

BOISE REGIONAL REALTORS®

Director Code of Conduct and Conflict of Interest Policy

Director Code of Conduct

The Board of Directors of Boise Regional REALTORS®, Inc. (BRR) is the association's governing body responsible for making policy decisions that guide BRR's officers and employees in carrying out the association's mission, business, and affairs.

As BRR is incorporated in the State of Idaho, the responsibilities and actions of the Directors fall under the broad scope of Idaho's Nonprofit Corporation Act, as well as BRR's Articles of Incorporation and Bylaws. The Board is further guided by BRR's Policies and Procedures as adopted and amended by the Board from time to time, and the National Association of REALTORS® Code of Conduct.

Each member of the Board, by signing below, affirms their endorsement of the premises above, acknowledge, and commit to uphold the principles and obligations set forth herein.

1. COMPLIANCE. Each member of the Board will abide in all respects by BRR's Director Code of Conduct and all other rules, regulations, and policies of BRR (including but not limited to the Articles of Incorporation and Bylaws) and will ensure that their membership in BRR and, if applicable, IMLS, remains in good standing at all times. Furthermore, each member of the Board will at all times obey all applicable federal, state, and local laws and regulations and will provide or cause to provide the full cooperation of the association when requested to do so by those institutions and their persons set in authority as are required to uphold the law.

2. GOOD FAITH. Members of the Board will conduct the business affairs of BRR in good faith and with honesty, integrity, due diligence, and reasonable competence.

3. CONFIDENTIALITY. Except as the Board may otherwise require or as otherwise required by law, no member of the Board shall share, copy, reproduce, transmit, divulge, or otherwise disclose any confidential information related to the affairs of BRR or its subsidiaries and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board. For purposes of this document, "Confidential Information" includes any trade secrets or other confidential and/or proprietary information of BRR or its subsidiaries, including without limitation, marketing plans or strategies, marketing information, financial data, records, books, agreements, techniques, forms, procedures, systems, or other information used in or relating to the business of BRR or its subsidiaries. This restriction on use and disclosure of Confidential Information shall not apply: (a) to information generally known to the public, other than as a result of disclosure (whether deliberate or inadvertent) by the Board member; or (b) to the extent the Board member is obligated to disclose Confidential Information in judicial or administrative proceedings, provided that the board member promptly shall have notified BRR of the disclosure obligation and shall have cooperated with BRR in seeking an appropriate protective order or other assurance satisfactory to BRR of confidential treatment for the information required to be disclosed. The duty not to disclose Confidential Information shall continue *after* the board member term on the Board ends.

4. THIRD PARTY DEALINGS. Members of the Board will exercise proper authority and good judgment in their dealings with BRR or its subsidiaries staff, suppliers, and the general public, and will respond to the needs of BRR's members in a responsible, respectful, and professional manner.

5. PERSONAL BENEFIT. No member of the Board will use any information provided by BRR or its subsidiaries or acquired as a consequence of the Board member's service to BRR or its subsidiaries in any manner other than in furtherance of his or her Board duties. No member of the Board will misuse BRR or its subsidiaries property or resources and will at all times keep BRR or its subsidiaries property in the possession or control of the member secure and not allow any person not authorized by the Board to have or use such property. Furthermore, no member of the Board shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with BRR or its subsidiaries to terminate, curtail, or not enter into its relationship to or with BRR or its subsidiaries, or to in any way reduce the monetary or other benefits to BRR or its subsidiaries of such relationship for the member's personal gain.

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

7. LEAD BY EXAMPLE. As representatives of the association, the Board dedicates itself to leading by example in serving the needs of the association and its members and also in representing the interests and ideals of the real estate industry at large, both in their

professional and personal lives. Volunteer leaders further agree to review and abide by BRR's Social Media Policy and the NAR's Code of Ethics Article 10 as it relates to conduct on social media platforms.

8. EMPLOYEE SOLICITATION. No member of the Board shall persuade or attempt to persuade any employee of BRR or its subsidiaries to leave the employ of either association or to become employed by any person or entity other than BRR or its subsidiaries, as applicable.

9. ACT IN THE BEST INTERESTS OF THE ASSOCIATION AND ITS SUBSIDIARIES. The Board must act at all times in the best interests of BRR and its subsidiaries and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, board members will identify the conflict and as required, remove themselves from all voting on the matter. Specifically, board members shall follow these guidelines:

- a. Avoid placing (and avoid the appearance of placing) one's own self-interest or any third-party interest above that of BRR or its subsidiaries; while the receipt of incidental personal or third-party benefit may necessarily flow from certain association activities, such benefit must be merely incidental to the primary benefit to BRR and its purposes;
- b. Do not abuse Board membership by improperly using any of BRR's staff, services, equipment, resources, or property for personal or third-party gain or pleasure, or that of its subsidiaries;
- c. Board members shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- d. Do not engage in any outside business, professional, or other activities that would directly or indirectly materially adversely affect BRR or its subsidiaries;
- e. Do not engage in or facilitate any discriminatory or harassing behavior directed towards BRR or its subsidiaries staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to either organization;
- f. Do not solicit or accept gifts, consideration, remuneration, gratuities, free trips, honoraria, personal property, entertainment, or other favors or items of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to BRR or its subsidiaries without fully disclosing such items to the Board; *except* if the item has a value less than \$50 and could not be refused without discourtesy; and,
- g. Provide goods or services to BRR or its subsidiaries as a paid vendor only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board.

10. SUBSIDIARIES. BRR is the sole shareholder of the Intermountain Multiple Listing Service, Inc., a for-profit Idaho corporation (IMLS), and the Boise Regional REALTORS® Foundation (Foundation), a 501(c)(3) non-profit Idaho corporation. BRR's ownership of the IMLS and the Foundation bestows on BRR certain benefits and privileges as set forth in the Articles of Incorporation and Bylaws of each organization, however Directors understand that management and general governance of each are to be overseen by each organization's Boards and, where applicable, staff.

11. GENERAL. Section headings are for convenience only and shall not be deemed to define, limit, or construe the contents of any terms, consents, or conditions in this Code of Conduct. This document shall be governed by and construed in accordance with the laws of the State of Idaho. If any term or provision of this Code of Conduct shall be determined by a court of competent jurisdiction to be invalid or unenforceable, the remainder of this document shall not be affected thereby, and each other term and provision of this document shall be valid and be enforceable to the fullest extent permitted by law. Furthermore, it is the intention that if any provision of this Code of Conduct is capable of two constructions, one of which would render the provision void and the other of which would render the provision valid, then the provision shall have the meaning which renders it valid.

Director Code of Conduct

SECTION 1. PURPOSE

Boise Regional REALTORS®, Inc. (BRR), is a non-profit, tax-exempt organization. Maintenance of its tax-exempt status is important both for its continued financial stability and for public support. Therefore, the IRS as well as state regulatory and tax officials view the operations of BRR as a public trust, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between BRR and its board, officers, management employees, and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The board, officers, and management employees have the responsibility of administering the affairs of BRR honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of BRR. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their

positions with BRR, or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

SECTION 2. PERSONS CONCERNED

This policy is directed not only to directors and officers, but also to all employees who can influence the actions of BRR. For example, this would include all who make purchasing decisions, all persons who might be described as "management personnel," and anyone who has proprietary information concerning BRR.

SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE

Conflicts of interest may arise in the relations of directors, officers, and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to BRR.
2. Persons and firms from whom BRR leases property and equipment.
3. Persons and firms with whom BRR is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property.
4. Competing or affinity organizations.
5. Donors and others supporting BRR.
6. Agencies, organizations, and associations that affect the operations of BRR.
7. Family members, friends, and other employees.

SECTION 4. NATURE OF CONFLICTING INTEREST

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with BRR.
2. Holding offices, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with BRR.
3. Receiving remuneration for services with respect to individual transaction involving BRR.
4. Using BRR's time, personnel, equipment, supplies, or goodwill for other than BRR-approved activities, programs, and purposes.
5. Receiving personal gifts or loans from third parties dealing or competing with BRR. Receipt of any gift is disapproved except gifts of a value less than \$50, which could not be refused without discourtesy. No personal gift or money should ever be accepted.

SECTION 5. INTERPRETATION OF THIS POLICY

The areas of conflicting interest listed in Section 3, and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers, and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily averse to the interests of BRR.

However, it is the policy of the board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the board, officers, and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

SECTION 6. DISCLOSURE POLICY AND PROCEDURE

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from the discussion and approval of such transaction;
3. A competitive bid or comparable valuation exists; and ,
4. The board has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the chief executive officer (or if s/he is the one with the conflict, then to the board president), who shall bring the matter to the attention of the board or duly constituted committee thereof. Disclosure involving directors should be made to the board president, (or if s/he is the one with the conflict, then to the board president-elect) who shall bring these matters to the board or a duly constituted committee thereof.

The board or a duly constituted committee thereof shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair, and reasonable to BRR. The decision of the board or a duly constituted committee thereof on these matters will rest in their sole discretion, and their concern must be the welfare of BRR and the advancement of its purpose.