



Emerald Coast Multiple Listing Service, Inc.

Policy Manual

Adopted May 22, 2025

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MISSION STATEMENT

The Emerald Coast Multiple Listing Service (ECMLS) through Emerald Coast MLS, Inc., a Florida for-profit corporation, delivers exemplary services, education, programs, and products to its participants, subscribers and authorized users all designed to advance and improve in a cooperative manner the interest of their clients and customers, the communities served, and the industry as a whole by providing an organized database and systems for real property information critical to better serve the clients, customers and the public.

GENERAL DEFINITIONS

The following terms referred to in this Policy Manual shall be as defined below.

1. Articles of Incorporation is the legal document that created the establishment of the Emerald Coast MLS, Inc.
2. Board of Directors (BOD) are those individuals elected or appointed to govern ECMLS, Inc. as provided in the Articles of Incorporation and Bylaws of ECMLS, Inc.
3. Bylaws are the rules governing the operation of legal entity, Emerald Coast MLS, Inc.
4. ECMLS stands for Emerald Coast Multiple Listing Service which is an open multiple listing service.
5. ECMLS Inc. stands for the legal entity corporation formed for the Emerald Coast MLS, Inc. a Florida for-profit corporation.
6. Executive Session is a closed meeting and attended by only the members of the BOD and the Managing Director and any authorized, invited and approved guest, to include legal counsel or tax advisor.
7. Members are those authorized Participants, Subscribers, and Non-Realtor® Thompson Brokers of ECMLS.
8. Participant shall include both those individual Realtors® defined as a Participant in Article 4 of the ECMLS, Inc. Bylaws and those non-member Participant Thompson Brokers. Only one qualifying broker(s) from each firm as reflected in the Department of Business and Professional Regulations shall be considered the Participant.
9. Policies are the general fundamental guiding principles governing the operations which have been adopted by the BOD. No policy shall conflict with any mandatory law, NAR® requirement, or the Bylaws or the Articles of Incorporation of the legal entity. The Policies will be implemented through the approved BOD procedures.
10. Procedures are a more detailed explanation of the steps or actions required to comply with and satisfy the Policies and the governing documents of ECMLS, Inc.
11. Programs are those activities or events authorized by the BOD to support ECMLS objectives.
12. RONR (Robert's Rules of Order Newly Revised) are the parliamentary procedures used to serve as a guide to manage and conduct meetings in an efficient and democratic manner. BOD meetings shall be conducted using RONR and may be used in modified form in any committee, task force or other non-BOD meetings.
13. Shareholder shall mean the Emerald Coast Association of Realtors®, Inc., (ECAR) which is the sole shareholder of ECMLS, Inc.
14. Subscriber shall include those individuals defined as a Subscriber in Article 4.2 of the ECMLS, Inc. Bylaws, to include non-principal brokers, sales associates, and licensed and certified appraisers affiliated with a Participant.
15. Unlicensed Assistants are those individuals who work for or are employed by a Participant or Subscriber but who do not hold a Florida real estate license and may include a personal assistant, office assistant or company assistant.
16. Voting by a Participant for an amendment to the Bylaws or any other governing document shall be by limited proxy. Except for the election of nominees to the BOD, any other vote permitted or required under

the Bylaws may be made by voice vote, if directed by the President. For any amendment, the limited proxy shall set for the original text, additions shall be evidenced by underscore and deletions shall be evidenced by strikethrough, or other similar coding may be used provided changes to the original provisions being amended are clearly indicated. Limited proxies may be used to establish a quorum. A limited proxy is effective for the specific meeting for which it was given and any lawfully adjourned meetings thereof. A proxy is not valid for longer than 90 (ninety) days after the date of the first meeting for which it was given. A limited proxy may be revoked at any time provided written notice is given to the BOD. A limited proxy cannot be used to vote in the election of nominees to the BOD as such vote requires the use of ballots. A limited proxy may be presented in electronic form provided safeguards are in place to confirm a Participant's identity and right to vote.

ANTITRUST COMPLIANCE.

Emerald Coast Multiple Listing Service, Inc and the Service are devoted to improving the competitive business conditions of the real estate industry, including adherence to all antitrust laws. To that end, the topics for any meeting will focus on advancing the interests of real estate professionals and consumers of real estate services and increasing competition and the agenda items and any discussion on the agenda shall also comply with all antitrust laws.

Anti-trust laws prohibit any discussion concerning certain competitive business practices as each brokerage firm is solely responsible for making its own independent business decisions, and the following discussion topics are always prohibited: Agreements to fix prices (amount of fees, commissions, splits or broker compensation), limit product or service offerings, allocate geographical territory or customers, and refusal to deal. Any discussion inconsistent with this policy will not be tolerated and the President, Chair, or staff liaison will immediately interrupt the discussion and stop any conversation if any prohibited topic or subject is being addressed or commented on or it appears the conversation is leading into these prohibited areas.

1. It is a violation of Antitrust laws to agree not to compete.
2. Boycotts in any form are unlawful. Discussion relating to boycotts is prohibited, including discussions about blacklisting or unfavorable reports about particular companies, including their financial situation.

GOVERNING BODY

ECMLS, Inc. will be governed by a BOD consisting of eleven (11) individuals elected or appointed as provided in Article VII of the Articles of Incorporation and Article 6 of the Bylaws, which shall include the President of ECAR and the Past President of ECMLS. There will be at least five (5) Participant directors and no more than four (4) Subscriber directors as provided in the Bylaws.

The current President of ECAR, the Shareholder, and the immediate past president of ECMLS, Inc., or a person appointed by either, shall serve as the two (2) ex officio directors with full voting rights. Four (4) directors shall be current or immediate past directors of ECAR, the Shareholder, and at least two (2) of the four (4) nominees must also be Participants or Subscribers of ECMLS, Inc. These four (4) individuals will be selected by ECAR's BOD and submitted to the nominating committee of ECMLS, Inc. pursuant to Article 6 of the Bylaws and included in the vote by the Participants. ECMLS will ratify the appointed ex officio directors at a regular meeting.

No person may be appointed or elected to more than one director's seat, to include any ex-officio director. The President/Director position of ECMLS shall automatically be relinquished when the President of ECMLS

becomes an ex-officio director (Immediate Past President of ECMLS). The Immediate Past President shall only serve on the Board as an ex-officio Director regardless of the remainder of that director's term. The vacancy of this director seat shall be filled pursuant to 6.3(7) of the Bylaws by appointment of a qualified ECMLS Participant selected by the Vice President of ECMLS and approved by the BOD. The appointed director shall only serve for the current year and at the next election the position will be open and included on the election ballot. The terms available for any director position shall be kept as an official record of ECMLS and provided to the Nominating Committee in advance of its recommendation of the slate of officers and/or director positions available.

No more than one (1) immediate family member may serve on the BOD simultaneously. The term "immediate family" means a Director's spouse or significant other, siblings, parents, grandparents, children (by birth or adoption), stepchildren, grandchildren, and other descendants.

All elected directors must have been a Member Participant or Subscriber of an MLS continuously for two (2) of the last three (3) years prior to election application date or appointment and must be a current Member of ECMLS.

No more than three (3) REALTORS® from the same real estate brokerage firm may simultaneously serve on the BOD. Should a situation arise whereby more than three (3) officers and/or directors represent a single broker or brokerage firm, one (1) or more directors from that brokerage will need to resign voluntarily, or in the alternative as many directors from that brokerage firm will be determined ineligible to serve using the following process of elimination.

- (1) Directors who have been elected or re-elected to serve less than a full term will be considered ineligible to serve starting with the director who is serving the shortest term.
- (2) The member elected to serve as vice president will be considered ineligible to serve.
- (3) If, at any point in the process, more BOD members are eliminated than is required, the names of the two (2) or more members who are equally ineligible to serve will be submitted to the existing BOD who will determine, by secret ballot, which member or members should be determined ineligible to serve.

Election and Appointment of Directors

The Directors and Officers of the BOD shall be those who are appointed or elected according to the provisions and procedures of Article VII of the Articles of Incorporation and Article 6 of the Bylaws or Chapter 607, Florida Statutes.

Standing Rules of the Board of Directors

1. The composition and the authority of the Officers and the BOD will be as specified in the Bylaws and Articles of Incorporation. To maintain its tax-exempt status, no more than forty-nine (49%) of the ECMLS BOD can be comprised of persons who also serve on the Shareholder (ECAR) Board of Directors.
2. The quorum for a BOD meeting will be calculated by the President for meetings. As there are eleven (11) Directors, a minimum of seven (7) Directors is required to establish a quorum. The vote of the majority of the Directors present at any duly qualified BOD meeting where a quorum has been established is required for the transaction of any business. By way of explanation, if seven (7) BOD members are present, a quorum is established and approval for any matter before the BOD would require four (4) votes. If ten (10) BOD members are present, a quorum is established and approval of any matter before the BOD would require six (6) votes.

3. Meetings of the BOD will be set by the President. (BOD meetings shall be set monthly unless there is an exception, and a special meeting may be called if deemed required or appropriate to address a matter or in the event of an emergency.)
4. After three (3) unexcused absences of a regular meeting of the BOD in one calendar year, the BOD reserves the right to vote to terminate that Director. Vacations, personal appointments and other similar events should be planned or scheduled with the BOD meeting dates in mind to avoid an unexcused absence. The President shall determine if any absence is excused or unexcused.
5. Meetings will be chaired by the President and conducted in accordance with the Bylaws, Florida law if applicable, these Standing Rules of the BOD and Roberts Rules (RONR.) Attendance and voting at a BOD Meeting may be conducted in any manner permitted by the Bylaws, Florida law, RONR and these policies as may be amended.
 - a. Electronic transaction of business. To the fullest extent permitted by law, the BOD may conduct business, to include voting, by electronic means. Virtual meetings or attendance by Zoom or other similar virtual meeting platforms shall be referred to as remote participation. Attendance by remote participation must satisfy all other requirements of a meeting, including, by way of example, and not limitation, quorum, confidentiality and professionalism. If a member has participated in a meeting in which all Board members can hear, see and participate in the meeting, a voice vote is permitted and such vote shall be recorded in the meeting minutes. Voting by electronic means is permitted and all voting procedures apply, including establishing a quorum and confirmation of identity of the BOD member voting. In this instance, a unanimous vote is not required. All such voting records shall be retained in the corporate records.
 - b. Action without a meeting. Any action required or permitted to be taken at a meeting of the BOD may be taken without a meeting if the consent is in writing, sets forth the action taken, specifies an effective date and bears the signature of each director. Any such action must be by unanimous consent. A consent executed under this provision serves as a meeting vote and may be described as such in any document. All consents shall be delivered to the Managing Director or appointee to be filed in the official corporate records.
6. Agendas are prepared by the Managing Director, or a staff designee, and approved by the President at least forty-eight (48) hours in advance of the meeting. Agenda items may be submitted by any BOD member to the Managing Director before submission of the agenda to the President. Committee meeting minutes will be included in the BOD agenda and posted to the BOD approved platform. Action items from committee minutes will be brought forward as recommendations to the BOD.
7. Only the Officers and Directors of the BOD may vote on any matter or motions called at a BOD meeting. If recognized by the President, a visitor or guest may participate in discussion on issues before the BOD, but do not have an absolute right to do so and they have no right to vote on any matter.
8. Executive Sessions of the BOD are limited to Board members and the Managing Director, unless a majority of the BOD present votes to exclude the Managing Director if the matter is related to the Managing Director or to invite any professional to address a matter being considered by the BOD in the Executive Session.
9. Minutes are required for all meetings of the BOD. Minutes are prepared by the Managing Director, or a staff liaison, and submitted within forty-eight (48) hours to the President. Any necessary or recommended changes to ensure accuracy should be submitted to the Managing Director.
10. Adopted policies shall not conflict with the Bylaws, Articles of Incorporation or Florida law, and will be included in the Policy Manual. If any such conflict arises, the Bylaws shall prevail.
11. The BOD shall serve without compensation but shall be entitled to any reimbursement for authorized expenses as provided in these Policies.
12. The BOD is charged with addressing all reported concerns, issues or complaints regarding corporate accounting practices, internal controls, auditing or legal matters. The Managing Director is charged

with providing the officers and BOD with prompt notice of any such concern, issue or complaint and is responsible for coordinating with the applicable committee, staff or professional to timely resolve the matter and report the resolution to the officers and BOD.

13. The President or the President's authorized representative may invite, with approval of the majority of the BOD, a community business representative to attend a Board meeting to provide information on a relevant subject, product or service related to providing MLS services or education to the Members. No such invitee shall participate in any vote nor be privy to confidential information. If confidential information is intended to be discussed or provided the invitee shall be required to execute a confidentiality affirmation as to such matters.

Each BOD Member of the Emerald Coast MLS is a fiduciary and agrees to the following Code of Conduct and Responsibilities.

1. To represent and act in the best interests of, and fulfill their obligations to, the organization and its Members.
2. Be engaged and informed on all local, state, and national matters affecting an MLS.
3. To act honestly, fairly, responsibly, ethically, and with integrity.
4. To conduct themselves in a professional, courteous, and respectful manner to enhance and maintain the reputation of the organization.
5. To comply with all applicable laws, rules, legal orders and regulations governing the MLS and Corporation, to include its Bylaws and Articles of Incorporation.
6. To act in good faith with the due care owed as a fiduciary, competently, and diligently without allowing their independent judgment to be subordinated to their obligation to the Corporation.
7. To disclose timely and in writing any potential or actual conflict of interest that they may have regarding any matters that may come before the Board and to abstain from discussion and voting on any matter in which the director has or may have a conflict of interest.
8. To be prepared and informed on all BOD matters presented and make available to and share with Directors any relevant information to ensure proper conduct and sound operation of the organization's governance and management, to include amendments to the governing documents.
9. To abide by the ECMLS Board Confidentiality Agreement, which includes information relating to the affairs of the organization acquired in the course of service, except when authorized or legally required to disclose such information. Information acquired in the course of service to the Corporation shall not be used in any manner for personal or professional advantage.
10. To publicly support to the membership as "One Voice" all affirmed decisions of the BOD.
11. To comply with any federal, state, or local laws and NAR mandates governing the organization and to understand and adhere to all governing documents applicable to the organization.
12. Identify new leadership among ECMLS Members.

Confidential Information

Except as may otherwise be provided or required by law, subpoena, court order or the express written consent of the BOD authorizing such disclosure, Directors and Officers will not divulge to or discuss with the membership, the public or any other person (including any immediate family member) or entity, (including a spouse), any confidential or sensitive information, BOD discussions, data, documents, or other materials, including, but not limited to personnel, legal, tax, contracts or any similar matters which come to their attention or into their possession by virtue of their position as a Director or Officer.

Inconsistent, Incompatible, or Conflicting Activity, Employment, or Enterprise. Board members will not engage in any activity, employment, or enterprise which is inconsistent, incompatible, in conflict with, or adverse to their duties to ECMLS as a BOD.

Shared data disclosure notice.

As a wholly owned subsidiary of ECAR, which is the sole shareholder of ECMLS, ECMLS provides to ECAR its member data to provide the best service possible to its members.

Meeting Minutes.

BOD Meeting Minutes. The Managing Director or assigned staff and the Secretary/Treasurer will record minutes of the BOD meeting. After a meeting is adjourned, the agreed draft of the Minutes will be provided (or sent electronically) to the ECMLS staff liaison who will post them on a secured confidential BOD access and approved platform.

All Executive Sessions Minutes. Minutes of any Executive Session of the BOD shall have independent Minutes that are separate from any open BOD meeting minutes. The Executive Session minutes shall be permanently retained in a separate file (whether electronic or hard copy.)

All Meeting minutes of the BOD will be retained permanently.

BOD meeting minutes, which do not include any Executive Session Minutes, and the year-end financial statements will be made available for inspection only to any ECMLS REALTOR® member upon a specific written request and with a confirmed appointment at the ECMLS Office. No copies will be made or provided and no photographs are permitted to be taken. Any violation of this policy by the REALTOR® member shall constitute a violation of a membership duty.

Committee Meetings Minutes. Minutes are required for all meetings of Committees. Minutes are prepared by the staff liaison and submitted within forty-eight (48) hours to the Committee Chair.

Responsibilities and Duties of the President. In addition to those set forth in the Bylaws or required by Florida law, the President shall have the following duties:

1. Represents the organization as its chief elected officer.
2. Directs and prescribes any additional duties to the other Officers.
3. Presides as Chairperson for the meetings of the BOD and membership.
4. Notifies the BOD, Committee Chairs, and the membership of the organization operations.
5. Selects the Chairs for any Committee, Subcommittee, Task Force, and Presidential Advisory Group established or that may be created.
6. Instructs the BOD in formulating policies and programs to further the goals and objectives of the organization.
7. Serves as the primary spokesperson for the organization to the public, press, ECAR Board of Directors, and other authorized entities and organizations.
8. Promotes active participation in the organization by the Members.
9. Presents the Annual Report to the Members at the Annual Meeting of the Participants.
10. Serves as an Ex-Officio Member of any Committee, Subcommittee, and Task Force.
11. Remain informed on current issues affecting the MLS in matters related to governance, including NAR® rules and policies and operational requirements.

Responsibilities and Duties of the Vice-President. In addition to those set forth in the Bylaws or required by Florida law, the Vice President shall have the following duties.

1. Performs specific duties as designated by the President or in absence of the President.
2. Assists the President when requested or required to advocate and promote the organization's objectives, policies and programs.
3. Provides leadership, in conjunction with other Officers, to assist committee members in the performance of their duties to meet the stated objectives.

4. Represents the organization at local, state, and national meetings when so directed by the President and/or the BOD.

Responsibilities and Duties of the Secretary/Treasurer. In addition to those set forth in the Bylaws or required by Florida law, the Secretary/Treasurer shall have the following duties.

1. Serve as the custodian of the funds of the organization.
2. Maintain an accurate record of all receipts and disbursements.
3. Confirm Minutes of the BOD meetings have been completed and retained as required.
4. Guide and inform the BOD of the status of the organization's finances to confirm they are in alignment with the goals and objectives established by the BOD and the strategic plan.
5. Act as the Chair of the Finance Committee.
6. Request and receive from staff electronic copies of detailed income, expenses, assets, and liability statements, to include credit cards, bank statements, ledgers and invoices
7. Conduct monthly reviews of all financial statements and reports, including income, expenses, liabilities and assets.
8. Oversee all insurance policies and conduct an annual review with the Managing Director.
9. Remit to the Finance Committee and BOD a financial report in regular intervals no less than quarterly throughout the Fiscal Year.
10. Present to the Members at the Annual Meeting the Annual financial report at the Annual Meeting.
11. Confirm within one (1) month of the Secretary/Treasurer's term that all bank/financial signatory cards include only those individuals who currently have the authority to sign or have access to these records. All such individuals shall be covered in the insurance policy secured by the organization whether through NAR® or independently.
12. Recommend an audit when deemed appropriate.

Responsibilities and Duties shared by the Secretary/Treasurer and Managing Director. In addition to those set forth in the Bylaws, required by Florida law, or the Managing Director's Position Summary, the Secretary/Treasurer and Managing Director shall have the following duties.

1. The Managing Director and Secretary/Treasurer with input from the Finance Committee are responsible for drafting a proposed annual budget for discussion and recommendation to the BOD.
2. The Managing Director and Secretary/Treasurer with input from the Finance Committee are obligated to monitor the annual budget. The Secretary/Treasurer will report to the BOD any issue, subject, challenge or matter of concern to operating within the projected budget and in accordance with the financial policies approved by the BOD.
3. The Managing Director and Secretary/Treasurer will create the financial portion of the Annual Report, and the Secretary/Treasurer will present it to the membership.
4. The Managing Director and Secretary/Treasurer will review all contracts annually in advance of the expiration date, flag those contracts with automatic renewal provisions, and provide the BOD with a timely report of proposed changes to services or costs for such contract.

MANAGING DIRECTOR

The Managing Director is the full-time executive administrator responsible for the oversight, operation, supervision, evaluation and delivery of the MLS services and products provided to the Members and shall be responsible for implementing the strategies and processes as directed by the BOD. Such management shall include the administration of all MLS activities, staff, BOD and

member meetings and events, facilities oversight, and all related actions to meet the direct day-to-day operations of the MLS. The Managing Director's performance shall be evaluated by the BOD and the Managing Director shall receive regularly scheduled written performance evaluations.

Duties to the Board of Directors

1. Report timely to the BOD on matters requiring its direction, attention and guidance.
2. Manage and implement the Strategic Plan.
3. Comply with the organization's governing documents, Bylaws, Articles, Policies and Procedures, IRS requirements and other stated BOD directives.
4. Possess and maintain update-to-date information on NAR® MLS Policies and Rules and Regulations, industry trends, and recommend appropriate changes in policies, services and strategies to comply with all regulatory requirements or lower exposure for any risk of any type of claim.
5. Coordinate all integration of all membership data with Emerald Coast Association of REALTORS®.
6. Assist the President and volunteer leaders to develop additional policies and programs, identify any amendments to the Bylaws or Policies and draft and distribute effective communications.
7. Maintain effective working relationships with other organizations, vendors, and staff to implement and address product integrations.
8. Identify and propose new leadership among ECMLS Members.
9. Verify insurance policies, needs or requirements are satisfactory as determined by the BOD.
10. Develop and recommend new sources of non-MLS revenue, member services and benefits.
11. Administer all insurance policies, including review of the current needs, providing recommendations, ensuring payment is timely made and maintaining the records of all policies secured (liability, workmen's compensation, errors & omissions, or property insurance.)
12. Submit timely written reports with the President and BOD on the organization's operations and status of key matters and issues addressed, meeting the stated objectives, progress, and impediments.
13. File the annual report with the Florida Division of Corporations, Secretary of State prior to May 1st and provide any updates or amendments that may be required to be filed to such Report during any calendar year.
14. Calendar all anniversary dates for all contracts to which the Corporation is a party in advance of the expiration date to allow for review by the BOD and report to the BOD any new matter, concerns, to include changes in the costs or services provided.
15. Supervise the following: customer service, membership satisfaction, maintenance of the MLS system, including technical functionality and product support, resolve MLS listing concerns and notify Members of any MLS rules violations, compliance and enforcement, provide training opportunities for new and current members and staff, assure data quality, lockbox rules and regulations,
16. Enforce the Antitrust Policy at all meetings and train and educate staff and committee chairs of the organization's Antitrust Policy.
17. Any other duties that may be required or assigned by the BOD.

Financial Duties

1. Oversee all financial operations and reporting.
2. Implement the fiscal policy and financial actions approved by the BOD.
3. Adhere to budget as approved. Report budget discrepancies immediately to the BOD.
4. Set the annual compensation for staff based on individual experience, performance, and approved budget.
5. Notify the Secretary/Treasurer and President of any budgetary constraints, deficits or other critical potential concern.
6. Address with the Finance Committee those matters relating to costs and expenses associated with any property interest, include ownership or lease of real or personal property.

7. Coordinate with appropriate staff to ensure balance sheets, income/expense statements and budget analysis are reported timely to the Secretary/Treasurer and the Finance Committee.
8. Draft the preliminary annual budget and any revisions and collaborate with the Finance Committee to obtain BOD approval.
9. Manage all contracts approved by the BOD.
10. Execute contracts with third-party vendors provided the term of the contract is less than a one (1) year and/or the total cost of the contract in aggregate is less than five thousand dollars (\$5,000.)

Staffing Duties

1. Recruit, hire, motivate, and ensure adequate supervision and systematic review of staff.
2. Develop and implement established up-to-date personnel policies in accordance with Florida and Federal Law and monitor compliance.
3. Recommend to the Finance Committee, and annual payroll budget to include staff benefit levels, bonuses, and promotions.

Marketing ECMLS

1. Oversee the production and distribution of effective internal and external communications.
2. Regularly assess and execute improvements and promote the website, community service activities, and programs offered to Members.
3. Serve as the Representative for the organization to professional associations, civic and community groups, and local/regional government officials as needed with approval of the President.

TRAVEL POLICY

A travel budget will be approved by the BOD and reflected as a line item within the annual budget. No authorized traveler may exceed the stated limitations for reimbursement without Board approval. In addition to these policies, all authorized travelers must comply with all state and federal laws and travel restrictions imposed by any governing authority. Reimbursement is available only for attendance of required business meetings or other events as approved and reflected in the budget.

1. Authorized travel days shall be defined as the calendar day before the scheduled meeting/event and the immediate day after the conclusion of the meeting/event. Extensions for personal use are at the user's sole expense, and no per diem shall be allowed or provided for any such days.
2. Members are required to arrange for the most economical fare available at the time of booking for all types of travel.
3. All lodging expenses must take into consideration safety, proximity to the event or meeting venue, and cost-effectiveness.
4. Any additional hotel or other expenses are the personal responsibility of the Member.
5. Authorized travelers are encouraged, when traveling by car, to consider sharing transportation with other authorized travelers, whenever reasonably possible.
6. Authorized travelers are encouraged to consider sharing hotel accommodations with other authorized travelers, if appropriate and in the traveler's sole discretion.
7. Expenses for meals and alcohol-free beverages shall be reimbursed per authorized traveler on a per diem basis not to exceed one hundred dollars (\$100) per day food and beverage allowance, which shall include travel days as defined in this policy.
8. To be reimbursed, complete receipts and an itemized expense report must be submitted for each day in which reimbursement is sought. The \$100 per day food and beverage allowance is the maximum daily expense allowance, and there is no credit issued or carryover of the per diem reimbursement. Alcohol is not a reimbursable expense.

9. Guest entertainment is only available for reimbursement for the President and Managing Director and must comply with the IRS rules governing this expense and be documented on the required expense report.
10. All expenses must be documented by the authorized traveler and timely submitted for reimbursement within thirty (30) days of conclusion of the travel event.
11. Reimbursement requires submission of valid legible receipts, which may include a photocopy, unless an original receipt is requested. Credit card statements shall not serve as a valid receipt. Reimbursement for mileage shall be based on the IRS allowable rate at the time of travel.

TRAVEL REIMBURSEMENT

1. Reimbursable Expenses included:
 - a. Airfare, rail tickets, taxi/car service, public transportation
 - b. Meals, beverages, and mandatory (not optional) taxes or user fees
 - c. Customary gratuities for services rendered
 - d. Hotel/lodging, taxes, Wi-Fi/Internet, required resort fees and “self-park” fees. Valet charges are not reimbursed unless required by the facility and no self-parking exists.
 - e. Mileage reimbursement which shall be at the current IRS rate
2. Non-Reimbursable Expenses.
 - a. Alcohol
 - b. Personal entertainment or services, clothing
 - c. Airline upgrades, excess baggage fees, traveler convenience fees, valet services
 - d. Traffic fines/parking violations

COMMITTEES & TASK FORCES

The President appoints the Chair of any committee or task force.

The Chair of each committee or task force selects the members to serve on the committee/task force subject to the final approval of the BOD.

Additional Committees or Task Forces.

Subject to confirmation by the BOD, in addition to the standing committees, the President is authorized to establish other committees, task forces, or Presidential Advisory Groups as deemed necessary. A Task Force is a temporary group under one chair for the purpose of accomplishing a definitive objective within a specific timeframe. The term of the Task Force will not exceed the term of the President, unless affirmed by the new President. The initial standing committees shall be as follows: MLS Committee, Finance Committee, Nominating Committee, Broker Open House (Tour) Committee. All Committee Chairs are authorized to conduct closed session meetings at the Chair’s discretion when confidential matters are on the agenda.

Committee Sign-Up Policy

Requests to serve on a committee must be made annually in writing via the Sign-Up Form or email each year and submitted to the designated staff person. There is no automatic carryover for any member seeking to continue to serve on a Committee or Task Force. Vacancies occurring during the year shall be filled by the Chair with BOD approval. No member may serve as Chair or Vice Chair of more than two (2) committees per year.

Responsibilities and Duties of a Committee or Task Force Chair

1. Accepts and supports the Committee's or Task Force's assignments and objectives.
2. Establishes written realistic goals to meet assignments and objectives and communicates expected individual contributions and responsibilities for each committee/task force member.
3. Reviews and assesses submitted member applications.
4. Determines the size of the Committee/Task Force with recommendations from the President.
5. Recommends selected applicants to the BOD for approval.
6. Plans Committee and Task Force meetings and creates the meeting agenda with staff liaison.
7. Evaluates Committee and Task Force efforts and communicates the status to the Committee or Task Force and BOD to include submission of monthly reports.
8. Submits timely all records or relevant information on Committee or Task Force work pursuant to the method and system established and approved by the BOD.
9. Be proficient and able to provide knowledgeable information when necessary to other Committee or Task Force members and staff.
10. Refers all media inquiries to the President or the Managing Director.
11. Selects the Vice Chair to serve. A Vice Chair does not automatically ascend to serve as Chair upon completion of the Vice Chair term or upon a Chair's vacancy

Meetings

1. The Chair determines the location, date, and time of meetings. No meeting may be held at a private residence. Virtual meetings or attendance virtually is at the discretion of the Chair. Virtual meetings or attendance by Zoom or other similar virtual meeting platforms shall be referred to as remote participation. Attendance by remote participation must satisfy all other requirements of a meeting, including by way of example, and not limitation, quorum, confidentiality and professionalism. If the member has participated in a meeting in which all members can hear, see and participate in the meeting, a voice vote is permitted.
2. As soon as practical, a schedule of the meetings for the year is to be established by the Chair and provided to the members. Any scheduled meeting may be canceled with advanced notice at the discretion of the Chair. The staff liaison must attend all meetings and will provide a reminder notice of the meeting via email to the members.
3. Committee members are expected to faithfully attend meetings and perform the duties for which they volunteer. Unexcused absences or failure to contribute as agreed may result in removal.
4. A quorum is required to hold the meeting. A majority of the members shall constitute a quorum.
5. The approval of any matter requires a majority vote of those present where a quorum has been established.
6. The Chair or his/her designee will conduct the meeting.
7. Minutes are required for all meetings. Minutes are prepared by the staff liaison and submitted within two (2) business days to the Chair. The staff liaison records the meeting minutes and distributes them in draft form by email prior to the next scheduled meeting. The minutes from the previous meeting shall be an agenda item and approved at the start of every meeting.

Responsibilities of Committee/Task Force Members.

1. Be prepared. Review in advance of the meeting the agenda and all pertinent background materials.
2. Complete timely accepted assignments as requested by the Chair.
3. Be familiar with the ECMLS's Strategic Plan and assist in the implementation of the objectives related to the Committee or Task Force.
4. Actively participate, share personal and professional skills, and contribute in all meetings to advance the objectives of the ECMLS's Strategic Plan and the purpose of the Committee/Task Force.
5. A Committee should recommend in writing to the BOD changes to its Committee Rules & Procedures, if applicable.

6. Any proposed motions to change or set policy or require an unbudgeted expenditure must be presented to the BOD for approval. All such requests are to be presented in person to the BOD and/or Finance Committee by the Chair or his/her designee and include relevant reports or materials for review.

MLS Committee

PURPOSE. The activity of the MLS shall be supervised by the MLS Committee, which shall be charged with administering the Service in accordance with the BOD directives, compliance with the MLS Rules, Regulations, and Policy Statements, all NAR® mandates, rules, regulations, policies, and procedures, and shall address and review alleged infractions of any rule, regulation or policy, to include providing appeal hearings to infractions, if applicable. The Committee is further charged with providing recommendations to the BOD of any amendment or modification to the rules, regulations and policies of the MLS regarding participants' and subscribers' rights and responsibilities or changes to the rules, regulations and procedures governing the Committee itself and the Corporate Bylaws.

Nominating Committee.

PURPOSE. To identify, select, and recruit qualified, eligible individuals with the skills, experience and characteristics required to lead the organization for consideration as a nominee to be selected by a vote of the Participants and final approval election by the ECAR Board of Directors, the Shareholder. As provided in the Bylaws, the President of the ECMLS shall appoint a nominating committee each year, which committee shall be comprised of 5 (five) participants of the ECMLS. The appointment of the nominating committee shall be made by such a date as to enable the committee to meet and select a proposed slate of officers and directors of the ECMLS prior to the date of the meeting of the participants of the ECMLS at which nominees shall be selected by vote of the participants.

Responsibilities of Nominating Committee.

It is the Committee's responsibility to nominate the correct number of Participants and/or Subscribers based on the number of seats that are open or available due to either expiration of the existing term or any other reason.

To maintain its tax-exempt status, no more that forty-nine (49%) of the ECMLS BOD can be comprised of persons who also serve on the Shareholder (ECAR) Board of Directors.

To comply with the Bylaws Article 6.2, no more than four (4) nominees may be subscribers, who are not participants but are Realtors® who are affiliated with a participant of ECMLS. For a subscriber to qualify for nomination the subscriber must have the participant with whom they are affiliated provide consent to serve as a representative of the participant. If nominated as a director, the subscriber position is independent of the participant and does not serve as a proxy for the seat.

To ensure no more than the maximum number of non-Participant Realtors are selected by a vote of the Participants of ECMLS, the slate of names submitted by the Nominating Committee to the Participants for a vote will identify those nominees who are Participants and those who are non-Participant Realtors.

If nominations are made from the floor, it is the responsibility of the Committee to ensure the person nominated is eligible for the proposed seat, which shall be accomplished at the meeting where the voting takes place. Only after the floor nominee has been deemed qualified will the nominee's name be accepted as a write in on the ballot.

The proposed slate of officers and directors shall be reported to the President and Secretary/Treasurer of the ECMLS. The President shall provide to the participants the list of proposed nominees along with the notice of meeting for the participants to cast their vote for the final list of nominees.

If there is no motion to cast a unanimous vote for the original slate of proposed nominees or the motion fails, then a vote for the selection of nominees is required to be held. When the final selection vote is tabulated, those nominees receiving the most votes shall be placed on the slate and forwarded to the ECAR BOD, Shareholder, for consideration and final election. In no event shall the number of non-Participant nominees selected exceed the maximum number permitted under the Bylaws regardless of votes received by said nominee. If the number of non-Participant nominees exceeds four (4) then the four non-Participant nominees receiving the most votes shall be included on the slate sent to the ECAR BOD.

Finance Committee

PURPOSE. To oversee all fiscal matters of the ECMLS and to assure the financial matters address are in accordance with the budget, strategic plan and policies and directives of the BOD.

Composition. The Committee shall be comprised of no more than seven (7) members with the Secretary/Treasurer serving as the Committee Chair. The Committee shall include a minimum of three (3) non-ECMLS BOD members. A quorum shall exist with a majority of the members present and a vote of the majority at a meeting where a quorum is established is required for approval of any matter before it. The Managing Director or designee will attend all Finance committee meetings but shall not be considered a member of the Committee and shall not vote on any matter.

Duties and Responsibilities.

1. Be prepared, participate and attend the monthly committee meetings. Monthly financial reports shall be provided to the committee no less than five (5) days prior to each monthly meeting.
2. Monitor the fiscal condition of ECMLS and timely report to the BOD the status of the matters reviewed, including any current or anticipated critical or pressing issue, concern or challenge.
3. Review all requests for funding and provide recommendations regarding said requests to the BOD.
4. Review the draft budget annually and make recommendations to the BOD.
5. Confirm that ECMLS has proper and adequate levels and limits of insurance, and all insurance plans will be reviewed annually with Managing Director.
6. Assist in establishing and ensure compliance with required procedures and documentation, including receipt and records submission, financial documentation, accounting and filing of financial transactions.
7. Oversee the funds allocated to a committee are used for the stated Committee programs as outlined in their BOD-approved committee budget.

FINANCIAL & INVESTMENT POLICY

Purpose. The Financial & Investment Policy outlines the principles and guidelines governing the financial management and fiscal responsibility of ECMLS, ensuring transparency, accountability, and the proper utilization of ECMLS's resources. The Financial & Investment Policy serves as the guiding document for the financial management of ECMLS. All members, committee members, BOD members, officers and employees are expected and required to adhere to the principles and guidelines outlined herein.

FIDUCIARY RESPONSIBILITY. Investments shall be made employing the fiduciary standard and solely in the interest of ECMLS acting with the care, skill, prudence, and diligence, considering the long-term purposes, risk tolerance, and unique circumstances of ECMLS and all Shareholders.

DIVERSIFICATION. The investment of the portfolio shall be diversified to minimize the risk of large losses. No single investment shall unduly influence the overall performance of the portfolio.

INVESTMENT GOAL. The goal of the portfolio is to annually meet or exceed the Current Rate of Inflation (U.S. All Urban Consumers Price Index 'CPI'). This investment goal is the objective of the aggregate portfolio and is not meant to be imposed on each investment account (if more than one account is utilized). The strategic and primary objective is to ensure the security of the investment over wealth growth.

INVESTMENT STRATEGIES. ECMLS may employ one or more investment solutions or varying products to attain the Portfolio's objectives. Investment decisions will be based on a thorough analysis of risk and return characteristics and should align with the primary objective to ensure security of the investment over wealth growth. Account fees and expenses should be reasonable and minimized to provide maximum value to ECMLS. All fees, commissions, costs and other related expenses charged are to be confirmed in writing, and are to be disclosed, evaluated and discussed prior to execution.

RISK TOLERANCE. ECMLS is a for-profit organization whose sole Shareholder is ECAR. As such, no investment should include those which are purely speculative in nature. While safety of the principal is a key objective, all investments carry with them some degree of risk, to the principal itself and inflationary erosion. In general, investments should be risk averse, not risk tolerant, to include consideration whether an investment is FDIC insured or managed by a fiduciary.

PERFORMANCE EVALUATION. Individual investments and the portfolio will be regularly monitored and evaluated, based upon the type of investment, against predefined benchmarks. Evaluations will consider both quantitative and qualitative factors, including, but not limited to, total return, risk-adjusted return, and adherence to the investment objectives.

REBALANCING. The investment portfolio will be rebalanced as necessary to maintain the desired asset allocation and risk profile. Rebalancing decisions will be made in response to material changes in market conditions or the financial goals of ECMLS and its Shareholder.

REVIEW. The Investment Policy Strategy will be reviewed annually to ensure its continued relevance and effectiveness.

AMENDMENTS. Amendments to this policy may be made based on the advice of any professional fiduciary advisor, changes in regulatory requirements, market conditions, or the financial needs and objectives of ECMLS as approved by the BOD.

INVESTMENT OBJECTIVES.

PRESERVATION OF PRINCIPAL. The primary objective is to ensure the preservation of principal/capital. All investment transactions shall seek to minimize capital losses. Investments shall be made in a manner consistent with capital preservation while striving for reasonable returns.

LIQUIDITY. Convertible assets that may be readily liquidated must be considered in the investment strategy. A reasonable amount of the total investment should be placed in a product/investment that is readily available if necessary to meet ongoing operational needs or any large, unexpected expense. An appropriate balance between liquidity and yield are to be maintained.

YIELD MAXIMIZATION. The objective to maximize yield from investments must be balanced to ensure safety of the principal and liquidity. Investments shall be structured to optimize returns within the risk tolerance levels defined in this policy and other policy considerations.

INVESTMENT GUIDELINES.

Allowable Assets

Cash Equivalents. Treasury bills , money market funds, CD's

Fixed Income Securities. U.S government bonds and Agency bonds. Corporate notes and bonds (investment grade only), mutual funds that invest in bonds or cash.

Prohibited Assets

1. Individual Stocks.
2. Mutual Funds with greater than 10% allocation to stocks.
3. Commodities and Futures Contracts.
4. Private Placements, to include but not limited to REITS.
5. Derivatives.
6. Unregistered Securities.
7. Options.
8. Limited Partnerships.
9. Venture-Capital Investments.
10. Securities from issuers which have filed for bankruptcy.
11. Margin Transactions.
12. Any other speculative instruments.

FISCAL POLICIES

Accounting Standards. ECMLS's fiscal year is the calendar year. January 1 – December 31. An accrual basis of accounting will be used for all financial records and reporting, and all accounting will be done in accordance with GAAP (Generally Accepted Accounting Practices).

Budgeting and Financial Planning. The Managing Director and Secretary/Treasurer will prepare a draft annual budget outlining the projected revenue from all sources and the expenses, allocations for programs, services, and administrative costs. Thereafter, the Finance Committee will review all current expenses and active contracts to monitor and identify any potential issues, along with areas for cost savings and improvement.

Budget Approval. The Finance Committee reviews the draft budget and provides it to the BOD for approval. As required by the Bylaws, the budget shall be submitted to the participants of the ECMLS for approval on a date not less than 60 (sixty) days prior to the first day of the next fiscal year. As provided in the Bylaws, the BOD may not incur any obligation in excess of one hundred thousand dollars (\$100,000.00) over the total budget with securing the authorization required under the Bylaws.

Diversification of Revenue Sources. The ECMLS shall actively investigate and pursue appropriate diverse revenue streams, including subscription, service or transactional fees, grants, and non-dues revenue.

Strategic Financial Reserves. Strategic reserves shall be established no later than the 2028 budget cycle. Strategic Reserves are those funds set aside to ensure ECMLS has sufficient funds to continue operating in emergencies or during sudden, drastic drops in membership or membership fees. The Strategic Reserve shall be funded annually at a rate necessary to maintain a total aggregate balance equal to 50% of actual annual operating expenses, calculated using a retrospective 3-year rolling average of such annual operating expenses. Strategic Reserve funding should not include any non-operating expenditure, (i.e., charitable donations.)

Capital Reserves. Capital Expenditure Reserves are those funds utilized to upgrade, materially improve, or replace ECMLS real and personal property, and to provide for future growth. The Capital Expenditure Reserve shall be funded using straight line depreciation based on the anticipated replacement date of each capital asset, and the annual funding rate shall be adjusted each time a capital asset is placed in or removed from service.

Allowable Investments for Operating Accounts. Money Market Funds, federally insured certificates of deposit, sweep accounts and other investments as recommended by ECMLS's fiduciary financial advisors and/or the Finance Committee and approved by the BOD.

Expense Management.

Operating Accounts. Provide cash flow to meet the financial obligations of ECMLS in any fiscal year and are limited to reasonable future short-term expenses. Balances are to remain below the FDIC insured limit (currently \$250,000 per depositor per institution.) Excess operating revenues (above the FDIC limit per institution) will be placed in allowable investment vehicles for operating accounts with maturities limited to 1 year or less.

Authorization. The President, Vice-President, Secretary/Treasurer, and the Managing Director will have authorization on all financial accounts of the ECMLS. The Managing Director may designate one additional signer with approval by the BOD. All authorized signatories shall be named or included in the fidelity bond or NAR® provided insurance. Two signatures/approvals are required for any check/disbursement exceeding \$5,000. Checks shall not be signed by the payee under any circumstance. Unbudgeted expenditures of \$1,000 or less per month in the aggregate may be authorized by the Managing Director or the Secretary/Treasurer. Unbudgeted emergency expenditures of \$5000 or less per month in the aggregate may be authorized by the Managing Director provided immediate notice is given in writing to the Executive Committee of the BOD.

Documentation. All expenses must be authorized, documented, and supported by receipts or invoices. Proper expense reporting and approval procedures must be followed. The Secretary/Treasurer will regularly (minimum quarterly) review all expenses to monitor and identify any potential issues, areas for cost savings and improvements.

FINANCIAL REPORTING.

The Managing Director or designated staff shall prepare and distribute the monthly financial statements within five (5) days of month's end detailing that month's income, expenses, and any variances against the budget. The monthly statement shall be provided first to the Secretary/Treasurer for review, then submitted to the Finance Committee, and thereafter to the BOD.

As directed by the BOD, an annual audit by an independent certified public accountant shall be prepared and presented to the BOD for approval.

COMPLIANCE

TAXES. ECMLS shall comply with all tax regulations applicable to its for-profit status and submit all required filings and reports timely to the designated authorities.

LAWS. ECMLS shall comply with all applicable laws, regulations, and reporting requirements related to its financial activities.

HEARING OR PROCEEDING RECORDINGS. Any recordings (audio, video or both) made by ECMLS in connection with any hearing or compliance proceeding will be considered the official recording and shall be conducted and securely maintained as required by these Policies, NAR® procedures or Florida law. Only the Managing Director and any designated staff liaison will have access to any such recording. A recording may be requested only by a participant to a proceeding or hearing and only for those authorized purposes (i.e. procedural reviews/appeals, if applicable.) No recording may be requested or used by a participant as evidence in any other manner, to include another proceeding or action. Videotaping of any proceedings shall not be permitted except without express consent of all participants. A request for a copy of a recording may be denied if the request is determined to have been made outside of the time allowed or for any authorized purpose or on the advice of legal counsel.

INSURANCE. ECMLS will maintain insurance policies to provide adequate protection against all reasonably anticipated risks. Such insurance policies may include exclusions for fraud and criminal activity and may provide for a reasonable deductible.

1. Liability Insurance – The Managing Director will negotiate annually and recommend Liability Insurance to the BOD for approval. This insurance should be sufficient to protect ECMLS’s assets from general exposure with a minimum coverage of no less than three million dollars (\$3,000,000.00.)
2. Directors and Officers Insurance - The Managing Director will review annually and recommend Directors and Officers Insurance to the Finance Committee for approval. This coverage should protect the BOD and the Managing Director from liability and cover legal defense costs associated with the decisions of the BOD or the duties imposed upon the Managing Director.

MEMBER FEE SCHEDULE AND PAST DUE ACCOUNTS

A schedule of all MLS member fees will be approved by the BOD and promptly published. MLS fees are billed and provided to members on the 1st day of the month. If any financial obligation owed to ECMLS is not paid within thirty (30) days after the due date, the member is subject to suspension at the discretion of the BOD. If the member’s account is in arrears more than sixty (60) days after the due date, the member may be terminated at the discretion of the BOD. If the member’s account is in arrears more than ninety (90) days after the due date, the member will be automatically terminated, unless within that time the amount due is paid in full. A former member whose membership was terminated may apply for reinstatement in the manner prescribed for new membership applicants provided payment in full of all past due accounts is made. As may be determined in the sole discretion of the BOD, a special exception may be considered for any account in arrears.

MLS TRAINING

MLS Training is mandatory prior to gaining MLS access.

Reinstatement of membership shall require the member to complete MLS training again after eighteen (18) months of absence as a member.

Training Content and delivery will be updated timely to comply with current rules and systems modifications.

RECORDS RETENTION

All records will be kept for a minimum of seven (7 years) unless additional time is required by a NAR policy, Florida or Federal law or upon the advice of counsel. The following records shall be retained *permanently*: Annual financial statements, deeds and closing documents for any real property purchased, general ledgers, income tax returns, payroll journals/ledgers, tax returns (Federal and any state), trial balances, all governing documents of ECMLS and any amendments to those documents, including the Articles of Incorporation, Bylaws, Corporate Filings/Annual Reports filed with the state, corporate minute book and IRS correspondence. Access to certain retained records may be limited and is governed by these policies, Florida or Federal law or upon the advice of counsel. Electronic records shall be retained in a “read only” format and may be retained in hard copy and shall be retained in an electronic backup system.

CPA AUDIT POLICY

To maintain and improve financial practices and ensure accountability and objectivity, an audit shall only be conducted by an independent qualifying firm. Consideration should be given to changing the audit firm every five (5) years, if feasible, or at a minimum to require the audit firm to change the lead auditor.

By the end of the first quarter of the fiscal year, the BOD will retain the services of a Certified Public Accounting firm to conduct an audit in accordance with Generally Accepted Accounting Practices (GAAP).

PROCEDURE.

The Managing Director and Secretary/Treasurer will timely submit to the BOD their recommendation of a CPA firm to conduct the audit and shall include in their recommendation the CPA firm's written proposals for such services. More than one firm may be recommended but is not required.

The Managing Director and Secretary/Treasurer shall consider the following factors in making their recommendation to the BOD. These factors are not exclusive and may include others deemed appropriate by them.

1. Responsiveness to the request for proposal.
2. Relevant experience.
3. References.
4. Availability of staff with professional qualifications and technical abilities.
5. Conflicts of interest the CPA firm with ECMLS or ECAR.
6. Cost.

HARRASSMENT PREVENTION, DIVERSITY AND INCLUSIVITY

ECMLS promotes the diversity of its members and strictly enforces its policies prohibiting harassment and discrimination. These policies apply to members, the BOD, staff, invitees and volunteers. Protected classes may include but are not limited to race, color, religion, national origin, age, sex, familial status, pregnancy, citizenship, familial status, disability, veteran, gender identity, genetic information, and any other protected classes pursuant to Federal and Florida law.

HARASSMENT AND NON-DISCRIMINATION POLICY

ECMLS is committed to providing a productive and welcoming environment that is free from discrimination and harassment. Members are expected to act with courtesy and mutual respect toward each other, ECMLS staff, service providers, speakers, and event participants.

Harassment

Harassment in any form is prohibited and is deemed a form of discrimination under Federal and Florida civil rights laws. Harassment includes inappropriate conduct, comment, display, action, or gesture based on another person's sex, color, race, religion, national origin, age, disability, sexual orientation, gender identity, and any other protected characteristic.

Examples of harassment include, but are not limited to epithets, slurs, or negative stereotyping; threatening, intimidating or hostile acts; denigrating jokes; and the display or circulation of written or graphic material that denigrates or shows hostility toward an individual or group based on a protected characteristic.

Sexual Harassment

Sexual harassment is one form of harassment. Sexual harassment may involve individuals of the same or different gender and the victim of harassment may be male or female. Like all harassment, sexual harassment is prohibited.

Sexual harassment can be verbal, non-verbal and physical. Verbal harassment may include sexual innuendoes, suggestive comments, jokes of a sexual nature, sexual propositions, or threats. Non-Verbal harassment may include sexually suggestive objects or pictures, graphic commentaries, suggestive or insulting sounds, leering, whistling, or obscene gestures. Physical harassment may include unwanted physical contact, including touching, pinching, coerced sexual intercourse, or assault.

How and Where to Report Incidents of Harassment or Inappropriate Behavior.

For any employee, officer or director, including the managing director: any employee, officer or director who believes they have experienced or witnessed harassment or other inappropriate behavior in violation of this Policy should promptly report the incident to one of the following individuals:

- 1) the Managing Director or
- 2) President of the BOD.

For any member: any member who believes they have experienced or witnessed harassment or other inappropriate behavior in violation of this Policy should promptly report the incident to one of the following individuals:

- 1) the Managing Director or
- 2) President of the BOD.

If the alleged conduct is against the Managing Director, the matter should be reported to the President.

If the alleged conduct is against the President of the ECMLS, the matter should be reported to the Managing Director, unless the Managing Director is the complainant and the President is alleged to have violated this policy, in such case the incident should be reported to the Vice President. A written report is helpful to ensure accuracy of the specifics of the report but is not required.

Investigation and Discipline

Upon receipt of a report of a claim of possible alleged harassment or inappropriate behavior in violation of this Policy, ECMLS will promptly investigate at the direction of ECMLS's legal counsel. During the investigation, ECMLS will involve and disclose matters to those deemed necessary to the investigation, and disclosures will be made on an as-needed basis. All participants involved in the process are encouraged to use their discretion as to disclose the existence or details of any investigation.

The investigation will include legal counsel to ensure due process and receipt of all necessary information is received, which may include interviews. An investigative report will be promptly issued upon conclusion of the investigation. The investigative report will be reviewed by legal counsel and shall include a summary of the factual findings, conclusions, information obtained through interviews conducted and any other relevant evidence reviewed. The outcome of the investigation will be communicated in summary nature to the participants but is not required to be in writing. The file for the matter will include a written notation of when and how both participants were notified of the outcome.

If it is determined that the investigation substantiates that a violation of this Policy has occurred, ECMLS's President, and Vice President, in consultation with ECMLS's legal counsel, will determine any disciplinary action. If one or more of the foregoing officers are named in the complaint of harassment or inappropriate behavior, ECMLS's legal counsel will identify a substitute to selected from the BOD.

ECMLS reserves the right to take any necessary and appropriate action and discipline against a person who engages in any form of harassment or inappropriate behavior in violation of this Policy. Such actions may include, but are not limited to, oral or written warnings, specialized training, prohibition from attendance at future ECMLS meetings or events, removal from a committee appointment, demotion, suspension, termination or expulsion from membership or any other action deemed appropriate by ECMLS or permitted under Federal or Florida law after consultation with legal counsel.

Whistleblower Policy

ECMLS is committed to high standards of ethical, moral, and legal business conduct. In line with this commitment and ECMLS's commitment to open communication, this policy provides an avenue for employees, directors and officers to raise concerns of a violation of Federal or Florida law. It also provides reassurance that employees, directors and officers will be protected from reprisals or victimization for whistleblowing. Sound judgement should be exercised to avoid baseless claims. **Bad Faith Allegations.** Although the complainant is not expected to prove the truth of an allegation, allegations that have no basis in fact or law may be found to be made in bad faith and may result in disciplinary action.

This whistleblower policy is intended to offer protection if any employee, director or officer raises concerns regarding ECMLS, including concerns regarding:

1. Incorrect financial reporting.
2. Unlawful activity.
3. Activities that are not in line with ECMLS policy.
4. Any other activities that constitute serious improper conduct.

Anti-Retaliation Policy

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

Reporting Violations

ECMLS's open door policy encourages employees, directors and officers to share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, the matter may be reported to either the Managing Director or President. If the Managing Director is suspected to be involved in the fraud, then the President should be contacted directly. If the President is the subject of the complaint, then the Managing Director should be contacted directly.

Confidentiality

To the extent possible, a complainant's identity will be kept confidential. However, the complainant's identity may be disclosed to comply with the requirements of due process or applicable law and to facilitate conducting a comprehensive investigation.

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. **Anonymous Allegations.** The complainant is encouraged to identify themselves as appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed anonymously will be explored appropriately, but consideration will be given to the seriousness of the issue raised; the credibility of the concern; and the

likelihood of confirming the allegation from independent, reliable sources.

Investigation of Reported Violations

The Managing Director and President, unless either is the subject of the complaint, will notify the complainant and acknowledge receipt of the reported violation or suspected violation within five (5) business days. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation after consultation with legal counsel.

UNLICENSED OFFICE & PERSONAL ASSISTANTS

This policy establishes uniform procedures and fee structures for unlicensed office and personal assistants to be granted access to the MLS system.

Access Policy for Unlicensed Administrative Staff and Personal Assistants

- 1. Unlicensed Assistant Defined:** A person without an active real estate or appraiser license who is employed by or an independent contractor for a Broker Participant (Broker) or a Subscriber and who provides administrative and/or clerical services or who serves as a personal Assistant for a Broker or a Subscriber in Broker's firm may be registered with ECMLS as an Assistant and given access to and use of MLS content. Any person with a Realtor® or appraisal license may not be registered as an unlicensed assistant. If an unlicensed Assistant receives or reinstates their real estate license, they must inform the MLS administrator and their status will be changed. Only one (1) assistant's account may be granted per person.
- 2. Authorization Process:** All requests for Assistant access must be submitted in writing on the required Authorization form. An incomplete form will be rejected. If the Assistant request is submitted for services rendered to the Broker Participant's firm, the authorization must be signed by the Broker. If the Assistant's request is submitted for services rendered to an individual Subscriber/Agent, the authorization must be signed by both the Broker Participant and Subscriber/Agent.
- 3. Access Levels:** The following levels of access may be granted to an Assistant based on the stated verified need as reflected in the executed Authorization Form.
 - A. AA (Agent/Subscriber Assistant): Agent Personal Assistant (listing entry/update through Identity Share)
 - B. OA (Office Assistant): Broker Administrative Staff or Broker Personal Assistant Only (listing entry/update for any agent within the office)
 - C. CA (Corporate Assistant): Broker Administrative Staff or Broker Personal Assistant Only (listing entry/update for any agent within the main and any branch offices of the firm.)
- 4. Identity Verification:** MLS Staff will verify the Assistant's identity from their driver's license and the DBPR online records to verify the Assistant is not actively licensed and is qualified to receive Assistant access. ECMLS will revoke access to the MLS for any Assistant account at any time the Assistant holds an active Realtor® or appraisal license.
- 5. User ID Number:** Each applicant will be issued a unique User ID number as determined and assigned by ECAR, the Shareholder. **Prohibition Against Re-Use of a Suspended or Terminated Assistant ID:** A suspended/terminated Assistant ID cannot be reassigned to a new Assistant with a different employer in a different company due to the unique history and education tracking for the previous Assistant.
- 6. Employer Change or Transfer of Assistant's Employer:**
 - A. Change or Transfer: If an Assistant either transfers to a different Broker or Subscriber/Agent or if the Assistant's current employer transfers to another firm which is also registered with

the MLS, the existing Assistant ID will be suspended until a new Authorization form is completed, submitted and approved, which shall require the new Broker Participant's signature. Assignment of a new Assistant ID when transferring to another company may be required.

B. Fees for requests for changes or transfers.

- i. If a request is made within thirty (30) days from the date of suspension, ECMLS will not charge a re-activation fee provided the Assistant's account has not been inactive for more than thirty (30) days; ECAR's policy may include a charge in this instance.
- ii. If a request is made more than thirty (30) days from the date of suspension it will be considered terminated and a new Authorization form and payment of the current set-up fee will be required. Terminated accounts may only be reactivated by the MLS staff.

7. ECMLS Mandatory Training: As a condition to gain access to listing maintenance Assistants must complete all required MLS courses. The MLS Orientation Class is mandatory and must be completed within sixty (60) days from the date the application was approved. A waiver for this requirement may only be granted if written confirmation has been received by ECMLS that Assistant has completed the class within the last twelve (12) months from the application approval date. Assistants are required to attend ECMLS Compliance Refresh training course every two (2) years from the class anniversary date. Classes may be offered in a virtual on-line format or in-person at the MLS offices. If the Mandatory Training class is not completed within sixty (60) days from the date the application was approved, the Assistant's account will be suspended by ECMLS. The suspension will be lifted once ECMLS has received confirmation the class has been completed. If a required class has not been completed within thirty (30) days of the suspension date, the account shall be terminated and the Assistant shall be required to submit a new application and pay the new user setup fees and pro-rated annual fees.

8. Broker/Agent Employer Responsibilities for Assistants:

- A. To ensure that, as the employer, the Assistant abides by all rules, regulations, and policies;
- B. To accept full responsibility for making sure that the Assistant's account is not misused or shared by the Assistant;
- C. To remedy any violations, including making payment of any fines assessed based on the Assistant's actions, whether it is for listing input violations or for any other fineable violation of ECMLS's rules or regulations;
- D. To promptly report if an Assistant is no longer in the employ of the Broker or the Subscriber/Agent to allow ECMLS to timely suspend the account to prohibit any unauthorized access;
- E. To promptly execute and submit a new Assistant Authorization form if the employing Broker or Subscriber/Agent transfers offices resulting in the transfer of the Assistant;
- F. To timely report if the unlicensed Assistant secures a real estate license or appraiser's license.

9. Termination of Assistant Access: The Assistant's access to the FlexMLS system will be immediately terminated upon occurrence of any of the following events:

- A. Notification by the employing Broker or Agent that the Assistant is no longer in his/her employment;
- B. Non-payment by the employing Broker or Agent of the initial or annual fees within thirty (30) days of suspension;

- C. ECMLS's determination that the Assistant's ID has been used in an unauthorized manner or shared with any other party for any reason;
- D. Failure of the Assistant to complete the mandatory training within thirty (30) days after initial suspension date.
- E. If the assistant secures a real estate or appraiser's license.

10. Fees for Assistant Access:

- A. Initial Set-Up Fee: An Initial Set-up Fee is required to be paid to establish each new Assistant user account. Assistant user applications will be processed, and the applicable fees shall be collected upon receipt of the application.
- B. Monthly Assistant User Fee. Assistant's employer shall timely pay the recurring monthly fee.
- C. Late payment and Reactivation fees: If any fee remains unpaid at 5:00 p.m. on the payment due date, Assistant's access will be suspended until the balance due and the reactivation fee is paid in full by the employer.
- D. Payment received more than 30 days after suspension: If payment is not received within thirty (30) days of the suspension date, the Assistant's account will be terminated. A new Authorization form and payment of the setup/reinstatement fee will be required. If an account has been terminated it may only be reactivated by the MLS staff.

11. Fees Subject to Change:

- A. MLS Fees: ECMLS fees are established by the Board of Directors and are subject to change. No change will become effective until a minimum of thirty (30) days' written notice has been provided to all employing Brokers, Agents, and Assistants.

These Policies and Procedures were approved and adopted by the Board of Directors on May 22, 2025 and shall govern the Emerald Coast MLS, Inc. operations and services provided to its members.

 9-29-25
 Keith Wood, President Date