

# St. Louis REALTORS®

## Statement of Policy on Committees and Other Groups

This Statement of Policy is concerned with the composition and organization of specific committees and other related foundations, organizations and governing bodies of the St. Louis REALTORS®. This policy and any changes to it must be approved by the Board of Directors. If any committee or group desires to formulate more specific operational guidelines, it may do so, but such guidelines must be within the spirit and intent of this policy or be approved by the Board of Directors.

### Standing Rules for Committee Operations

For the purposes of this policy, “committee” shall mean to include a committee, advisory board, advisory group, council, forum, network, program, task force, or work group. For the purposes of defining “volunteer service” as a requirement to serve on the board of directors, or attain Life Member status, only committees, task forces, work groups, advisory boards, advisory groups, and graduation from the Leadership Academy shall qualify as well as any other role of chair or vice chair. All in-person committee meetings shall be held at the St. Louis REALTORS® offices located at 12777 Olive Blvd. in St. Louis unless otherwise noted. Alternate meeting locations may be selected, as necessary, subject to the approval of the President or Chief Executive Officer.

No committee member, including the chair, shall, without express direction from the Board of Directors, or the President of the Association, represent the Association or any committee thereof on any substantive issue before any governmental, public, or non-member forum either in person or by way of written or electronic communication.

No committee member, including the chair, shall have any authority to contract for or in the name of the Association or otherwise obligate the officers, staff, or members of the Association or the Association itself unless such authority is contained in an express resolution of the Board of Directors of the Association or when authorized by the Bylaws or the Statement of Policy, or by the Executive Committee.

Action without a meeting. In keeping with Section 355.381 of Missouri non-profit corporate law, unless the articles or bylaws provide otherwise, action required or permitted by this chapter to be taken at a board of directors meeting may be taken without a meeting if the action is taken by all members of the board. In other words, consent must be unanimous. The same applies for any action taken outside of a committee meeting.

If any committee member or board of director member, including chairs and vice-chairs, shall fail to attend three (3) meetings of the committee or board of directors within a twelve (12) month period, such member shall be deemed to have resigned immediately following the conclusion of said third meeting. The chair shall have this fact called to such member’s attention; and, if an explanation for such absences satisfactory to the President is received within a reasonable time frame, the President may elect to appoint such member to fill the vacancy created by such resignation, failing which, the vacancy thus created shall be filled as provided for in this policy.

Committee members, including chairs and vice-chairs, may also be removed for cause by the Executive Committee. However, an opportunity shall be provided for the chair, vice-chair or committee member to present their respective positions before a vote shall be taken on removal.

The St. Louis REALTORS® has established a goal that all committee members be RPAC investors. St. Louis REALTORS® also encourages each committee to adopt a similar goal. Making an investment is strongly encouraged but not a condition of participation on a committee.

These Standing Rules may be amended from time to time by action of the Board of Directors of the Association at a duly constituted meeting thereof.

### **Standing Committees**

Committees serve to assist in the effective implementation of Association objectives and specific programs. There shall be an annual opportunity for members to express their interest in serving on particular committees. The timeline for this process is outlined in the General Statement of Policy. The committee application form shall be available on the St. Louis REALTORS® website during the annual sign-up period. Committee applications are reviewed each fall by the incoming President and incoming President-elect, along with the Chief Executive Officer, for appointment for the following year. Care shall be given to ensure that all committees reflect the diversity of our membership (e.g., firm size, racial make-up, differing business models, etc.). Committee members may be appointed to multiple successive terms, provided they have completed the committee application for another term prior to their term's expiration and within the application deadline. However, reappointment is not guaranteed. The overall effectiveness of the committee will play a central role in the selection process. There should be no committee appointments made mid-year except to fill an open seat or, at the discretion of the St. Louis REALTORS® President or Chief Executive Officer, when a member has specialized knowledge that is deemed necessary to implement the services or programs of the committee.

The President, in consultation with the President-elect and with the approval of the Executive Committee may appoint such Committees and/or Special Committees and designate their chairpersons and vice-chairpersons as deemed advisable and where not otherwise specified in these policies. The following are standing committees:

Advisory Council, Advocacy Committee, Affiliate Council, Audit Committee, Awards Committee, Board Development Committee, Bylaws Committee, Community Engagement Committee, Executive Committee, Finance Committee, Grievance Committee, Inclusion Advisory Group, Leadership Development Working Group, Legal Action Committee, Performance/Compensation Review Committee, Professional Standards Committee, RPAC Fundraising Planning Committee, Risk Management Task Force, Contracts and Forms Committee, Strategic Planning Committee, Urban Affairs Forum and Young Professionals Network (YPN) Advisory Board.

Committees shall work on those activities and programs that are under their purview as outlined in their committee description. All committees shall operate within the confines of the St. Louis REALTORS®' budget; requests for additional unbudgeted funding over \$5,000 must be routed to the Finance Committee for a written financial analysis. The request and analysis are sent to and approved by the Board of Directors.

Chairs and vice-chairs must attend the annual committee orientation session (usually held each January). Failure to participate in orientation may result in repeal of the position.

The following are separate wholly or partially owned subsidiary organizations and/or separate established governing bodies:

Mid-America Regional Information System (MARIS)  
St. Louis Commercial Data Systems (STLCDS)  
St. Louis REALTORS® Commercial Division Board of Directors  
St. Louis REALTORS® Foundation  
St. Louis REALTORS® Political Action Committee (SLARPAC)

### **150<sup>th</sup> ANNIVERSARY TASK FORCE**

**ORGANIZATION:** The 150<sup>th</sup> Anniversary Task Force shall comprise no more than twelve (12) individuals. This group will bring together a diverse mix of legacy members, emerging leaders, community partners, and historians. The 2026 President and the 2026 President-Elect shall both serve as ex officio members and shall appoint the chair and vice chair. These appointments will be in effect for the duration of this multi-year task force, which is scheduled to run through 2027.

**DUTIES:** The 150<sup>th</sup> Anniversary Task Force is established to guide, coordinate, and inspire the celebration of St. Louis REALTORS®' milestone year in 2027. The Task Force shall ensure that the anniversary both honors our history and projects our vision for the future. In doing so, the Task Force will be charged with:

- **Ideation:** Develop a program and/or event and commemorations that highlights our legacy, impact, and commitment to community.
- **Planning:** Creating a clear roadmap and timeline for anniversary initiatives, integrating across association departments, committees, and partner organizations.
- **Fundraising:** Identifying and securing sponsorships, donations, and grants to support anniversary activities.
- **Coordination:** Serving as the central hub for aligning efforts across members, staff, and external partners, ensuring inclusivity, efficiency, and excellence in execution.

Through its work, the Task Force will help St. Louis REALTORS® celebrate 150 years of service, leadership, and community impact while setting the stage for the next century of growth and innovation.

**REPORTING:** The Task Force's work will provide the Executive Committee with thoughtful and actionable insights to guide decisions that strengthen the Association's role in advancing professionalism, protecting property rights, and serving members during a time of transformation.

**MEETING SCHEDULE:** The 150<sup>th</sup> Anniversary Task Force shall meet as necessary to carry out its functions and duties.

### **ADVISORY COUNCIL**

**ORGANIZATION:** The Advisory Council shall comprise of all past presidents of the St. Louis REALTORS® and the Commercial Division. The current President, President-elect, Treasurer and Chief Executive Officer of the Association shall be guests of the Advisory Council. The immediate Past-president shall serve as the chair of the Advisory Council.

**DUTIES:** Its purpose shall be: (1) to provide a medium of exchange of ideas and concepts among past presidents; (2) to consider all long-range plans and strategy; (3) to provide a source of counsel to the Executive Committee; and, (4) to develop plans for the continued influence and status of the Association within the Missouri REALTORS® and National Association of REALTORS®.

**REPORTING:** The Advisory Council's recommendations shall be forwarded to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors.

**MEETING SCHEDULE:** The Advisory Council meetings are closed and may be held at such times or as necessary to carry out its functions and duties.

### **ADVOCACY COMMITTEE**

**ORGANIZATION:** The members of the Advocacy Committee shall comprise of no more than eighteen (18) REALTOR® members, of which up to three (3) may be Affiliate members. These appointments shall be for three-year staggered terms. The chair and vice-chair shall be appointed by the President and President-elect and shall be ratified by the Executive Committee.

**DUTIES:** The Advocacy Committee shall be responsible for, but not limited to, the following:

- Oversight of the Issues Mobilization Fund;
- Making recommendations to St. Louis REALTORS® annual policy agenda;
- Making recommendations as to the need for the Association to pursue its own legislative initiatives on issues of concern to members;
- Assisting in the development of St. Louis REALTORS® legislative proposals;
- Monitoring, reviewing, examining, analyzing and recommending policies and programs in the area of real estate finance, housing, and economic development;
- Reviewing and discussing legislative issues, rules, or regulations affecting property owners or the real estate industry;
- Making recommendations, in accordance with Association policy, as to St. Louis REALTORS® positions on proposed or discussed legislation and ballot issues;
- Making recommendations for funding of issue campaigns from Issues Mobilization;
- Establishing and maintaining a Local Political Coordinator (LPC) program by using existing member relationships and developing new relationships with trustees and council members of the 88 St. Louis County municipalities along with other public officials;
- Establishing ongoing communication of REALTOR® positions and concerns to public officials and coordinating and promoting member involvement in the political process;
- Developing and implementing member political involvement projects; and, Coordinating the implementation of NAR political affairs programs.

**REPORTING:** The actions and recommendations of the Advocacy Committee shall be forwarded to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors. In the absence of Association policy, the Advocacy Committee Chair, President and the Chief Executive Officer may collectively determine policy and represent the Association. The policy determined in such a manner must be ratified at the next meeting of the Board of Directors.

**MEETING SCHEDULE:** The Advocacy Committee may meet at such times or as necessary to carry out its functions and duties.

### **AFFILIATE COUNCIL**

**ORGANIZATION:** The Council shall comprise of any Affiliate member of the St. Louis REALTORS®. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** To support St. Louis REALTORS® events and initiatives. This Council may also assist the St. Louis REALTORS® Foundation with fundraising projects and efforts. In addition to interacting with other industry professionals, committee members may participate in the Association's community engagement events and activities.

**REPORTING:** The Affiliate Council shall report to the Executive Committee.

**MEETING SCHEDULE:** The Affiliate Council shall meet up to six (6) times per year or as necessary to carry out its functions and duties.

### **AUDIT COMMITTEE**

**ORGANIZATION:** The duties of the Audit Committee shall be performed by the Executive Committee.

**DUTIES:** The purpose of the Audit Committee shall be to provide assistance to the Board of Directors in fulfilling its oversight responsibility to the members and others relating to: (1) the integrity of the Association's financial statements; and (2) the independent auditor's qualifications, performance and independence. The Committee is formed to assist the Board in fulfilling its responsibilities and to perform the specific duties set forth in these guidelines. In fulfilling its purpose, it is the responsibility of the Committee to assure that the independent auditors are able to obtain all information which is necessary or useful in performing the audit and to assure that the Committee, independent auditors and management of the Association are aware of their responsibilities. The committee's duties and responsibilities shall include:

- **Understanding the correlation of the Association's operations to the programs.** The Audit Committee shall meet with the Chief Executive Officer (CEO) or others designated by the Chief Executive Officer and the outside auditors to review and discuss the basic operations and programs of the Association.
- **Understanding the Association's control environment and risk management systems.** The committee shall review with the CEO, designated staff or, as may be needed, the Association's General Counsel or auditors, the adequacy and reliability of the Association's risk management systems and policies, such as insurance, conflict of interest policy and other internal controls.
- **Understanding and overseeing the financial and compliance reporting process.** The committee shall review with management and the independent auditor the adequacy and the reliability of the Association's financial reporting.
- **Understanding and overseeing the audit processes.** The committee shall discuss with the independent auditors the overall scope and plans for their audits.
- **Understanding and overseeing the management audit and recommendations.** The committee shall review with the independent auditors any audit problems or difficulties encountered during the course of the audit work, including any restrictions on the scope of the independent auditors' activities or access to requested information, and management's response. The committee

should review any accounting adjustments that were noted or proposed by the auditors but were “passed” (as immaterial or otherwise) and any “management” letter issued, or proposed to be issued, by the audit firm to the Association. The committee shall review the annual audit and tax returns and make a recommendation to the Board of Directors to accept them as presented or with adjustments if necessary.

- **Selection of the independent audit firm, subject to approval by the Board of Directors.** The committee, in consultation with management, shall recommend to the Board of Directors the appointment of an Auditor, which is subject to approval by the Board. The committee shall evaluate the performance of the Auditor.

The committee’s responsibility is to provide assistance, not make ultimate decisions, in regards to the items listed above and to make recommendations as the committee deems appropriate to management, the elected officers of the Association or to the Board of Directors. The committee shall review and reassess the adequacy of these guidelines annually and recommend any proposed changes to the Board for approval.

**REPORTING:** The Audit Committee will report and make recommendations to the Board of Directors.

**MEETING SCHEDULE:** The Audit Committee shall meet as necessary to carry out its functions and duties.

## **AWARDS COMMITTEE**

**ORGANIZATION:** The members of the Awards Committee shall comprise up to eight (8) individuals of which at least three (3) shall be chosen from among previous award recipients, the Chair or Vice-chair of the Young Professionals Network, Inclusion Advisory Group, Commercial Division and Affiliate Council, along with one (1) at-large appointment made by the President. The chair and vice-chair shall be appointed by the President and President-elect, respectively.

**DUTIES:** The Committee shall annually select one REALTOR® of the Year award recipient. Additionally, the Committee shall review award nominations for the following additional awards and, in its discretion, determine who, if anyone, it shall select:

- Papin Lifetime Achievement;
- Manager of the Year;
- Affiliate of the Year;
- Commercial REALTOR® of the Year;
- Young Professionals Network (YPN) Rock Star;
- Reimagining St. Louis Brokerage Award;
- Reimagining St. Louis Community Partner Award;
- RHAF Champion;
- Ellen O’Brien;
- Eyer mann Distinguished Service; and,
- Elisha Brown Pioneer Award.

Award recipients will be notified that they have been selected for an award but the nature of the award will not be disclosed until the annual event where the award recipients are announced. Additionally, the Awards Committee will recommend nominees for the various annual Missouri

REALTORS® and National Association of REALTORS® awards. No member of the Awards Committee shall be eligible to receive an award under the purview of this Committee during their year of service, nor will they become eligible by resigning from the Committee. Finally, the Awards Committee will evaluate all members to determine which qualify for the St. Louis REALTORS® and/or Missouri REALTORS® Life Membership status.

**REPORTING:** The members of the Awards Committee shall report to the Executive Committee.

**MEETING SCHEDULE:** The Awards Committee shall meet two (2) times a year or as necessary to carry out its functions and duties.

### **BOARD DEVELOPMENT AND LEADERSHIP COMMITTEE**

**ORGANIZATION:** The Board Development and Leadership Committee shall be appointed by the President and approved by the Board of Directors to perform those duties outlined below or as otherwise directed by the Board of Directors. This Committee shall be comprised of seven (7) Members authorized to vote, including the most recent Past-President of the Association, who is willing and able to serve as Chairperson, two (2) current directors, two (2) Members who have served as past directors and/or officers of the organization and two (2) at-large members. No more than one (1) Committee member shall be from the same firm.

**DUTIES:** The Committee shall educate and encourage applications and nominations for service at the local, state, and national levels. Annually, the Committee shall serve a notice that lists the qualifications for office, the nominating procedure, and the election procedure.

**REPORTING:** The members of the Board Leadership and Development Committee shall report to the Board of Directors.

**MEETING SCHEDULE:** The Board Leadership and Development Committee shall meet as necessary to carry out its functions and duties.

**(Note: The authority for the Board Development and Leadership Committee is derived directly from Article XI, Section 4 (g) of the bylaws.)**

### **BYLAWS COMMITTEE**

**ORGANIZATION:** The duties of the Bylaws Committee shall be performed by the Executive Committee. The President shall have the authority to appoint up to two (2) additional members to this Committee as deemed necessary to seek out additional input.

**DUTIES:** The Committee shall annually review the bylaws of the Association and make recommendations, as needed, for additions, deletions and/or other changes. The Committee shall also review and advise as to proposed bylaws changes necessitated by the recommendations of other groups or committees. The Bylaws Committee shall also research and compose any and all requested resolutions for consideration.

**REPORTING:** The Bylaws Committee will report and make recommendations to the Board of Directors.

**MEETING SCHEDULE:** The Bylaws Committee shall meet as necessary to carry out its functions and duties.

### **CITATION PANEL**

**ORGANIZATION:** The members of the Code of Ethics Citation Panel (Citation Panel) shall be comprised of at least five (5) REALTOR® members. Standing panel members shall include the Professional Standards Committee Chair, Vice-Chair, and Immediate Past-Chair. The Professional Standards Committee Chair shall appoint two (2) additional panelists annually. In the event of a panel vacancy due to conflict of interest among the standing panelists the Chair shall have the authority to appoint alternates from the Professional Standards Committee. Panel members must be highly experienced in matters of Professional Standards and shall have a minimum of two (2) years' experience serving on the Professional Standards Committee. A member of the Citation Panel shall not serve on the Grievance Committee at the same time.

**DUTIES:** The purpose of the Citation Panel shall be to review complaints to determine eligibility for the citation program and the appropriate citations. A minimum of three (3) members shall be required to convene a panel.

**REPORTING:** The Citation Panel shall report to the Board of Directors.

**MEETING SCHEDULE:** The Citation Panel shall meet as necessary to carry out its functions and duties.

### **COMMUNITY ENGAGEMENT COMMITTEE**

**ORGANIZATION:** The members of the Community Engagement Committee shall comprise of no more than twenty-five (25) Association members. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** To seek partnerships with other organizations to enhance the quality of housing and homeownership in St. Louis and St. Louis County, and engage in meaningful projects that further the mission of the organization and/or align with the purpose of the REALTORS® Housing Assistance Fund. Such partnerships shall be approved by the Board of Directors.

**REPORTING:** The Community Engagement Committee shall report to the Board of Directors.

**MEETING SCHEDULE:** The Community Engagement Committee shall meet up to six (6) times per year or as necessary to carry out its functions and duties.

### **CONTRACTS AND FORMS COMMITTEE**

**ORGANIZATION:** The members of the Contracts and Forms Committee shall comprise of no more than twelve (12) voting members as outlined herein. Up to twelve (12) REALTOR® members may be appointed as voting members to two-year terms which shall be staggered. Other appointees may include One individual representing the Bar Association of Metropolitan St. Louis (BAMSL); St. Louis REALTORS® legal counsel; and, at the discretion of the President, one additional member from the legal profession. Other Associations that are authorized to use St. Louis REALTORS® contracts may appoint a non-voting representative to attend these meetings. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** The Committee develops and revises the Association's standard real estate contracts as deemed necessary, based largely on the following legal, regulatory and other issues:

- Is this change necessitated by a legislative change?
- Is this change necessitated by a MREC statute or rule change?
- Is this change necessitated by a MREC compliance issue?

- Is this change prompted by a legal issue (e.g., square footage issues, FIRPTA, Laclede Gas, etc.)

Members and non-members authorized to utilize these documents are invited to submit suggestions for the Committee to consider.

**REPORTING:** The Contracts and Forms Committee shall report to the Board of Directors.

**MEETING SCHEDULE:** The Contracts and Forms Committee shall meet bi-monthly or as necessary to carry out its functions and duties.

## **EXECUTIVE COMMITTEE**

**ORGANIZATION:** The Executive Committee shall consist of the President who shall act as chair, President-elect, Treasurer; Immediate Past-president; President of the Commercial Division; Secretary and Member-At-Large (both REALTORS® appointed by the President subject to ratification by the Board of Directors); and, Chief Executive Officer of the Association (a non-voting member). The Immediate Past President shall serve as a liaison between the Executive Committee and the Advisory Council.

**DUTIES:** The Executive Committee, in addition to its regular duties, shall transact Association business as necessary between meetings of the Board of Directors and shall report such actions in full to the Board of Directors at its next regular or special meeting. The Executive Committee shall also serve as the Audit Committee, Bylaws Committee and as the Legal Action Committee.

**REPORTING:** The Executive Committee will report and make recommendations to the Board of Directors.

**MEETING SCHEDULE:** The Executive Committee shall meet six (6) to nine (9) times per year or as necessary to carry out its functions and duties.

## **FINANCE COMMITTEE**

**ORGANIZATION:** The committee shall comprise of the Treasurer who will also serve as the chair, the President, President-elect, Immediate Past-president, Treasurer, Commercial Division Board President, and four (4) REALTOR® Members-At-Large (appointed by the President and subject to ratification by the Executive Committee).

**DUTIES:** The purpose of the committee shall be to review the financial performance of the Association and to prepare the annual budget, to be consulted for its recommendation on all changes in the budget and expenditures in excess of budget and work with the Treasurer in creating, monitoring and recommending revisions to the Association's investment policies and reserve policies relative to the investment of Association funds. The committee shall provide for the preparation of an annual audit report for the Association by an outside accounting firm and recommend the Association's dues, reserve levels and related guidelines. The committee shall recommend to the Board of Directors the suggested dues amount and, assessments and suggested voluntary contributions. The committee will make recommendations to the Board of Directors on the financial position of the Association. The committee will evaluate needs, consider bids and make recommendations regarding owned real estate. After the Association elections each fall the Treasurer-elect will serve as a non-voting member of the committee through the balance of that year.

**REPORTING:** The Finance Committee shall report and make recommendations to the Board of Directors.

**MEETING SCHEDULE:** The Finance Committee may meet quarterly or as necessary to carry out its functions and duties.

### **GRIEVANCE COMMITTEE**

**ORGANIZATION:** The members of the Grievance Committee shall consist of no more than twenty-two (22) REALTOR® members. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee. Members of the committee shall serve a term of three (3) years. All members of the Grievance committee must attend an approved training annually. Any member of the Committee to be found in violation of the Code of Ethics during their term of service, may be removed from the Committee, at the discretion of the President. Any member who has been appointed to the Committee who has been found in violation of the Code of Ethics may have such appointment rescinded, at the discretion of the President.

**DUTIES:** The committee shall be responsible for all matters referred to it as provided in the National Association of REALTORS® Code of Ethics and Arbitration Manual.

**REPORTING:** The actions and determinations of grievance panels will be forwarded to the Professional Standards Committee as required by the NAR Code of Ethics and Arbitration Manual. Other general actions and recommendations of the committee will be forwarded to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors.

**MEETING SCHEDULE:** The Grievance Committee may meet at such times or as necessary to carry out its functions and duties.

### **INDUSTRY ALIGNMENT AND OPPORTUNITIES (TASK FORCE)**

**ORGANIZATION:** The members of the Industry Alignment and Opportunities Task Force shall comprise no more than 8 REALTOR® members who are authorized to vote, including three (3) past-presidents, two (2) current directors, and three (3) at-large members. The President and the President-Elect shall appoint the chair and vice chair. These appointments will be in effect for the duration of the Task Force, which is scheduled to run through 2026.

**DUTIES:** The purpose of the Task Force is to evaluate the rapidly changing landscape of the real estate industry and the structures that support it. Organized real estate is being shaped by disruptive forces, including advancements in artificial intelligence and other technologies, brokerage mergers and consolidations, new business models, consumer expectations, and ongoing litigation that challenges traditional practices. At the same time, the long-standing three-way agreement among national, state, and local associations is under review, and the REALTOR® membership requirement for MLS access is being questioned. Collectively, these pressures create uncertainty but also open the door for innovation, adaptation, and opportunity. The Task Force will study both the threats and the emerging possibilities these shifts create for REALTOR® associations and specifically for St. Louis REALTORS®. In performing its duties this task force shall:

- Assess the potential impacts of external and internal challenges on St. Louis REALTORS®, its members, and its subsidiaries.

- Identify opportunities for innovation, growth, and new value creation in this evolving environment.
- Recommend strategies to ensure that St. Louis REALTORS® remains a strong, relevant, and future-focused organization, prepared to adapt to industry, legal, and governance changes.

**REPORTING:** The Task Force’s work will provide the Board of Directors with thoughtful and actionable insights to guide decisions that strengthen the Association’s role in advancing professionalism, protecting property rights, and serving members during a time of transformation.

**MEETING SCHEDULE:** The Task Force on Industry Alignment and Opportunities shall meet as necessary to carry out its functions and duties.

### **INCLUSION ADVISORY GROUP**

**ORGANIZATION:** The Committee shall comprise of no more than sixteen (16) Association members. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** Shall address concerns regarding diversity and fair housing, broadens understanding and importance of embracing diversity and inclusion competency. Actively promotes the At Home with Diversity NAR certification, the Bias Override: Overcoming Barriers to Fair Housing class, and the Fairhaven fair housing simulation. This group also oversees the DE&I Minority Scholarship Program. In addition, this group promotes federal and state Fair Housing practices. This group also drives changes in real estate business practices to reflect the growing cultural diversity within the St. Louis Region as well as shares diversity knowledge, expertise, analysis and information with committees. Lastly, this group sponsors the annual Reimagining a City for Everyone (R.A.C.E.) ~~It’s a Big, Big World~~ diversity and inclusion event.

**REPORTING:** The Inclusion Advisory Group shall report to the Board of Directors.

**MEETING SCHEDULE:** The Inclusion Advisory Group shall meet up to nine (9) times per year or as necessary to carry out its functions and duties.

### **LEADERSHIP ACADEMY WORKING GROUP**

**ORGANIZATION:** The Leadership Academy Working Group shall have a chair and vice-chair appointed by the President and President-elect, respectively who shall oversee the selection, participation and evaluation of the Leadership Academy. Other working group members may be appointed from those members with specific leadership training and skills. The St. Louis REALTORS® officers shall serve on the working group in an ex-officio capacity. On an annual basis, the Executive Committee shall recommend funding for activities related to the overall Leadership Academy.

**DUTIES:** The working group, in coordination with the Executive Committee, shall develop and implement a systematic approach for the identification, placement and training of future leaders of St. Louis REALTORS® and our community. St. Louis REALTORS® leaders are those members who through the organization or other organization involvement are perceived to possess the skills, aptitude, interests and motivation to become a committee chair or St. Louis REALTORS® elected officer. The program is designed to further develop an individual’s leadership skills in a structured program that offers training and critical evaluation.

**PARTICIPATION IN THE LEADERSHIP ACADEMY:** Any REALTOR® may request to participate in the Academy and any member may be invited to apply to participate by a member of the Leadership Academy Working Group. The program shall be limited to 14 new participants each year.

*NOTE: It must be very clear that participation in this program is for self-improvement and does not in any manner project or guarantee that a participant will receive preferential treatment in the event that the participant decides to pursue St. Louis REALTORS® elected office. Each applicant shall complete an application form to establish their past level of participation and involvement in the St. Louis REALTORS® and other groups.*

**REPORTING:** The Leadership Academy Working Group shall report and make recommendations to the Executive Committee.

**MEETING SCHEDULE:** The Leadership Academy Working Group may meet at such times or as necessary to carry out its functions and duties.

### **LEGAL ACTION COMMITTEE**

**ORGANIZATION:** The duties of the Legal Action Committee shall be performed by the Executive Committee.

**DUTIES:** The Committee supports REALTORS® and landowners involved in legal matters that have significance for the St. Louis REALTORS® membership and the real estate industry.

**Cases:** Cases may include but are not limited to actions involving real estate law and practice, land use or environmental issues, private property rights or development rights. The cases must involve issues of significance to St. Louis REALTORS® or the real estate industry.

**Assistance:** The St. Louis REALTORS®, acting through the Legal Action Committee, typically participates in a case by filing and arguing as an amicus curiae (friend of the court), as a member of a coalition of similarly interested parties, as a party to the lawsuit, by identifying expert witnesses, or by providing legal, environmental, land use or other research. The Legal Action Committee has traditionally participated primarily in cases that have already been tried in the circuit court and are on appeal. However, participation in a coalition bringing a suit at the trial court or administrative hearing level has frequently been a vehicle for input on important legal issues at earlier stages of the litigation process.

**Payment of legal fees:** Generally, the Legal Action Committee will not pay legal fees for any REALTOR® who is caught up in litigation over real estate practice or land use issues. In only the most extraordinary cases involving issues of major importance to the St. Louis REALTORS® and the real estate industry, and where the St. Louis REALTORS® position cannot be asserted in any other way, will the St. Louis REALTORS® Legal Action Committee consider contributing to the litigation expenses of another party.

**REPORTING:** The Legal Action Committee shall report to the Board of Directors.

**MEETING SCHEDULE:** The Legal Action Committee shall meet at such times as necessary to carry out its functions and duties.

### **PERFORMANCE/COMPENSATION REVIEW COMMITTEE**

**ORGANIZATION:** The members of the Performance/Compensation Review Committee (formerly named the Personnel Committee) shall comprise of the Immediate Past President, President, the President-elect, Treasurer and one (1) member of the Advisory Council appointed by the President, other than the Immediate Past President. The Immediate Past President, shall serve as chair of the Committee.

**DUTIES:** The purpose of the Performance/Compensation Review Committee shall be to review the performance of the Chief Executive Officer of the Association and fix the terms of compensation and conditions of employment for the Chief Executive Officer.

In the event a search for a new Chief Executive Officer is needed, the Performance/Compensation Review Committee shall be responsible for forming a Search Committee that shall consist of all members of the Performance/Compensation Review Committee and a minimum of three (3) additional members appointed by the President. The Search Committee will select a chair at its first official meeting. Prior to incurring expenses, the Search Committee must obtain approval from the Board of Directors for all costs associated with the Search Process. The Search Committee will make its recommendation to the Board of Directors for final approval of a new Chief Executive Officer.

**REPORTING:** The Performance/Compensation Review Committee shall be authorized to take final action subject to requests for information from the Executive Committee or Board of Directors or affirmative action to the contrary by the Executive Committee and Board of Directors.

**MEETING SCHEDULE:** The Performance Compensation/Review Committee shall meet as necessary to carry out its functions and duties.

### **PROFESSIONAL STANDARDS COMMITTEE**

**ORGANIZATION:** The Professional Standards Committee shall comprise of no more than thirty-nine (39) REALTORS®. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee. As a prerequisite, members of the Professional Standards Committee must have served a minimum of three (3) years on the Grievance Committee and must attend annual professional standards training. Members of the committee shall serve a term of three (3) years. Any member of the Committee to be found in violation of the Code of Ethics during their term of service, may be removed from the Committee, at the discretion of the President. Any member who has been appointed to the Committee who has been found in violation of the Code of Ethics may have such appointment rescinded, at the discretion of the President. In selecting members of the Professional Standards Committee, the following criteria shall be considered:

- number of years as a REALTOR®
- number of years in the real estate business
- primary and secondary fields of real estate endeavor/expertise
- participation in post-licensing real estate education
- training in the Code of Ethics
- position in firm (principal, non-principal)
- size of firm
- common sense
- open-mindedness
- familiarity with state(s) laws and regulations
- receptiveness to instruction/training
- other relevant professional or procedural training

**DUTIES:** The Professional Standards Committee shall be responsible for, but not limited to, the following:

- Providing hearing panels on all professional standard cases that have been referred to it;
- Providing mediation services as needed on requests for arbitration;
- Reviewing all professional standards and arbitration materials and directives emanating from NAR; and,
- Monitoring the Ethics Citation and Ombudsman programs.

**REPORTING:** The actions and determinations of the hearing panels of the Professional Standards Committee shall be final actions, subject to any appeal rights. Other general actions and recommendations of the committee shall be forwarded to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors.

**MEETING SCHEDULE:** The Professional Standards Committee may meet at such times as necessary to carry out its functions and duties.

### **RPAC FUNDRAISING PLANNING COMMITTEE**

**ORGANIZATION:** The REALTORS® Political Action Committee (RPAC) Fundraising Planning Committee shall comprise of no more than twelve (12) REALTOR® members, up to four (4) of which may be Affiliate members. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** The committee members actively support RPAC and participate in individual and group fundraising activities for RPAC, as follows:

- Making recommendations on RPAC event planning;
- Working as volunteers to make RPAC events a success;
- Providing materials necessary to carry out the activities of the committee; and,
- Recommending to the Board of Directors the suggested above-the-line annual dues billing contribution amount for RPAC.

**REPORTING:** The RPAC Fundraising Planning Committee shall report to the Board of Directors, which shall include financial statements and progress toward achieving its RPAC goals.

**MEETING SCHEDULE:** The RPAC Fundraising Planning Committee may meet at such times as necessary to carry out its functions and duties.

### **RISK MANAGEMENT COMMITTEE**

**ORGANIZATION:** The Risk Management Committee shall comprise no more than fifteen individuals. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee. Appointees shall be well-versed in real estate industry risks, including but not limited to current antitrust litigation and Department of Justice concerns. Ensuring the composition of this committee represents diverse industry disciplines is essential. Therefore, consideration shall be given to various criteria including but not limited to niche, business model, membership type, and industry discipline in an effort to provide a balanced compilation of committee members who will bring their unique perspective to the work. REALTOR® members considered for this Committee will predominantly be Managing Brokers and/or Designated REALTORS®. Ideally, the composition of committee members will consist of a majority of REALTOR® members, at least one but no more than three Affiliates. Committee members will serve three-year staggered terms beginning in January.

**DUTIES:** This Committee shall identify, monitor, and assess a range of risks that could impact the association, its members, and the real estate industry, and recommend related educational programming. These include but are not limited to, antitrust litigation, regulatory changes, operational risks, and compliance matters. Specific duties include:

1. Risk Assessment and Analysis
  - Develop a comprehensive understanding of ongoing and potential antitrust litigation and other regulatory risks facing the real estate industry, assessing their possible impacts on the association and its members.
  - Broaden the scope of risk analysis to include emerging areas of concern, such as cybersecurity, data privacy, and legislative shifts.
2. Contracts and Forms
  - Review Contracts and Forms and suggest changes to the Association Contracts and Forms Committee, as needed.
3. Risk Mitigation and Strategy Development
  - Serve as a strategic advisory group for sharing insights, ideas, and mitigation strategies that address identified risks, helping to protect the association and its members.
  - Recommend actionable changes to association policies, contracts, and procedures that reduce exposure to potential risks.

**REPORTING:** The Risk Management Committee will report and make recommendations to the Executive Committee.

**MEETING SCHEDULE:** The Risk Management Committee shall meet 2-3 times per year or as necessary to carry out its functions and duties.

## **STRATEGIC PLANNING COMMITTEE**

**ORGANIZATION:** The Strategic Planning Committee shall be chaired by the President-elect. The Strategic Plan shall follow a three (3) year planning cycle. Every third year a new plan shall be forged with updates being made during the off-years. During the off-years the Committee shall be composed of the Board of Directors. During the third year the Committee shall consist of no more than twenty-five (25) Association members, with a minimum of fourteen (14) St. Louis REALTORS® Directors. Care shall be taken to ensure that a diverse cross-section of membership is represented. Members of the committee shall serve a term of one (1) year.

**DUTIES:** The purpose of the Strategic Planning Committee is to provide an anticipatory system which helps the Association manage itself over the long term in such a way as to provide a continuing healthy business environment through which its members deliver ethical and professional levels of service to the public and one another.

The purpose of the Strategic Planning Committee shall also be to “brainstorm” on the future of the Association, the real estate industry and how programs and services could interface with the trends and issues facing both. In addition, the Committee shall review the Association’s messaging to members through its various channels and ultimately make recommendations to enhance the Association’s member outreach.

No later than March 31st of each year, the Strategic Planning Committee, or alternatively, the Board of Directors, shall meet to create a strategic plan or suggest revisions to the current strategic plan. The general intent is that a minimum of every three years a new plan will be developed. The plan shall be presented to the Board of Directors no later than the April Board of Directors meeting. At the discretion of the Executive Committee, one (1) or more facilitators may be employed to assist the committee.

**REPORTING:** The Strategic Planning Committee's actions and recommendations shall be forwarded to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors.

**MEETING SCHEDULE:** The Strategic Planning Committee may conduct one or two-day meetings during the year. Special meetings may be called by the chair or President.

### **URBAN AFFAIRS FORUM**

**ORGANIZATION:** The chair and vice-chair of the Urban Affairs Forum shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** All members are invited to attend events hosted by the Urban Affairs Forum, which are designed to promote living in St. Louis City and St. Louis County as well as providing education and networking in an effort to assist REALTORS® in selling the benefits of St. Louis City and St. Louis County. Additionally, the Forum provides a platform for issues relevant to St. Louis' continued growth and economic vitality (non-Forum members are invited to attend these events, subject to space). This Forum is not empowered to make formal motions.

**REPORTING:** The Urban Affairs Forum shall report to the Executive Committee.

**MEETING SCHEDULE:** There shall be 6-8 forums annually or as necessary to carry out its functions and duties.

### **YOUNG PROFESSIONALS NETWORK ADVISORY BOARD**

The St. Louis REALTORS® recognizes that younger members are an integral part of the future of the REALTOR® Association. The St. Louis REALTORS® Young Professionals Network (YPN) was created to provide education and support and to create a forum where younger REALTORS® can share ideas and network with each other to expand their business potential. The goal is to help this segment of our membership succeed in their business as well as create more involvement and future St. Louis REALTORS® leaders. There is no cost to participate in the Young Professionals Network (YPN) --- and no age limit. It's for the young and young at heart! Members of all ages are welcome and encouraged to attend YPN Events.

**ORGANIZATION:** Members of the Young Professionals Network Advisory Board shall consist of no more than thirty (30) members, up to five (5) of which may be Affiliate members. The chair and vice-chair shall be appointed by the President and President-elect, respectively and shall be ratified by the Executive Committee.

**DUTIES:** To be the voice of young professionals who are focused on personal growth, networking, and Association involvement with a primary focus on helping other young professionals engage in Association activities.

**REPORTING:** The Young Professionals Network Advisory Board shall report to the Executive Committee.

**MEETING SCHEDULE:** The Young Professionals Network Advisory Board may meet up to six (6) times per year or as necessary to carry out its functions and duties.

**Related Foundations, Organizations or Governing Boards:**

**MID-AMERICA REGIONAL INFORMATION SYSTEMS**

**LEGAL AUTHORITY:** St. Louis REALTORS® is a majority shareholder in the Mid-America Regional Information Systems (MARIS), a Missouri for-profit corporation.

**ORGANIZATION:** The Board of Directors of MARIS is made up of a number of appointed and elected individuals as outlined in the bylaws of MARIS. In addition to its Board of Directors MARIS has a Shareholder Council which is made up of one appointee from each shareholder association. St. Louis REALTORS® CEO shall serve as its appointee to this group.

**DUTIES:** MARIS operates a Multiple Listing Service (MLS). A MLS is: a facility for the orderly correlation and dissemination of listing information so participants may better serve their clients and customers and the public; a means by which authorized participants make blanket unilateral offers of compensation to other participants (acting as subagents, buyer agents, or in other agency or nonagency capacities defined by law); a means of enhancing cooperation among participants; a means by which information is accumulated and disseminated to enable authorized participants to prepare appraisals, analyses, and other valuations of real property for bona fide clients and customers; and, a means by which participants engaging in real estate appraisal contribute to common databases.

**REPORTING:** As a Missouri Corporation this entity is governed by the actions of its Board of Directors.

**MEETING SCHEDULE:** The Board of Directors shall hold an annual meeting for the purpose of organization and the transaction of other business. This annual meeting will take place at the first Board of Director’s meeting held in January. Regular meetings of the Board of Directors are typically held on a monthly basis.

**ST. LOUIS COMMERCIAL DATA SYSTEMS**

**LEGAL AUTHORITY:** St. Louis Commercial Data Services (STLCDS), referred to as St. Louis Commercial REALTORS®, is a wholly owned Missouri for-profit corporation.

**ORGANIZATION:** The Board of Directors of STLCDS is made up of nine (9) members, including six (6) REALTORS® as outlined in the bylaws along with three (3) appointees from St. Louis REALTORS® as follows: the St. Louis REALTORS® CEO, the St. Louis REALTORS® Commercial President and an open position filled by a “member in good standing.” The Board of Directors of STLCDS shall elect the chair and vice-chair.

**DUTIES:** A Commercial Information Exchange (CIE) is a means by which (a) Participants and members maintain a database of available Commercial Properties, and (b) information is correlated and disseminated in an orderly manner among the members so that they may better serve their clients and customers, and (c) comparable commercial property sales, when available, are maintained in the database. The CIE is not a Multiple Listing Service. No offers of cooperation and compensation are communicated through filing information on a property with the CIE. The Board of Directors may, in its discretion, contract with vendors to provide the services described herein.

**REPORTING:** As a Missouri Corporation this entity is governed by the actions of its Board of Directors. St. Louis REALTORS® provides support via an administrative services agreement.

**MEETING SCHEDULE:** The Annual Meeting of the Board shall be held during the month following the fiscal year end, the date, place, and hour to be designated by the St. Louis Commercial REALTORS® Board of Directors.

### **ST. LOUIS REALTORS® BOARD OF DIRECTORS**

**LEGAL AUTHORITY:** The St. Louis REALTORS® is organized as a non-profit 501(c)(6) corporation in Missouri.

**ORGANIZATION:** The governing body of the Association shall be a Board of Directors consisting of members of the Association as follows:

- The President, President-elect, Treasurer and the Immediate Past-president shall serve as directors of the Association during their term in office.
- Twelve (12) REALTOR® Members of the Association shall be elected Directors to serve for terms of three (3) years, commencing January 1, four (4) vacancies occurring each year. REALTOR® Directors may not serve for more than two (2) consecutive terms of three (3) years each.
- No one firm (including all firms affiliated with the same franchise) may be entitled to have more than four (4) members serving at any one time as Officers or Directors of the Association.
- The President of the Commercial Division shall serve as a Director for a one (1) year term.
- The Chairperson of the Affiliate Council shall serve on the Board of Directors as a voting Director for a one (1) year term. Affiliate Directors may not succeed themselves in said office.
- The President may appoint a Director for a term to coincide with the President's term. The appointed Director must be a REALTOR® member. The President's appointment shall be approved by the Board of Directors.

**DUTIES:** To fulfill the objectives outlined in the Bylaws of the St. Louis REALTORS®

**REPORTING:** The Board of Directors reports to the members.

**MEETING SCHEDULE:** The Board of Directors typically meets six to ten (6-10) times per year and conducts an Annual Meeting of the Association to be held the last Wednesday in August of each year, the place and hour to be designated by the Board of Directors.

### **ST. LOUIS REALTORS® COMMERCIAL DIVISION BOARD OF DIRECTORS**

**LEGAL AUTHORITY:** Established as a separate board of directors within the bylaws of the St. Louis REALTORS®.

**ORGANIZATION:** The governing body of the St. Louis Commercial REALTORS® shall be a Board of Directors consisting of the three (3) officers (President, President-elect and Treasurer), six (6) elected members of the St. Louis Commercial REALTORS® who hold REALTOR® membership in the St. Louis Commercial REALTORS®, the immediate past president, and one appointed member of the St. Louis REALTORS® (the President of the Association). The six (6) elected Directors shall be elected to serve for three (3) year staggered terms: No more than two (2) of said six (6) elected shall be from the same firm. The CEO of the St. Louis REALTORS® shall be an ex-officio member of the Board of Directors. The President will appoint (2) ex-officio directors for a one (1) year term, not to be appointed more than two (2) consecutive terms.

**DUTIES:** The Commercial Division Board of Directors shall be responsible for, but not limited to, the following:

- Reviewing and proposing Association policy in regard to member services for members of the Commercial Division to enhance the productivity of the Commercial Division members in the conduct of their business activities;
- Recommending new products or services to be offered to its membership;
- Reviewing and discussing proposed legislation affecting the commercial and industrial real estate industry and providing input regarding the impact of the proposal;
- Determining the need for the Association to pursue its own legislative proposals on commercial and industrial real estate issues and develop such proposals;
- Providing recommendations and suggested changes on new and existing commercial contracts and forms;
- Suggesting changes to the Association's policy on commercial and industrial real estate issues;
- Establishing and maintaining communications with other commercial and industrial real estate organizations; and
- Promoting publication of articles and recognition of activities.

**REPORTING:** The Commercial Division Board of Directors' actions and recommendations will be forwarded to the St. Louis REALTORS® Board of Directors for review and consideration and the taking of such action as deemed appropriate by the St. Louis REALTORS® Board of Directors.

**MEETING SCHEDULE:** The Commercial Division Board of Directors may meet at such times as necessary to carry out its functions and duties.

### **REALTOR® HOUSING ASSISTANCE FUND (RHAF)**

**LEGAL AUTHORITY:** REALTOR® Housing Assistance Fund (RHAF) is a wholly owned 501(C)(3) non-profit corporation.

**ORGANIZATION:** The Board of Directors shall consist of seven (7) members, including three (3) at-large members, who shall be appointed by the St. Louis REALTORS® President with approval from the St. Louis REALTORS® Board of Directors for three (3) year staggered terms, and four (4) members as described herein. The President-Elect of St. Louis REALTORS®, the President (or their designee) of St. Louis REALTORS®, the immediate past president of St. Louis REALTORS®, and the CEO of St. Louis REALTORS® shall be an ex-officio member of the Board of Directors with full voting privileges. The Officers of the Board of Directors shall be the chair, vice-chair, and Secretary/Treasurer. The chair, vice-chair, shall be appointed from amongst the at-large Directors by the Foundation Board of Directors at the Annual Meeting. The CEO of St. Louis REALTORS® shall serve as the Secretary/Treasurer and shall be a voting member.

**DUTIES:** As a corporation subject to The General Not-For-Profit Corporation Law of Missouri, the Corporation shall have all of the rights and powers provided by such law.

That the Corporation is organized exclusively for charitable purposes, related to housing and housing assistance, and the Corporation shall comply with all laws, rules and regulations relating to section 501 (c) (3) organizations.

**REPORTING:** As a Missouri not-for-profit corporation this entity is governed by the actions of its Board of Directors.

**MEETING SCHEDULE:** The annual meeting of the Board of Directors shall be held in November or December of each year. Regular meetings of the Board of Directors may be held at a date and time as designated by the Board of Directors. Special Meetings. Special meetings of the Board of Directors may be called by the Chair of the Board upon written request of two (2) Directors.

## ST. LOUIS REALTORS® POLITICAL ACTION COMMITTEE

**LEGAL AUTHORITY:** St. Louis REALTORS® Political Action Committee (SLARPAC) is established as a 527 organization.

**ORGANIZATION:** Members of SLARPAC shall be comprised of twenty-two (22) REALTOR® member Trustees outlined in the SLARPAC Bylaws, as follows: 15 at-large Board of Director appointees serving three (3) year staggered terms; Immediate Past-president, President-elect, Commercial Board President; Advocacy Committee Chair, RPAC Fundraising Committee Chair (or Vice-Chair) and any Federal Political Coordinator.

**DUTIES:** The Trustees Actively support RPAC, participate in individual and group fundraising activities for RPAC have general supervision and control over the affairs and funds of the REALTORS® Political Action Committee and carry out the following activities in accordance with policies published by the Trustees:

- Supervising and approving the expenditure of RPAC resources in support of qualified candidates for state and local public office in accordance with contribution guidelines established by the Trustees;
- Participates in assigned candidate interviews;
- Encouraging the use of RPAC funds made available by the committee for local political involvement activities in accordance with guidelines established by the Trustees;
- Conducting political research as necessary to formulate an informed strategy for the expenditure of RPAC resources;
- Providing materials necessary to carry out the activities of the committee; and,
- Receiving reports and recommendations from the RPAC Fundraising Planning Committee.

**REPORTING:** SLARPAC shall make a report to the Board of Directors, which shall include financial statements. Any other actions or recommendations shall be reported to the Board of Directors for review and consideration and the taking of such action as deemed appropriate by the Board of Directors.

**MEETING SCHEDULE:** The St. Louis REALTORS® Political Action Committee may meet as necessary to carry out its functions and duties.