ballots will be permitted in the election of officers. Absentee ballots must be cast in person witnessed and received at the BNAR office no later than the close of business the day prior to the date designated for the election of officers. Absentee ballots can be cast only for officially nominated candidates for each office. In the event of a tie absentee ballots will continue to be counted in subsequent voting for that office only.

16. * In the event of more than (2) candidates for each office, a majority vote is still required to elect. After two ballots with no majority, the candidate receiving the least amount of votes shall be dropped. This procedure shall be followed until there are only two remaining candidates. Balloting then shall continue until one of the two candidates receives a majority. Should no majority be reached between the two finalists after three ballots, both candidates names shall be placed in a container and the President shall draw the winning name.
17. * In the event there is but one single slate nominated, the chair will instruct the secretary to cast one unanimous ballot with the approval of the members present.
18. * No person shall serve on the Board of Directors for more than four consecutive years except in the position of President Elect, President, Past President or Director at Large.
19. * Members of the Nominating Committee shall not be eligible to run for Office.
20. * The Bylaws of BNAR preclude any member from serving more than four (4) consecutive years on the Board of Directors, unless they are in the office of President, President Elect, two immediate past Presidents or the Directors at Large.
21. An Officer nomination form was adopted 5/05. Completed copies of the nomination forms will be distributed to the Board of Directors and be listed in the Directors Manual and on the BNAR website.
22. Vacancies among officers except for President Elect, and Directors of this Association shall be filled by appointment of the President and approved by the Board of Directors to fill the vacancy and such appointee shall serve for unexpired terms of the office or director position as the case may be. In the event that the President Elect should resign or leave office, there shall be a special election as soon as possible.

D. Election of State Directors and State Delegates

1. * The election of NYSAR Directors shall take place each year at a Board of Directors meeting of the Buffalo Niagara Association of REALTORS®, prior to the deadline by the State Association's notification date.
2. All candidates wishing to run shall notify the President, the Chief Executive Officer and Nominating Committee Chairperson in accordance with the rules of nomination for Officers per the BNAR Bylaws. A NYSAR Director Nomination Form was adopted 05/05. Copies of the nomination forms will be distributed to the Board of Directors prior to the NYSAR Director Elections and will be filed at the BNAR and the form shall be found in the BNAR Directors Manual under the forms section and at the BNAR website.
3. * All candidates will automatically be placed on the ballot. Additional nominations from the floor will be entertained until a motion to close is approved.
4. * Only current BNAR Directors and Officers are eligible to vote.
5. * BNAR Officers and Directors must be present to vote or have a proper absentee ballot in accordance with the BNAR Bylaws. 5/29/02

6. * The voting shall be done in a single ballot with each voting member voting for the exact number of candidates to be elected for three (3) year terms - as reported by the New York State Association of REALTORS each year.
7. * Candidates receiving the highest number of votes shall be elected to the three (3) year term directorships.
8. * In the event that one or more state directorships are available for election with less than a full three year term, the candidate receiving the next highest number of votes after all three year term directorships are filled, shall receive the shorter term directorship.
9. * In the event of a tie vote for the final directorship, a second ballot shall be conducted. The candidate receiving the highest votes shall win. In the event of another tie, a third vote will be conducted, if a tie again, the winner shall be drawn from a hat.
10. * Elected State Directors shall automatically become State Delegates for the same term they were elected for State Director.
11. * The President shall appoint the additional State Delegates and Alternate Delegates if needed to fill our full representation at the New York Delegate meeting each year
12. * Vacancies among State Directors of the Association, not at the time of the annual election of State Directors, shall be filled by appointment by the President, or at the discretion of the President, a special election shall be run.

E. NYSAR Nominations

1. Nominations and /or endorsements of NYSAR Regional Vice President for our region shall be voted on by the BNAR Board of Directors.
2. The BNAR Board of Directors approved nominations and/or endorsements for Regional Vice President shall be binding on all BNAR NYSAR State Directors, Delegates and/or BNAR Acting President.

VIII. ADMINISTRATION

A. Management

1. The management of this Association shall be the responsibility of the BNAR Board of Directors. The Chief Executive Officer shall be the general administrative officer of the Association in charge of the Association office.
2. The BNAR Chief Executive Officer shall fulfill the duties and responsibilities of the position as described in the appendix A of the BNAR Bylaws.
3. The amount of compensation paid to the Chief Executive Officer shall be determined by the BNAR Board of Directors upon recommendation from the Executive Committee

- and/or the special committee appointed by the President and approved by the BNAR Board of Directors.
4. The BNAR Chief Executive Officer shall follow the reasonable requests of the elected officers of the BNAR, but shall be responsible only to the BNAR Board of Directors
 5. The Chief Executive Officer shall be responsible for maintaining the permanent records and files of the Association with a duplicate set to be given to the BNAR Attorney for the following:
 - a. Copies of the Chief Executive Officer contract, annual salary, bonus packages and any additional perks.
 - b. Copies of the yearly Chief Executive Officer review forms.
 - c. Copies of the yearly review forms, salaries and bonuses for all employees.
 - d. Copies of all health insurance paid for all employees.
 - e. Copies of Pension Plan information for all employees.
 - f. Copies of any contracts that BNAR is responsible for, such as REIS Management Contract, Supra etc.
 7. The Chief Executive Officer shall be responsible for maintaining permanent record and whistleblowers policy as written in Appendix A of the Associations Standing Rules.
 8. Appendix A of the Associations Standing Rules cannot be waived, nor can revisions, additions and/or deletions without a two thirds (2/3) approval of the number of the entire Board of Directors (as in the Associations Bylaws) along with a recommendation from the associations attorney regarding such matters and compulsion with the laws of New York State and the Federal Government.

B. BNAR Office

1. The BNAR office shall be open 8:30 a.m.- 4:30 p.m. daily, Monday-Friday. Closed for federal holidays, legal holidays and weekends.
2. The Association will close at noon on Christmas Eve and New Year's Eve. 2/1/82
3. The BNAR office will be closed the day after Thanksgiving. 11/29/89
4. The BNAR office will be closed on Agents' Day.

C. Name and Logo

1. Change the name of the Association to the Buffalo Niagara Association of REALTORS®
4/28/99
2. The official logo of the BNAR shall be



10/1/00

D. Finances, Investments & Fees

1. For BNAR checks \$100.00 or under, only one signature will be necessary. 2/28/90
2. Whenever possible, the BNAR will obtain a minimum of three competitive bids for all expenditures over five thousand (\$5000.00) dollars. 2/28/90

3. All expenditures over five thousand (\$5000.00) dollars must be approved by the Board of Directors. 2/28/90
4. To allow the interest on BNAR reserve accounts to accumulate to the credit of that account, rather than to be shown as operating revenue and spent each year. This change is to become effective with the 1991 budget. 5/2/90
5. An Operating Reserve Account shall be maintained to equal at least six months of operating expenses.
6. The Board of Directors will receive a written report on all BNAR investments and/or BNAR accounts quarterly 10/30/02
7. BNAR will invest the proceeds from any building sale into a short term certificate of deposit 10/30/02
8. In order to become more conservative in our investments, the BNAR shall shift our investments policy to a mix of 75% bonds and 25% equities with timing of this change to occur at discretion to maximize the return on our investments. 10/30/02
9. The Board of Directors voted to shift the investment accounts to a fixed income product. 7/28/02.
10. Any change in the BNAR investment accounts shall be approved by the Board of Directors.
11. The Board of Directors shall approve any change in banking procedures or banks used by BNAR.
12. The Board of Directors voted a dues increase of \$24.00 per member. 10/26/00
13. The Board of Directors voted a dues increase of \$19.00 per member. 11/20/02
14. The Board of Directors voted a dues increase of \$11.00 per member. 11/19/03
15. The Board of Directors voted a dues increase of \$15.00 per member 11/17/04
16. The Board of Directors voted a dues increase of \$38.00 per member 11/30/05
17. The Board of Directors voted a dues increase of \$25.00 per member 10/2010
18. The Board of Directors voted a dues increase of \$25.00 per member 10/26/11
19. The Board of Directors voted a dues increase of \$30.00 per member. 10/2012
20. The Board of Directors voted a dues increase of \$10.00 per member. 9/25/13
21. To waive the processing fee for secondary members who are presently a member of another REALTOR® association. 3/23/94
22. Access to contracts between the BNAR administration and third parties be limited to Officers and Directors of the BNAR. 2/03
23. Change the BNAR's year-end financial statement to reviewed from audited with verification of all cash balances each year. 2011

24. All financial fees for membership application, re-instatements, program participation (ex. health insurance, etc) shall be listed in the Directors Manual and shall be part of the Standing Rules.
25. Any member terminated or suspended for any mandatory obligation of membership shall pay the same reinstatement fee as posted in the fee section of these Standing Rules and shall be found in the Directors manual in the fees section and at the BNAR website.
26. Effective January 1, 2008, the BNAR shall file for tax exempt status with the IRS and New York State. 9/26/07
27. Twenty five (25%) percent of BNAR portfolios were moved to Templeton Global Bond Funds and Lord Abbett Short Curation Income Fund. 4/24/13

IX. BUSINESS EXPENSE REIMBURSEMENT

Buffalo Niagara Association of REALTORS®, Inc. Business Expense Requirement

1. The President, President-Elect, Chief Executive Officer and BNAR Staff shall make notations on all credit card receipts for the purpose of the event (ie – breakfast, lunch, dinner, etc..) along with the names of people attending the function.
2. All documentation and receipts must be submitted to IRS standards. A receipt must accompany any expense over \$25.00 with an explanation of what was purchased.
3. Any BNAR member purchasing anything on behalf of BNAR must submit a receipt and an explanation of what was purchased.

X. TRAVEL POLICY AND EXPENSE REIMBURSEMENT - 2012

1. The BNAR President, President-Elect, their Companions and Chief Executive Officer shall attend all State and National meetings. The Chief Executive Officer shall receive reimbursement for spousal travel to include two meetings only. All receipts and documentation submitted must be according to IRS standards.
2. The travel allowance for NYSAR Winter Meetings shall be a maximum of \$900.00 and a maximum of \$600.00 for the NYSAR Fall Convention for individual expenses including transportation for the following: NYSAR State Directors, elected, approved or appointed by the BNAR Board of Directors. Companion expenses are not reimbursable. 2011
3. The travel allowance for NYSAR Winter Meetings and the NYSAR Fall Convention shall be a maximum of \$600 for each meeting for eight members of the Board of Directors and/or the Executive Committee. The selection of the BNAR Directors to attend such meetings shall be approved by the Executive Committee. The allowance shall include transportation expenses. Companion expenses are not reimbursable.
4. Travel expense reimbursements will not be made without a written report of all meetings attended, along with information regarding attended meetings. New travel forms were adopted and approved in 2005. These forms shall be listed in the Directors Manual under the Budget section and at the BNAR website.
5. All documentation and receipts must be submitted to IRS standards. A receipt must accompany any expenses over \$25.00.

6. Business phone call charges will be reimbursed during official Association travel to and from NYSAR meetings, only with a copy of the itemized charges and numbers on the phone bill.. 2006
7. Attendees being reimbursed by the Association using their own automobile for transportation may charge the maximum allowable mileage allowance according to IRS regulations. Passengers may not charge mileage.
8. All NYSAR Directors, BNAR Directors, Executive Committee, attending NYSAR meetings will be required to attend the sessions assigned to them by the President and file a written report on those sessions with their reimbursement request. The President of the BNAR will host one caucus per meeting and one dinner meeting. The cost of the dinner will be deducted from each attendee's budget allowance.
9. When a request for travel reimbursement is made a properly completed expense and travel voucher with documentation and receipts must accompany it. All documentation must be received within sixty (60) days of the meeting attended or at the end of the current calendar year whichever is sooner or no reimbursement shall be allowed. Any balances on cash advances must be returned within sixty (60) days of advance date.
10. Any additional travel allowances, for any reason, including staff, must be authorized in advance by the Executive Committee. The travel line item shall be separated into the following categories: Chief Executive Officer, President, Officers & Directors, and Staff Travel in the annual budget and monthly report.
11. Receipts and/or documentation must be filed with any request for reimbursement. 1/22/02

Note: Travel Policy Reimbursement for travel, expense reporting sheets which are standing rules are listed in the BNAR Board of Directors manual under the budget section and also at the BNAR website.

XI. POSITION STATEMENTS AND/OR ENDORSEMENTS

A. BNAR Position Statements

1. Position Statements will be jointly written by the BNAR Chief Executive Officer and/or the Public Affairs Director and/or the Public Relations consultant and the BNAR President or acting President, subject to approval of the Executive Committee. 2006
2. The BNAR Chief Executive Officer and/or BNAR President or the President-Elect shall be the spokesperson of the Association. In the event that he or she is unavailable, the succession of officers shall then follow as per the Bylaws of the BNAR.
3. In the event an adverse issue develops which may reflect on the BNAR Chief Executive Officer or BNAR President, a position statement will be written by the remaining party with the President Elect subject to approval of the Executive Committee.
4. In the even of the accidental death or injury of the BNAR Chief Executive Officer and all members of the Executive Committee, the two most immediate BNAR Past Presidents will assume the role of the spokesperson(s) and compose the position statement, subject to approval of the BNAR Executive Committee..
5. The Public Affairs Director will be responsible for formation and implementation of the plan of action as directed by the BNAR President and Chief Executive Officer. 2006
6. All advertising, memorandums or statements to any form of media will be subject to the approval of the BNAR President, the Chief Executive Officer and the Board of Directors.

B. BNAR Endorsements and Function Attendance

1. No Officer, Director, Chairperson, Committee Member or employee of the Buffalo Niagara Association of REALTORS® Inc. shall, in the name of, or on behalf of, the Buffalo Niagara Association of REALTORS® Inc. endorse any project, program, or political candidate without approval of the BNAR Board of Directors.
2. BNAR endorsed activities such as attendance at political functions, government functions, community functions and/or BNAR, NYSAR or NAR functions shall ONLY make reservation in the name of BNAR, not individual names or individual real estate company names.

XII. MEMBERSHIP

- A. Any REALTOR-ASSOCIATE® who holds a brokers license may elevate their membership level to that of Active (REALTOR®) member by paying the difference in annual dues. However, in the event that this individual would open their own brokerage, he/she would be responsible for the initiation fee.
- B. Public Service members of the BNAR shall be entitled to participate in the Insurance Programs of the BNAR and to receive information regarding comparable sales and shall not be able to receive any of the Active listing inventory information providing they are members of WNYREIS as well. 11/2/83
- C. Employees of a REALTOR® or Institutional Member may join the BNAR as an Affiliate Member provided that the employee does not have a New York State license (active or not). 10/18/90
- D. A broker's check must be submitted as payment for all membership assessments. Late fees are submitted from the members. 12/19/90
- E. There shall be a reinstatement fee for those people who elect not to renew their membership for a period of one or two years and fees shall be listed in the fee section of the Director Manual/website.
- F. The additional dues of a Designated REALTOR® for each non-member salesperson will be listed in the fee section of the Director Manual/website.
- G. The REALTOR-ASSOCIATE® names shall be removed from the membership bulletin, if in accordance with the Bylaws of the BNAR and NAR. 12/18/91
- H. * Any new member who has not attended the BNAR Orientation Course within sixty (60) days from the time of application will be suspended. 5/27/87
- I. Once an applicant fails to attend the mandatory orientation course, within the prescribed time frame and is terminated by their company, that their application fee becomes forfeited and that they must rejoin the BNAR, if they elect to affiliate with the same company or another company in the future. 12/23/92
- J. * All BNAR Members must take the Code of Ethics required training per the Bylaws or will be suspended in accordance to the BNAR Bylaws, except for REALTOR® Emeriti.

XIII. MEMBER SERVICES

A. Hospitalization

1. The BNAR will offer one Health Insurance Plan for the benefit of the membership.
2. The BNAR entered into the Buffalo Niagara Partnerships Benefits Program 9/09
3. Only members and BNAR employees as per the Bylaws, are eligible for the BNAR hospitalization plans. 10/12/95
4. A Health Insurance Administration Fee shall be charged to all subscribers except BNAR staff.

B. Mailing Labels

1. The BNAR may sell labels of members' business addresses to non members and members.

C. Keybox Program

1. Keypads will be available to affiliate members who have legitimate business purposes. 3/19/97
2. A six (6) year agreement was signed with Supra using the D-Key and E-Key. 4/20/02
3. The Keypad set up shall be to update daily. 1/22/03
4. Keyboxes will be bought back by the Association at an agreed upon fee from time to time and resold to Association members under the terms and conditions established by the Executive Committee. 2006
5. The Supra Contract was passed for a new six (6) year term. This would add approximately four (4) more years to the current system implemented in July 20, 2002 to the new I-Box. 4/20/06
6. The membership will be recommended to register their lockboxes through the new MLXchange. 4/22/09
7. The BNAR Board of Directors approved upgrading from the iBox to the iBox BTle keybox and to enter into an organizational lease. 2/20/13

D. Forms & Contracts

1. All sale contracts used and sold by the BNAR shall be approved by the BNAR Board of Directors and the Bar Association of Erie County and bear the logos of both associations and the approved date.
2. All Association forms approved by the Board of Directors must bear the BNAR logo and the approved date.
3. A web-based forms software called "Instanet Forms" along with a desktop version to allow for off-line access was approved by the Board of Directors. The software will be distributed to members of the Association and included in their dues. 9/14/05

4. The new sale contract approved by the BNAR and the Bar Association of Erie County shall be the only Contract of Sale to be used by BNAR members, except Regional Chapters.

XIV. TICKET POLICY

Program events concerning complimentary ticket policy for BNAR sponsored events shall be a line transfer from Director/Chief Executive Officer/Staff local expenses for each of the following:
9/28/88, 2006

A. BNAR Presidents Inaugural

Outgoing President/Companion
Guest/Speaker/Companion
Incoming President/Companion
New Officers/Companions
Incoming Directors including at Large/Regional and Companions
REALTOR® of the Year/Companion
REALTOR-ASSOCIATE® of Year/Companion
REALTOR® Emeritus(if given)/Companion
Buffalo Award Recipient (if given)/Companion
Presidential Advisor/Companion
Assigned Staff – (spouse/companion are not complimentary)
10 Complimentary tickets for the Incoming President

B. BNAR Golf Outing

- BNAR President/Companion (golf & dinner)
BNAR President-Elect/Companion (golf & dinner)
BNAR Executive Vice-President (golf & dinner)
BNAR Staff if working or attending this event (golf & dinner)
1. Payment for tickets given to the BNAR President/Companion and President-Elect/Companion for any special event sponsored by the BNAR not presently named in the program events shall be accounted for as a line item transfer from the President/Staff budget. 11/23/88
 3. Complimentary tickets for guests for special events or programs of the BNAR shall be a line item transfer from local expenses.

C. Directors Brunch

The BNAR and WNYREIS have the option to co-host a brunch in December of each year. The following will be invited:

1. The current members of the BNAR Executive Committee and their companions
2. The current Directors of BNAR and their companions
3. The incoming BNAR Directors and their companions
4. All BNAR Past Presidents and their companions
5. The NYSAR Directors from BNAR and their companions
6. The WNYREIS Managers and their companions

7. The BNAR attorney and companion
8. The BNAR staff and their companions

D. BNAR Committee Thank You Party

In December of each year, the BNAR will host a thank you cocktail party for only members that have served on committees and/or on BNAR projects, programs and events. The invitation is not extended to spouses and/or companions.

The following will be invited: 2007

1. The current members of the BNAR Executive Committee
2. The current BNAR Directors of BNAR
3. The NYSAR Directors from BNAR
4. The BNAR attorney
5. All BNAR members that have served on a committee or task force for that year
6. All BNAR committee staff liaisons
7. BNAR Key Communicators

E. Ticket Policy for Agents' Day

1. Admission and lunch fees for the BNAR President, President-Elect, and all speakers will be paid for by the BNAR;
2. To charge the chairperson, co-chairperson, sub-committee chairpersons and co-chairpersons for lunch only;
3. To charge all other committee members regular price; 10/30/91
4. BNAR staff's lunch shall be paid for by the BNAR;
5. Seven Day (7) cancellation notice must be given in order to receive full refund prior to Agents' Day.

F. Ticket Policy for Community Events

1. Community event or function tickets purchased by the BNAR must be approved by the BNAR Executive Committee and/or BNAR Board of Directors.
2. The number of tickets purchased will vary depending on ticket price.
3. Purchased tickets will be for the BNAR President, President Elect, Chief Executive Officer and/or Staff Advisors.
4. Depending on the number of tickets approved, tickets will be then offered to the corresponding committee chairman/vice chairman, then to the BNAR Executive Committee and/or Presidential designee(s).

G. Ticket Policy for Political Events

1. Political events or fundraising tickets purchased by the BNAR or through NYSAR must be approved by the BNAR Executive Committee and/or the BNAR Board of Directors.
2. The number of tickets purchased will vary depending on the price of the ticket.

3. Purchased tickets will be for the President, President Elect, Chief Executive Officer and/or Public Affairs Director.
4. Depending on the number of tickets approved, tickets will then be offered to the Public Affairs Chairperson/Vice Chairperson, then to the BNAR Executive Committee and/or Presidential Designees.

H. Ticket Policy for Member Fundraisers/Benefits

1. BNAR will not purchase tickets for individual members benefits or fundraisers.
2. BNAR will support only members benefits or fundraisers by informing the membership of the event.

XV. COMMITTEES

A. *BNAR Committees, as per the BNAR Bylaws

1. *The President each year shall appoint Committee Chairpersons and members with the exception of the Chief Executive Officer Review Committee. All chairperson appointments are subject to confirmation by the Board of Directors.
2. *The President-Elect each year shall appoint all committee Vice Chairpersons. All Vice Chairperson appointments are subject to confirmation by the Board of Directors.
3. *Special Committees – The President shall appoint, subject to confirmation by the Board of Directors, special committees as deemed necessary.
4. *Organization (Strategic Planning) – All committees shall be of such size and shall have duties, functions and powers assigned by the President or the Board of Directors except as otherwise provided in the Bylaws, Standing Rules and appendices.
5. *President – The President shall be an ex-officio member of all committees except the Nominating Committee and the Chief Executive Officer Review Committee and shall be notified of their meetings.

***B. BNAR Standing Committees as per the BNAR Bylaws**

The Standing Committees of this Association shall be:
Agents' Day
Cultural Diversity/Housing Opportunities
Education
Public Affairs

***C. BNAR Permanent Committees as per the BNAR Bylaws**

The Permanent Committees of this Association shall be:

Bylaws	Membership
Executive	Nominating
Chief Executive Officer Review	Strategic Planning
Grievance	Professional Standards

Mediation

D. Special Committees, not in the Bylaws

Special Committees of this Association may be appointed by the President each year with the approval of the BNAR Board of Directors, such as:

Forms & Contracts
Green
REALTOR Issues

Technology
Young Professionals

E. Membership

All committee members must be members of the Buffalo Niagara Association of REALTORS®, Inc. with the exception of the Housing Opportunities Committee and Public Affairs Committee. 6/21/89

F. Attendance:

Any committee member who fails to attend three (3) regular or special meetings of the committee, without prior excuse acceptable to the Chairperson of the committee, shall be deemed to have resigned from the Committee and the vacancy shall be filled as provided in the Bylaws for original appointees.

G. Organization

All committees shall have duties, functions and powers as stated in the Committee Standing Rules and/or Business Plan except as otherwise provided in the Bylaws.

H. Duties and Responsibilities

The duties and responsibilities of all committees, committee Chairpersons, Vice-Chairpersons and committee members shall be part of the Standing Rules and shall be filed under Committees Standing Rules in its own section of the Directors' manual and on the BNAR website

1. Confidentiality and Anti-Trust

Committee members will be required to sign the Association Anti Trust Form and the Confidentiality, Conduct and Antitrust Compliance Policies and Procedures form annually, and the Confidentiality and Antitrust Avoidance Sign in Sheet at each meeting. 2006

I. Standing Rules

Each year the Committee Chairmen shall be given the Committee Standing Rules/Business Plan pertaining to the Duties and Responsibilities of their committee and its members.

J. Committee Reports

All committee reports will be communicated to the Board of Directors. Recommendations and action items are to be given to the BNAR President/Chief Executive Officer prior to the Executive meeting. Recommendation Forms for Action Items will be mailed/telexed or emailed to the BNAR Board of Directors seven (7) days prior to the upcoming Board of Directors meeting.

K. Solicitation by Committees

Policy for soliciting for BNAR sponsored events: 3/23/88

1. The BNAR Staff and/or the Chairperson of a BNAR event shall send an initial letter to the key contact person of each institutional member outlining the events and as well as a request for suggested amounts for each patron level donation.
2. Follow up letters will be sent to each Institutional Member who has not elected to make a one time across the board donation, one month prior to each event.
3. Follow up contact reminders will be solicited through the members of the said Committees.
4. Only the Event Committee is authorized to solicit contributions for the BNAR from its members without authorization from the Board of Directors.

L. Awards

1. BNAR Buffalo Award

- a. This award is selected by the outgoing President of the BNAR and presented at the BNAR installation.
- b. This is not an annual award.
- c. This award is reserved for individuals who have shown exemplary and outstanding dedication to the BNAR.
- d. The award can recognize a lifetime of outstanding contribution to our industry and/or to our association.
- e. This award is usually given to members of the BNAR.

2. BNAR REALTOR-ASSOCIATE® of the Year Award

- a. The criteria for this award followed the criteria recommended by the criteria for the NYSAR Award.
- b. The established criteria for the BNAR award shall be listed in the Directors manual and on the BNAR website.
- c. The criteria for this award cannot be changed without approval of the BNAR Board of Directors.
- d. Each year the President shall appoint a chairperson and appoint the last five REALTOR-ASSOCIATE® of the Year recipients to select the winner for the upcoming year.
- e. In the event any of the last five recipients cannot serve on the committee, another previous winner shall be appointed.
- f. Nomination forms shall be sent to all offices/members of the BNAR each year.
- g. The deadline for nomination forms shall be December of each year.
- h. The committee's decision shall be final.

Note: The BNAR REALTOR ASSOCIATE® of the Year criteria and nomination forms are listed in the Directors Manual and at the BNAR website.

3. BNAR REALTOR® of the Year Award

- a. The criteria for this award shall follow the criteria recommended by the criteria for the NYSAR Award
- b. The established criteria for the BNAR award shall be listed in the Directors manual and on the BNAR website.
- c. The criteria for this award cannot be changed without approval of the BNAR Board of Directors
- d. Each year the President shall appoint a chairperson and appoint the last five REALTOR® of the Year recipients to select the winner for the upcoming year.
- e. In the event any of the last five recipients cannot serve on the committee, another previous winner shall be appointed.
- f. Nomination forms shall be sent to all offices/members of the BNAR each year.
- g. The deadline for nomination forms shall be December of each year.
- h. The committee's decision shall be final.

Note: The BNAR REALTOR® of the Year criteria and nomination forms are listed in the Directors Manual and at the BNAR website.

4. NYSAR REALTOR® of the Year Award

- a. Each year the Executive Committee will select one member to be submitted to the New York State Association of REALTORS® for the REALTOR® of the Year Award.

5. REALTOR® Emeritus Award

- a. This award is a National Association of REALTORS® award and shall be given by BNAR in accordance to NAR's Rules and Regulations.
- b. This award(s) is given for length of membership and involvement in the National, State and local Association of REALTORS®.

6. Community of Excellence Award

- a. A Community of Excellence Award was approved by the Board of Directors in 2006. The award to recognize the successful efforts of Western New York communities to incorporate the principles of enhanced living and quality of life into their projects, policies, and programs. The criteria and application can be found in Directors Manual and at the BNAR website. This is not necessarily an annual award.

7. Chief Executive Officer Review Committee.

- a. There shall be a Chief Executive Officer Review Committee each year, consisting of five (5) members.
- b. The members of the Chief Executive Officer Review Committee shall be:
 1. The Immediate Past President of the Association shall serve as Chair of the Chief Executive Officer Review Committee. In the event that the immediate Past President is unable to chair this committee, the second most recent Past President will be the Chair, and the third most recent Past President will chair this committee if the second is unable to chair the committee, etc.
 2. The President Elect of the Association shall be a member and serve as the Vice Chair of this committee.
 3. The Chief Executive Officer shall appoint one member.
 4. The President of the Association shall appoint one member.
 5. The President of the Western New York Real Estate Information Services, LLC shall serve as a member of this committee, unless the Board of Managers thereof decides to appoint one member instead of the current President.
 6. Not more than three members of the current Association Executive Committee may serve on the Chief Executive Officer Review Committee, including the Immediate Past President and President Elect.
 7. The appointments of the Chief Executive Officer Review Committee members shall be made no later than May of each year.
- c. The Chief Executive Officer Review Committee shall be responsible each year for reviewing and rating the Chief Executive Officer in accordance to Appendix B of these Bylaws.
- d. The Chief Executive Officer Review Committee shall send evaluation report forms, including, but not limited, to:
 1. Each individual member of the Association Executive Committee.
 2. Each individual member of the Association Board of Directors and each manager of the Western New York Real Estate Information Services LLC Board of Managers.
 3. Each individual Association director serving on the New York State Association of REALTORS[®] Board.
 4. Current Association legal counsel and current Association CPA firm.
 5. The current Chief Executive Officer.
 6. No duplicate forms will be sent to individuals serving in more than one position.

7. The committee may solicit additional advice and reviews as the committee deems necessary or appropriate.
- e. These review report forms shall be delivered to the Chief Executive Officer Review Committee in writing by the individuals receiving them. These report forms shall be used to develop the annual Chief Executive Officer report to be prepared by the Chief Executive Officer Review Committee.
- f. Compilation of returned review forms shall not be used as a report in itself, but the compilation shall be used to develop and support the conclusions and recommendations of the evaluation report. Removed from Bylaws and added to Standing Rules. 11/28/12
- g. The Chief Executive Officer Review Committee shall submit an annual report and its recommendations to the Association Board of Directors no later than September of each year.
- h. The annual report and recommendations from the Chief Executive Officer Review Committee shall be in writing, signed by all five (5) members of the Chief Executive Officer Review Committee, and given directly to the Executive Committee for its consideration and action and recommendation to the Association Board of Directors.
- i. The Chief Executive Officer Review Committee will be responsible for preparing a report for the Executive Committee about the Chief Executive Officer's performance in relation to the Job Description. They may also recommend whether a change in compensation and/or a bonus is deemed appropriate but not the dollar amount of either item.
- j. After consideration of the Chief Executive Officer Review Committee's report, the Executive, or any special committee established by the President, and as approved by the Board of Directors, shall recommend the amount of any change in compensation, and the amount of any bonus to the Board of Directors. The Board of Directors may adopt such recommendation or decide otherwise, and shall determine the amount of any such compensation and/or bonus for the current or coming year.

XVII. EDUCATION

A. Function

Reaffirm current policy that Education should attempt to operate at a profit while taking into consideration both direct and indirect expenses such as staffing and occupancy. 2/28/96, 2006

B. Mandatory Education Courses

1. Orientation

- a. The Board of Directors approved designing an orientation course for all new BNAR applicants with the exception of Institutional, Affiliate and Public Service members, upon approval of the various guidelines. 2/27/85

- b. Orientation Course will be offered a minimum of four (4) times per year. Monthly courses will be offered as needed and continuing education credit will be offered. 2006
- c. Any new member not completing the Orientation course within 60 days of application of membership will result in denial of membership application or termination of provisional membership.
- c. In the event of failure of a new member to complete the mandatory Orientation course, the Designated REALTOR® for the said member will be billed for holding a license of a non-member.

2. Code of Ethics Training Course for New Members

- a. Any new member, with the exception of Institutional, Affiliate and Public Service Members who has not attended the NAR Code of Ethics course within sixty days from the time of application will be suspended until such time as training is completed and reinstatement fee is paid. 2006

3. Training for Members on the Professional Standards/Grievance Committees

- A. Any member serving on Mediation, the Professional Standards or Grievance Committees must attend the New York State Association of REALTORS® Training that is offered each year in order to be on that years' committee. 2006

C. Instructors

1. The Education Committee has the latitude to determine the appropriate category for each instructor. The categories will be set up in two items: Associate Instructor - and Instructor. Fees will be determined by the Executive Committee.
2. Any instructor who misses class, is late or recruits will be given a warning for the first time offense and the second time discharged. 9/20/89

D. Instructor Application Interview Process

The following Instructor Development Procedures was adopted: 6/21/90. Based on the interview, the Committee will recommend any or all of the following:

1. Instructor will audit a designated three (3) hour portion of the designated course which he or she will instruct without remuneration
2. Senior Instructors must have at least five years of teaching experience with the BNAR or with an accredited entity.
3. Associate Instructors will be individuals who have less than five years of teaching experience for the BNAR or with an accredited entity.

E. Instructor Policy

The following policy was adopted 2/28/96:

1. The instructor agrees that he/she will not engage in teaching services at another competing learning facility while he/she is teaching the same or similar course for the BNAR. If an instructor is presently teaching the same or similar course at

another competing learning facility, the instructor agrees that he/she will not expect to be assigned to a teaching schedule by the BNAR during the period of the other teaching engagement. In house non-credit training courses for companies, franchises or under the REALTOR® umbrella are not considered competing with the BNAR.

2. The instructor agrees that any course outline and text and/or course materials prepared by the BNAR for any BNAR course are not to be duplicated for use at another learning facility without prior written consent of the BNAR Education Committee.
3. The instructor agrees that any and all exhibits and handouts distributed to BNAR students as part of a BNAR course or presentation, shall not have any company logo affixed to them (other than BNAR). All types of course materials shall be generic and anonymous in nature. The instructor agrees that proposed course materials that are not being used in any course offered by the BNAR, shall first be approved by the BNAR Education Committee.
4. The instructor agrees that at no time while he/she is an instructor for the BNAR, will he/she solicit BNAR students for affiliation or Association purposed with any REALTOR® or real estate sales or marketing organizations
5. Any instructor who rewrites an existing BNAR course will not be paid a fee to rewrite the course.
6. Any instructor who writes a course for the BNAR will be subject to Department of State approval. Placement of course instructor regardless of who wrote the course will be at the discretion of the BNAR. Any course written will be owned by the BNAR.

F. Courses/Seminars

1. Education Committee will be authorized to decide which non-BNAR course offerings the BNAR will promote to its members. 2/24/93
2. A motion was made that the Education Committee be allowed to charge for Education Committee sponsored seminars. 3/25/92

G. Outside Vendor Course Offering/Promotion

Businesses or individuals seeking BNAR promotion of their course(s) or seminar(s) to our membership must submit a request containing a description of the course content at least sixty days prior to course date. If accepted, there will be a promotional fee of \$250.00 per course/seminar due prior to the promotion period. Information will be placed in the following locations if applicable.

1. BNAR staff will place course(s)/seminar(s) information on the MLS message-of-the-day screen ~~for a one week~~. Dates and copy to be approved by the BNAR Education Committee.
2. BNAR staff will place course(s)/seminar(s) information on BNAR website under the Education heading.

3. Information will be included in the Key Communicator and BNAR News, Education & Events email.

The following are criteria for determining BNAR acceptance of the application:

1. A maximum two-page summary of the course content, the name(s) of the presenter(s) and the name and address of the presenting and/or sponsoring organization(s) must be received 60 days prior to the event.
2. Must be a topic of potential interest to Association members.
3. Must be a singular event and not offered again locally within 6 months.
4. Must not be offered or sponsored by a BNAR member, direct competition with real estate company(s) or company affiliate.
5. Requests for course(s)/seminar(s) promotion will be reviewed by a BNAR staff representative, the Education Chairperson, Vice Chairperson and the Education Committee who will make a recommendation to the Executive Committee for final acceptance.
6. Course(s) offered or sponsored directly by NAR, NYSAR, BNAR or not for profit Organization(s) may have fees exempted at the discretion of the Education Committee. If businesses or individual(s) offer the BNAR a co-sponsorship the course(s)/seminar(s) the fee may be waived if BNAR receives income from the co-sponsoring.

Each party represents and warrants that the person whose name appears as signatory is fully authorized to enter into this agreement on behalf of the respective party

I acknowledge the terms as stated and agree to adhere to this policy

Signature: _____ Date: _____

Company _____

Address: _____

City: _____ State: _____ Zip Code: _____

Phone Number: _____ Email: _____

Acceptance:

BNAR Chief Executive Officer: _____

Date: _____

XVIII. PUBLIC/GOVERNMENT AFFAIRS

- A. No Officer, Director, Chairperson, Committee Members, or employee of the Buffalo Niagara Association of REALTORS[®], Inc. shall, in the name of, or on behalf of the Buffalo Niagara Association of REALTORS[®], Inc., engage in political activity of any kind without the express consent of the Directors of the Association. The prohibition shall not prohibit a contribution to RPAC sponsored by the National Association of REALTORS[®] (NAR), the New York State Association of REALTORS[®] (NYSAR), or the Buffalo Niagara Association of REALTORS[®] (BNAR). 9/30/92
- B. To authorize the BNAR President, President-Elect, Chief Executive Officer and Public/Government Affairs Director to respond to requests for campaign contributions when time is of the essence. Their annual authority will be limited to \$1,000 per year. In the event they feel additional money is needed, they shall request such from the Board of Directors. 5/26/93
- C. The Public/Government Affairs Committee shall use the Local Revenue Sharing returning from RPAC funds collected to fund candidates contribution programs. 3/27/91
- D. The Candidate Screening Policy of the BNAR shall be: 9/30/92
 - 1. The Public/Government Affairs Committee shall inform the Board of Directors of any candidate screening sessions.
 - 2. Members of the BNAR Board of Directors are encouraged to attend candidate screening in order to be better apprised of candidates and the recommendation of the Public/Government Affairs Committee.
 - 3. The BNAR Public/Government Affairs Committee shall submit their recommendation to the Board of Directors as to their decision on proposed endorsement of any political candidate after screening is completed.
 - 4. The BNAR Public/Government Affairs Committee recommends a two-thirds vote by the Board of Directors which convenes for the purpose of candidate endorsement and financial support. The Directors present to vote must qualify pursuant to the Bylaws of the BNAR as to any quorum requirements. Those Directors must also qualify pursuant to the BNAR Public/Government Affairs Committee operating procedures requiring that a committee member or in this case, a Director, may be disqualified or excused from the screening if the candidate being interviewed is a member of the same firm, a blood relative of the candidate, or has been associated with the candidate's election campaign.
 - 5. Any BNAR Board member of the BNAR who does not qualify pursuant to the guidelines listed herein shall abstain from any screening or voting for potential candidates due to a conflict of interest. The Public/Government Affairs Committee feels that the abstention of a Board member is required in order to maintain the integrity of the entire association in dealing with political or financial support of candidates.
- E. RPAC dues level for REALTORS[®] is \$99.00 and REALTOR-ASSOCIATES[®] is \$40.00.
- F. The BNAR joined the Advanced Upstate New York Program. 1/18/01

- G. BNAR voted to adopt and support the Buffalo Niagara Partnership Framework for Regional Growth. 6/20/07
- H. BNAR terminated its participation in the Coalition for Community Building. 03/28/12

XIX. PROFESSIONAL STANDARDS

- A. An arbitration filing fee will be charged to both parties. (The filing fee will be returned to the prevailing party, as per the Professional Standards Manual). 3/23/94 2006
- B. To charge for an Ethics Appeal. 2006
- C. To charge for a Procedural Review. 2006
- D. To charge for an Administrative Processing fee if the respondent is found in violation of the Code of Ethics.

Note: Professional Standards filing fees and charges will be listed under the fees section in the Directors Manual and at the BNAR website.

- E. Any BNAR member suspended for not completing the NAR Code of Ethics required course will have all services suspended from the BNAR and WNYREIS Multiple Listing System until such time as training is completed and reinstatement fee is paid.
- F. The BNAR and the Greater Rochester Association of REALTORS have a written a reciprocal agreement to use each others Professional Standards Committees if necessary. 11/97
- G. The BNAR approved mandatory mediation. 6/28/12

XIX. ORGANATION/STRATEGIC PLANNING

A. Function

1. Provide an ongoing review process of the organizational structure, bylaws, objectives and programs of the BNAR.
2. Shall, if necessary, make recommendations each year to the Board of Directors of BNAR on any changes, revisions or amendments to Appendix B - Chief Executive Performance Evaluation Officer Position Description of the BNAR Bylaws
3. Shall be responsible for a Strategic Plan for BNAR to be presented to the Board of Directors for their approval.
4. Shall be responsible for the implementation of the Annual Business Plan and the implementation and continuation of a Strategic Plan for BNAR
5. Shall be responsible to recommend any changes to the BNAR Bylaws, if necessary, and to the Executive Committee.
6. The Strategic Planning Committee should be comprised of the Chairpersons of BNAR committees along with the BNAR Officers, Directors (including incoming) as well as other members appointed by the BNAR President or acting President.

XXI. LEGAL COUNSELING SERVICE

A. The Legal Counseling Service guidelines are the following: 6/23/93

1. The Legal Counseling Service is available to all REALTOR[®] and REALTOR-ASSOCIATE[®] members of the BNAR for real estate matters brought about by the Department of State, a fair housing agency or, if the appropriate Committee of the BNAR approves, certain civil cases which could have precedent setting value.
2. The Legal Counseling Service will cover the pre-hearing discovery phase as well as a situation analysis after a notice of violation has been received.
3. Financial Limits: the Legal Counseling Service of the BNAR will reimburse the member the first five hundred dollars or the approved attorney's fee. Thereafter, if necessary, the Legal Counseling Service will reimburse the member 35% of the approved attorney's fee up to a maximum total expenditure of three thousand (\$3000.00) dollars per member per case.
4. Legal Counseling Service funds may be applied to the legal bills from the attorney actually representing the member. In no case however will the BNAR expend more the maximum amount of \$3000.00 on any member in a particular matter.
5. The BNAR will present the member with a list of attorneys who are experienced in representing the interests of REALTORS[®] before regulatory bodies. The member may at their sole discretion hire one of these attorneys.

B. Assistance In Civil Suits

The Legal Counseling Service will also consider financial assistance to BNAR members involved in civil lawsuits. BNAR assistance will be on a case by case basis as decided by the appropriate committee and according to the following criteria:

1. In each matter BNAR financial assistance shall be limited to a reimbursement of fifty (50%) percent of the legal fees of the member with a per case limit of \$2,000.00.
2. The member has the right to choose their own attorney.
3. Cases will be selected by the appropriate committee on the basis of the ability of the member to present a strong case and the significance of case to the real estate industry.
4. Applications to the appropriate committee must include all relevant information and documentation regarding the matter in question.

C. Assistance in Discrimination Suits

Due to concerns for potential REALTOR victimization by meritless charges of discrimination, cases involving the following criteria may, in the discretion of the appropriate committee, be deemed to have statewide significance.

1. Applicant is a member in good standing of the BNAR..
2. Applicant has established and followed appropriate internal office policies designed to prevent discrimination, including but not limited to, instructions to sales force and posting of equal housing opportunity poster.

3. Applicant promptly notifies the BNAR regarding the institution of charges of discrimination and cooperates in review with BNAR counsels of the contention presented, and
4. Preliminary review indicates that charges have been instituted without reasonable basis.

D. Request for Assistance by Members

1. Any request of the Legal Counseling Program for assistance by members shall be forwarded to the appropriate Committee Staff Liaison.
2. All requests for aid from the Legal Counseling Service must apply to matters resulting from federal or state courts.
3. The Committee, in collaboration with counsel, will study any claim for its merits and implications and prepare a memorandum of suggested action.
4. The Committee's recommendations will then be reported at the next meeting of the Board of Directors.
5. Representatives of the requesting member may appear before the appropriate committee prior to a decision being made.
6. The appropriate committee will determine counsel to be used in all cases where funds for the Legal Counseling Service has been granted.
7. All claims on the Service shall be submitted to the Risk Reduction committee of the BNAR and paid by BNAR as authorized by the BNAR Board of Directors.
8. Funds may not be used to pay judgment for damages or fines.
9. Additionally if the BNAR provides legal and financial assistance there is a possibility that the New York State Association of REALTORS® may also provide some assistance. Any assistance from NYSAR however is conditioned upon the Legal Affairs Committee of NYSAR deciding that your case has statewide significance.

XXII. LEGAL COUNSEL

- A. The firm Hiscock and Barclay (Charlie Martorana) was hired as the BNAR Attorney. 9/04
- B. The accounting firm of Freed Maxick was hired as the BNAR independent auditing firm.
7/30/03

APPENDIX A

Whistleblower Policy

The Buffalo Niagara Association of REAL TORS®, Inc. ("BNAR") strives to maintain high standards of conduct and ethics among its employees, officers and members. All officers, board members, committee members, and staff are encouraged to report fraudulent or dishonest conduct (that is, to act as a "whistleblower") pursuant to those procedures set forth in the next section.

How to Report Fraudulent, Dishonest or Illegal Actions

Board or committee members should report any reasonable concern about fraudulent, illegal or dishonest use or misuse of BNAR resources or property to the President of the Association, or to the BNAR Legal Counsel. Employees should report concerns directly to the Chief Executive Officer or to the BNAR Legal Counsel.

Reports should be thorough and contain enough information to substantiate the concern and allow an appropriate investigation to begin. Reports may be submitted anonymously. Appropriate action will be taken by BNAR in response to reports. All reports received will be acted upon in confidence when possible given legal requirements and the need to gather facts, conduct an effective investigation, and take necessary corrective action.

Reasonable care will be taken in dealing with suspected misconduct to avoid baseless allegations, premature notice to persons suspected of misconduct, disclosure of suspected misconduct to persons not involved with the investigation and violations of a person's rights under the law.

Whistleblower Protection

BNAR will use its best efforts to protect whistleblowers against retaliation. Whistleblower complaints will be handled with sensitivity, discretion and confidentiality to the extent allowed by the circumstances and the law. Whistleblowers who believe that they have been retaliated against for reporting an activity, which that person believes to be fraudulent, dishonest or illegal, may file a written complaint about such retaliation with the Chief Executive Officer or President of BNAR. Any complaint of retaliation, including but not limited to, threats of physical harm, loss of job, punitive work assignments, or reduced salary or wages, will be promptly investigated and corrective action taken, where allegations are substantiated. This protection from retaliation is not intended to prohibit managers or supervisors from taking action, including disciplinary action, in the usual scope of their duties based on valid performance-related factors, nor is it intended to preclude disciplinary action against individuals who report baseless allegations.

Document Retention and Destruction Policy

I. Purpose

This policy provides for the systematic review, retention and destruction of documents received or created by the Buffalo Niagara Association of REAL TORS@, Inc. or any of its affiliated entities (collectively, "BNAR") in connection with the transaction of BNAR's business.

This policy covers all records and documents, regardless of physical form. It contains guidelines for how long certain documents shall be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations and to facilitate BNAR's operations by promoting efficiency and freeing up valuable storage space. Where appropriate, certain documents may be stored electronically.

II. Document Retention

BNAR follows the document retention procedures outlined below. Documents that are not listed, but are substantially similar to those listed in the schedule below, will be retained for the appropriate length of time.

III. Records

Corporate Records

Annual Reports	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
Bylaws (current and all prior versions)	Permanent
Correspondence (general)	3 years

Accounting and Corporate Tax Records

Annual Audits and Financial Statements	Permanent
Depreciation Schedules	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
IRS Application for Tax-Exempt Status (Form 1023)	Permanent
IRS Determination Letters	Permanent
State Sales Tax Exemption Letter	Permanent
Fixed Asset Records	Permanent
Construction Documents	Permanent
Business Expense Records	7 years
IRS 1099's	7 years
Accounting Journal Entries	7 years
Invoices	7 years
Sales Records (BNAR Products)	5 years
Petty Cash Vouchers	3 years
Cash Receipts	3 years
Credit Card Receipts	3 years

Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliations	7 years
Electronic Fund Transfer Documents	7 years

Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years

Employee Records

Employment and Termination Agreements	Permanent
Retirement and Pension Plan Documents	Permanent
Records Relating to Promotion, Demotion or Termination	7 years after termination
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
Employment Applications	3 years
1-9 Forms	3 years after termination
Time Cards	2 years

Grants and Contributions

Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion

Legal, Insurance and Safety Records

Appraisals	Permanent
Environmental Studies	Permanent
Insurance Policies	Permanent
Real Estate Documents	Permanent
Stock and Bond Records	Permanent
Leases	7 years after expiration
OSHA Documents	5 years
General Contracts	7 years after termination

Government Affairs Records

RPAC Member Donation Forms	Permanent
RPAC Political Donations	Permanent
Lobbying Filing and Records	3 years

Education Records

Course Records	3 years after completion
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Course Payment Records	Permanent
Course Roster	Permanent

Communication

Contracts	7 years after expiration
Publications	Permanent
Advertisement copies	3 years after run

NAR/BNAR Association Documents

NAR charter	Permanent
Territorial jurisdiction	Permanent
REALTOR® Agreement	Until superseded
Member file & membership applications	2 years after terminates
Professional standards policies	5 years
Professional standards hearing records-	
Ethics (result of hearing- permanent; rest of hearing file- minimum of 1 year after satisfaction of sanctions (if any) and there is no threat of litigation) Arbitration/mediation (minimum of 1 year after payment of award (if any) and there is no threat of litigation)	

IV. Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the indicated period of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the appropriate file or moved to an "archive" computer file folder. Backup and recovery methods will be tested on a regular basis.

V. Emergency Planning

BNAR's records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping BNAR operating in an emergency will be duplicated or backed up periodically and maintained off site.

VI. Document Destruction

BNAR's Chief Executive Officer ("CEO") is responsible for the on-going process of identifying its business/financial records, which have met the required retention period and overseeing their destruction with other BNAR employees responsible for BNAR finances and responsible for the on-going process of identifying the employee records, which have met the required retention period and overseeing their destruction. Destruction of financial and personnel-related documents will be accomplished by shredding.

Proper document destruction will be suspended immediately, upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

VII. Compliance

Failure on the part of employees to follow this Policy can result in possible civil and criminal sanctions against BNAR and its employees and possible disciplinary action against responsible individuals. The

CEO will periodically review these procedures with outside legal counsel or the organization's certified public accountant to ensure that they are in compliance with new or revised regulations.

APPENDIX B

**PERFORMANCE EVALUATION – CHIEF EXECUTIVE OFFICER
(Approved October, 2008 – revised, October 15, 2009)**

POSITION OBJECTIVES: *The Position Objectives are those actions and activities required of the CEO in order to maintain a fiscally sound, well-managed organization. The CEO must obtain a satisfactory performance evaluation rating on these Position Objectives.*

Exceptional – Outstanding, exemplary performance in all areas.

Exceeds Expectations. Performance has exceeded expectations. New and innovative programs have been introduced to achieve objectives and/or current operations and services have improved.

Meets Expectations. Job requirements are being met.

Below Expectations – Performance at times does not meet expectations. Improvement in some areas is required.

Unacceptable - Performance fails to meet most expectations and is unacceptable.

- **Please respond in any areas that you have interacted with the CEO over the past year.**
- **Your narrative comments are invited and will be most helpful in evaluating his performance, however, the performance rating in each area is critical according to the above position objectives.**
- ***Information is confidential.***

****In the event that you have not had any interaction in any of the following categories, please skip to next question:***

1. Financial and Asset Management

Demonstrate sound financial management and accountability. Effectively allocate resources and control costs. Develop the Association's annual budget in concert with the Finance Committee. Upon Board of Directors' approval, operate the Association within the adopted budget. Safeguard all funds, physical assets and other Association property.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

2. Additional Services and Revenue Sources

Seek to develop additional revenue sources for the Association in order to maintain its financial health. Investigate and recommend additional services that increase revenues or lower costs for the Association.

Explore the possibility of adding new/additional membership categories, consistent with NAR policy. Develop a plan for attracting and servicing new membership sectors, or other real estate related revenue sources, such as homeowners or other real estate related groups, including a cost/benefit analysis.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

3. Development, Organization and Utilization of Staff

Recruit, select, hire, train and motivate the Association's professional staff, including responsibility for all staff promotions, terminations or other employment actions in accordance with its equal opportunity policy, on a legitimate, non-discriminatory basis in compliance with all applicable laws. Develop specific policies, procedures and organizational structure for the day-to-day administration of the Association office. Ensure that appropriate limitations of staff authority are defined and understood with respect to policy, commitment, expenditures and actions affecting personnel.

Define and assign staff duties, establish performance standards, conduct performance reviews, and set salaries within the budget guidelines. Create revised job descriptions, performance evaluation forms, and measurable performance standards for each staff position. Ensure that formal performance evaluations are conducted for each staff position annually. Review and possibly revise staff compensation and benefits packages based on current industry research.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

4. Member Data/Input and Strategic Planning

Consider working with an outside consultant to insure that appropriate research such as surveys, focus groups, meetings with member firms, other members and outside constituencies is conducted and utilized in the development of an effective Annual Business Plan for the Association. Conduct research and related projects on subjects deemed of importance to the membership and prepare and publish the results.

Implement policies and procedures which result in effective planning at all levels for Association programs and services and insure that leadership and staff are aware of and support the major goals and initiatives of the Association. Prioritize goals in the Annual Business Plan and ensure they are delegated to staff or volunteer groups through written operational plans. Track the progress of each goal to ensure they are implemented within the timetable prescribed in the Annual Business Plan.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

5. Legal Integrity/Risk Management

Successfully manage the Association's programs, products and activities such that any legal liability resulting from BNAR's activities is minimized to the maximum extent possible. Insure that the Association's policy and procedures manuals, bylaws and other operating policies conform to laws, rules and regulations and are kept up-to-date and shared with/understood by all new and existing staff and leadership members. Have appropriate contracts, documents and press releases reviewed by outside counsel. Remain attuned to potentially litigious situations and consult with outside counsel as needed.

Continue to develop programs aimed at reducing member firms' legal liability and other legal/risk reduction programming. Develop a sufficient number of programs and informational pieces during the year which directly reach the majority of member firms.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

6. Government Affairs

Oversee the activities of the Public Affairs Director including the Association's legislative, regulatory and member education activities. Review and approve public policy initiatives that favorably impact the business climate for REALTORS®. Oversee RPAC fundraising efforts that allow the Association to meet its lobbying and political action goals. Monitor contacts with key local elected and government officials to advance the interests of REALTORS®. Oversee liaisons with Government Affairs Divisions of NYSAR and NAR.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

*******IF YOU ARE NOT ON THE REIS BOARD OF MANAGERS, PLEASE SKIP QUESTION #7.*******

7. Fulfillment of Management Agreement with WNYREIS

Provide effective management and other services to WNYREIS in accordance with the Management Agreement between WNYREIS and BNAR.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

8. Leadership Communication

Insure that the Board of Directors and the Executive Committee are kept fully informed on the conditions and operations of BNAR and on all important factors and issues. Attend or assign staff to attend pertinent committee and director meetings as necessary to apprise leadership of current issues, trends and events. Attend State, National Association REALTOR® meetings and other meetings as directed by the Board of Directors and submit a written report to BNAR leadership and staff regarding major NYSAR and NAR issues, decisions and discussions.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

9. Outreach/Communication to Firms and Members

Conduct an ongoing communication effort with members and firm principals to discuss their business needs and the programs/products offered by BNAR and the WNYREIS. The CEO will personally meet with/visit offices of any selected BNAR members, solicit their feedback regarding Association matters and recommend solutions for improving customer service.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

10. Community Involvement

Become active in the greater Buffalo community to further the interests of the REALTOR® and the Association. Become an active member in community interest organizations. Establish alliances, coalitions and joint ventures with other organizations that are beneficial to the REALTOR® Association. Develop and manage programs directed toward specific outside groups and promote positive image campaigns.

Rating: () Exceptional () Exceeds Expectations () Meet Expectations () Below Expectations () Unacceptable

11. Summary of Overall Performance

Please give us your thoughts on the CEO's overall performance.
