

**IBBA Mid-America**  
**Governance Policy Manual**  
**Accepted June 25, 2021; Revised December 2021**

Mid-America Business Broker Association (MABBA), dba The International Business Brokers Association (IBBA) Mid-America (the Association), exists so that business brokers, advisors, and intermediaries within the business brokerage profession have access to like-minded members and groups, to receive professional support, services, resources, and benefits, and to follow best practices as determined by IBBA Mid-America.

As a chapter of International Business Brokers Association, members of IBBA Mid-America are bound by the IBBA Governance Policy Manual, in addition to the policies contained in this document. If IBBA and IBBA Mid-America policies conflict, IBBA policy takes precedence.

**Definitions:**

**Assets:** All assets assigned by MABBA to the IBBA Mid-America and/or under the control of the IBBA Mid-America and including but not limited to funds, materials, intellectual property, and all other assets whether tangible or intangible.

**BOD:** The IBBA Mid-America Board of Directors

**Buyers:** Prospective buyers, at any stage of the process, that have expressed interest in a business for sale.

**Committee:** A subgroup of IBBA Mid-America empowered under the Bylaws of the Association.

**IBBA:** The International Business Brokers Associations is a Specialty Section of The International Association of Business Intermediaries, Inc., a Texas Registered Not-for-Profit Association, as defined within the Bylaws of the Association.

**M&A** Mergers and Acquisitions activity focuses on transitions of businesses in the lower middle market.

**Main Street:** The business broker marketplace whose transactions involve businesses most often having enterprise values up through the low 7-digit figures and/or where the purchaser of the likely transaction is a non-strategic, non-financial, non-synergistic and often non-industry person or entity.

**Members:** All those persons and or entities that may, or will, benefit either directly or indirectly from the services and activities of IBBA Mid-America.

**Sellers:** Owner(s) of a business who have controlling interest and have expressed a desire to explore the transfer of their company to a successor, including family, insider, or unrelated third-party.

## **Governance Policies:**

### **GP-1.0 Governing of IBBA Mid-America is performed by a Board of Directors (BOD)**

made up of a minimum of six and a maximum of 15 elected members, as stated in the Bylaws. Any increase or reduction to the number of Board members requires a two-thirds (2/3) vote of the BOD.

- 1.1 No more than three members of the Board shall be from the same firm, and the BOD may vote to restrict to only two members per firm.
- 1.2 If a Board member changes firms after elected, resulting in there being four BOD members from the same firm, one of the four should resign at the end of their term. If none of the members volunteers to resign their position, the BOD will vote to determine which one will resign.
- 1.3 If a Board member is nominated to serve as President in his or her third year of service within their first term, and prior to an election for the Board member's second three-year term, by majority vote of the Board, the Board member's first term may be extended by two years to serve as President in his or her fourth year and immediate past President in his or her fifth year making his or her term a five year term. Upon the end of the five-year term, the member is not eligible for a second three-year term without the interruption of at least one year before being eligible to again serve for an additional three-year term.

### **GP-2.0 The Board governs lawfully, with an emphasis on (in no specific order):**

- 1.4 Outward vision for the business brokerage industry.
- 1.5 Encouragement of diversity in viewpoints.
- 1.6 Strategic leadership.
- 1.7 Collective, rather than individual decisions.
- 1.8 Future strategic focus.
- 1.9 Proactivity, rather than reactivity, to industry needs and trends.

### **GP-3.0 Accordingly, the IBBA Mid-America Board of Directors:**

- 3.1 cultivate a sense of group responsibility. The Board is responsible for excellence in governing and is the initiator of policy. The Board may use the expertise of individual Board members to enhance the understanding of matters that come before the Board;
- 3.2 provide direct control and inspire the organization through the careful establishment of broadly written policies reflecting the Board's values and perspectives, focusing on intended long-term results;
- 3.3 enforce upon itself whatever discipline is needed to govern with excellence. Discipline applies to matters such as knowledge, attendance, and preparation for meetings, policy-making principles, respect of roles and rules, and ensuring the continuance of governance capability. Although the Board can change its governance policies at any time, it observes them scrupulously while they are in force;

- 3.4 oversee the adherence to the IBBA Mid-America Code of Professional Responsibilities by Members and address ethical concerns promptly;
- 3.5 ensure continual Board development and a specific orientation of new Board members in Board's governance, historical context, and periodic Board discussion of process improvement;
- 3.6 allow no officer, individual or committee of the Board to hinder or be an excuse for not fulfilling the Board's commitments;
- 3.7 monitor and discuss the Board's process and performance regularly, considering opportunities to improve processes and efficiencies;

## **GP- 4.0 WHISTLEBLOWER PROTECTION**

The Board protects whistleblowers in its effort to adhere to federal, state, and local laws and/or regulations, including business ethics and professional standards policies.

## **GP-5.0 BOARD OF DIRECTORS JOB DESCRIPTION**

Expectations of the Board, as informed representatives of IBBA Mid-America, are to ensure appropriate organizational performance. Within its mandate is the expectation that the Board develops, implements, and monitors policies that allow the organization to carry out its work. The Board is elected by, and accountable to, the Membership. While a Board may delegate to others or appoint committees or task forces to assist, recommend or carry out specific work related to the policies, programs and services, the Board is ultimately responsible and accountable for meeting the organizational outcomes and attendance is expected.

ACCORDINGLY, the Board of Directors as individuals, and the Board as a whole, have direct responsibility to create the link between the Membership and the organization, accordingly:

- 5.1 Board members keep abreast of information and data from the Membership and industry to gauge:
  - 5.1.1 feedback on how well IBBA Mid-America is performing.
  - 5.1.2 input on additional ways to enhance the IBBA Mid-America Membership experience;
  - 5.1.3 the level of Membership understanding of IBBA Mid-America's Bylaws, Policies, and Code of Professional Responsibilities.
- 5.2 Board members address any discovered deficiencies or needed improvements by creating a specific action to ensure that Members' needs are effectively and efficiently served. The action plan should contain specific tasks, timetables, and budgets.
- 5.3 The BOD Secretary is responsible for the timely delivery of Board minutes after approval by the President. BOD members are responsible for reading and responding to the minutes and reports in a timely manner.
- 5.4 The Board is responsible for effectively and efficiently serving the Membership needs and accomplishing the Association's overall goals.
- 5.5 The Board is responsible for ensuring written governing policies that realistically address the broadest levels of all organizational decisions and situations.
- 5.6 Further, the Board:
  - 5.6.1 ensures successful organizational performance;

- 5.6.2 acts in the best interest of IBBA Mid-America, IBBA, and Membership;
  - 5.6.3 understands the roles and responsibilities of being a Board member;
  - 5.6.4 is familiar and compliant with the Bylaws of IBBA Mid-America and IBBA, including policies and procedures, strategic plan, mission, etc.;
  - 5.6.5 respects confidentiality policies and non-disclosures that pertain to Membership and other private or confidential matters;
  - 5.6.6 informs itself in all matters required in order to successfully implement these policies;
  - 5.6.7 arranges outside monitoring assistance as needed to ensure confident control over organizational performance. This may include, but is not limited to, fiscal audit.
- 5.7 ATTENDANCE. A director and or a committee chairperson is expected to prepare for and attend meetings of the Board of Directors (BOD) themselves, in person, if practicable, or by voice or video conference call.

No director or committee chairperson is allowed to appoint a stand-in or proxy for themselves at any BOD meeting. The only BOD members allowed to have an assistant present with them at a BOD meeting are the Secretary and/or Treasurer (per section 5.01 of the Bylaws).

**Special Note:** Guests may be invited by the BOD, but shall present at the beginning of the BOD meeting, and once their presentation and discussion is complete, shall be excused for the remainder of the meeting.

If a member of the board of directors or a committee chairperson will not be present for an announced IBBA MID-AMERICA BOD meeting, they must take initiative as far in advance of the meeting as possible by notifying the President about the planned absence.

The President and the President Elect shall assess and make recommendations to the BOD regarding excessive absenteeism and general support and performance with respect to a BOD's roles and responsibilities. Assessment may consider, but shall not be limited to, member contributions and the circumstances surrounding the excessive absenteeism versus the best interests of the Association as needed to continue to offer value to the Association membership.

- 5.7.1 Attendance shall be recorded in the formal meeting minutes. The number of meetings attended versus the number of meetings missed (% attendance) shall be tracked and recorded for each board member by the Secretary.
- 5.7.2 A director will not be held responsible for an unexcused absence if they are not available for a rescheduled meeting.
- 5.7.3 The attendance policy does not apply to ex officio members.

## **GP-6.0 BOARD MEMBERS' CODE OF CONDUCT**

The Board commits itself and its members to the IBBA Mid-America Code of Professional Responsibilities (Exhibit A), and the IBBA Business Brokers Code of Ethics (Exhibit B), and ethical businesslike and lawful conduct including proper use of authority and appropriate decorum when acting as Board members.

ACCORDINGLY:

6.1 Board members have loyalty to the Membership, unconflicted by loyalties to self, other organizations or groups, and any personal interest as a user of the Association's and/or the IBBA Mid-America's product or services, therefore:

- 6.1.1 Board members avoid conflict of interest with respect to their fiduciary responsibility and abide by the IBBA Mid-America's Code of Professional Responsibilities and IBBA Business Broker Code of Ethics.
- 6.1.2 The Board of Directors reviews any declarations of conflict of interest of IBBA Mid-America Code of Professional Responsibilities or IBBA Business Brokers Codes of Ethics issues and the decision is final and binding upon the Board member.
- 6.1.3 Annually in advance, Board members disclose their involvements or intended involvements with other groups or organizations, vendors, or any associations which might reasonably be perceived as being a conflict.
- 6.1.4 In the event the BOD becomes aware of a conflict of interest or a potential conflict of interest, the Board should discuss the issue with the BOD member in question.
- 6.1.5 When the Board decides upon an issue, about which a member has an unavoidable conflict of interest, or a violation of the IBBA Mid-America Code of Professional Responsibilities or IBBA Business Brokers Codes of Ethics, that member abstains herself or himself, without comment, from not only the vote, but also from the deliberation thereof.

6.2 Board members have a duty of service to the Members and as such, any grievance brought to the attention of the Board or the President about a Board member as a complaint, or expression of dissatisfaction regarding service, ethics, or any expression of dissatisfaction of the Board member, or any alleged misbehavior of the Board member, is taken seriously by the Board. Accordingly, the BOD's deliberation, assessment, and recommendation should be documented, and the decision is final and binding upon the Board member.

6.3 Board members do not attempt to exercise individual authority over IBBA Mid-America, the President, or any Committees and:

- 6.3.1 Board members' interaction with public, press, or other entities recognize the same limitation and the inability of any Board member to speak for the Board, except to repeat explicitly-stated Board decisions as authorized by the Board, or where such decisions are public, and not deemed or noted as confidential by the Board.
- 6.3.2 Except for participation in Board deliberation about whether reasonable interpretation of Board policy has been achieved by the President, Board members do not publicly express individual judgments of performance of the President.

6.4 Board members do not disclose any information, discussions, or discussion topics relative to Board and/or IBBA Mid-America matters to anyone outside of the Board, unless explicitly authorized to do so by the Board, or known to be public information.

6.5 Further, Board Members:

- 6.5.1 act in harmony and collaboration;

- 6.5.2 are properly prepared for Board meetings and deliberation;
- 6.5.3 support Board decisions once they have been voted on and speak with one voice;
- 6.5.4 inform themselves about the activities, governance, and other pertinent matters of the IBBA Mid-America, including his or her legal obligations;
- 6.5.5 always act in the best interest of IBBA Mid-America and IBBA, rather than in their self-interest, or the interest of third parties;
- 6.5.6 bring their own skills, experience, and knowledge to IBBA Mid-America.

6.6 No Board member should serve more than three consecutive years without the interruption of at least one year before being eligible to again serve.

6.7 When the outgoing President's term expires, they may continue to serve as Board member Ex Officio, with voting rights, while serving as the Immediate Past President.

## **GP-7.0 COMMITTEE EXPECTATIONS**

This policy applies to any group which is formed by Board action, whether or not it is called a committee or task force, and regardless whether the group includes Board members or not.

7.1 Committee chairs are responsible for providing agendas for their respective committee meetings.

7.2 Committees assist the Board by preparing policy alternatives and implications for Board deliberation.

7.3 Committees do not speak or act for the Board except when formally given such authority by the Board for specific and time-limited purposes. Expectations and authority is always carefully stated in order not to conflict with authority delegated to the President.

## **GP-8.0 COMMITTEE STRUCTURE**

See Bylaws Article 6.01 regarding formation of committees, task forces, and chapters.

## **GP-9.0 MEMBERSHIP COMMITTEE POLICIES**

9.1 QUALIFICATIONS. Any individual conducting business brokerage services or intermediary services or any individual engaged in providing services to business brokers, intermediaries, or their clients shall be eligible to be a member of the Association.

9.2 Membership to the Chapter shall be subject to the membership qualification requirements as outlined within the most current IBBA Mid-America Governing Policies, and all Chapter members shall be expected to abide by the Chapter and IBBA current Governing Policies, Code of Professional Responsibilities, and Business Broker Code of Ethics, as applicable.

9.3 MEMBERSHIP CLASSIFICATIONS. Memberships in the Association shall be divided into the following four classifications and shall have voting rights unless otherwise indicated or as determined by the Board of Directors.

- 9.3.1 **Individual IBBA Mid-America/IBBA Membership** - Any individual conducting business brokerage services or intermediary services, or any individual engaged in providing services to business brokers, intermediaries, or their clients, may be an Individual Member.
- 9.3.2 **Affiliate IBBA Mid-America Membership** - An individual or entity engaged in providing services to business brokers, intermediaries, or their clients may qualify as an Affiliate IBBA Mid-America member. Affiliate Members may not vote and may not serve as an Executive Officer, Board Member, or Chairperson, but may volunteer to support Committee Chairpersons and special projects as approved by the Board of Directors. Affiliate IBBA Mid-America Members will NOT be IBBA members, and therefore, will not receive any IBBA benefits. The fee for Affiliate Membership will be paid directly to IBBA Mid-America. These affiliate memberships are transferrable.
- 9.3.3 **Honorary IBBA Mid-America Membership** –Any individual who has rendered outstanding service to the Association or advancement of the industry shall be eligible for election as an Honorary Member on such terms as the Board of Directors shall determine. Honorary members may not vote or serve as a Director or an Officer. Honorary members who no longer serve in this described role, will no longer be an Honorary Member. Honorary members will not pay dues.
- 9.3.4 **Founding IBBA Mid-America Member** –The original members who were involved in creating IBBA Mid-America, as listed in Appendix A. Founding Members will be listed on the website, have access to a special designation logo to use in their marketing, and receive recognition at events.
- 9.4 The capturing, categorizing, and saving of member contact information shall be the responsibility of the Membership Committee Chair. Such information shall be considered confidential and for official use only and shall not be used for any other services or solicitations beyond IBBA Mid-America official announcements. An online directory of members, associates, and affiliates shall be made available to members and the general public via an authorized profile page on the IBBA Mid-America website. Members desiring not to share their information on the IBBA Mid-America website must provide written notification to the Membership Committee.
- 9.5 **ADMISSION TO MEMBERSHIP.** Any individual possessing the requisite qualifications for membership, desiring to secure admission to membership in the Association, shall make written application to the Association Membership Committee Chairperson. Each application for membership shall include dues, initiation fees, and any other assessments as fixed by the Association Board of Directors.
- 9.6 **TERMINATION OF MEMBERSHIP AND REINSTATEMENT.**
- (a) **Termination for Failure to Pay Dues** -The membership of any member who fails to pay his/her dues when they become due or within ninety (90) days thereafter shall be terminated at the end of such ninety (90) day period. The Board of Directors may, however, from time to time, prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

(b) **Termination for Cause** - The Board of Directors may, by affirmative vote of a majority of all the directors present at a meeting at which a quorum is present, censure, suspend, or expel a member for cause after an appropriate hearing, conducted in accordance with procedures adopted by the Board of Directors. The member shall be given notice of the hearing by United States mail, private express delivery, facsimile, or other electronic means permitted under the Association, in advance of such hearing, at the member's last recorded address on the records of the Association. The member shall be given the right to be heard on the charges, to be represented, and to present witnesses.

(c) **Voluntary Resignation** - Any member wishing to resign must file a written resignation with the Association Membership Committee Chairperson. Such resignation shall not relieve the resigning member of the obligation to pay any dues, fees, assessments or other charges previously accrued and unpaid.

(d) **Rights on Termination** - All rights of membership in the Association or in its property shall cease on termination of membership.

(e) **Reinstatement** - Any member voluntarily withdrawing may be eligible to reinstate his/her membership. The Association Board of Directors, at its option, may impose reinstatement fees and other requirements.

9.7 DEVELOPMENT AND APPROVAL OF NEW MEMBERSHIP CLASSIFICATIONS. The Board of Directors, may, by a majority vote of all the directors present at a meeting, at which a quorum is present, develop and approve new categories of membership.

## **GP-10.0 Education/Training Committee Policies:**

### **10.1 INTRODUCTION**

The International Business Brokers Association of Mid-America (IBBA-MA) will, from time to time, offer training and education programs related to the business brokering and mergers and acquisitions profession. The intent of these programs is to enhance the skills and experiences of the Association members and to offer certain educational awards, certifications, and designations deemed appropriate for the Association's members and its supporting industry.

### **10.2 RESPONSIBILITIES**

(a) The IBBA-MA Education and Training Committee is responsible for developing, implementing, and managing the education and training program opportunities offered by the Association. This Committee shall be led by a Chairperson elected by the Board of Directors for a term described in the Association Bylaws. Examples of education and training opportunities include, but are not limited to, the following:

- Monthly education and/or training events, both virtual and in-person (as appropriate), consisting of topics related to the business brokerage profession or areas related to the business brokerage and mergers and acquisitions industry;
- Association General Membership meetings, to include dates, times, locations, agenda, and speakers (if so desired);
- An annual Association conference;
- White papers, interviews, reports, podcasts, newsletters, videos, and other forms of educational and/or training materials deemed appropriate to enhance a Member's experience by providing such relevant resources and information; and



- Gathering details and informing the Members about related education and training events from other industry sources relevant to meeting the needs of the Association and its Members.

(b) The Education and Training Committee Chairperson is also responsible for coordinating with the Professional Standards Committee Chairperson in developing the Association Badges and special designations unique to the Association. These badges and designations will be intended to inspire professionalism sought by motivated Members desiring discerning recognition and for going above and beyond standard industry expectations. The development of these badges and designations, and the requirements to achieve them, shall be published as separate policies or programs and shall remain the primary responsibility of the Committee Chairperson.

(c) The Education and Training Committee Chairperson is responsible for providing a regular report at the Board Meetings on their projects and initiatives, along with a monthly schedule of events. The schedule of events shall be published and shared with the Members and maintained regularly for updates and changes.

### **10.3 VOLUNTEERS AND VOLUNTEER MANAGEMENT**

(a) Any Member may volunteer to serve on the Committee. The Committee Chairperson reserves the right to interview and accept volunteers as appropriate. Only the Committee Chairperson is allowed to attend and present at the Board meetings unless approved otherwise by the Association President or by a majority vote of the Board.

(b) All inquiries related to the Association's plans and programs for education and training shall be directed to the Committee Chairperson.

### **10.4 CONTINUING EDUCATION UNITS**

The Association may, at its discretion and under the supervision and management of the Committee Chairperson, collectively share and coordinate with the IBBA for educational and training offerings. While the Association and the Committee Chairperson are responsible for the delivery of the proposed education and training programs, which are being offered as a service and added benefit of Association membership, it is the individual Member's responsibility to track and record their attendance and completion for such requirements as Continuing Education Units (CEUs) or other recordkeeping requirements. When possible, courses offered by the IBBA through the IBBA-University and presented or offered by IBBA-MA may include instructions on how to receive participation credit; however, it is still the Member's responsibility to manage and record such credit related to their individual requirements.

### **10.5 PRESENTERS, LECTORS, AND SPEAKERS**

Educational and training programs are intended to foster knowledge and insight into relevant knowledge areas and topics related to the business brokerage and mergers and acquisitions industry. As such, invited and/or solicited presenters and lecturers are welcome to propose topics to be shared with the Association's members. Any such invitation or solicitations shall be reviewed by the Committee Chairperson for their relevance and applicability and will be managed accordingly by the Committee Chairperson for selecting the best means and methods for delivering the proposed topics and content. All such topics and presentations shall be coordinated at least 30-days in advance and presented to the Board, as appropriate, for additional discussion or coordination as required or necessary.

### **10.6 SPONSORSHIPS**

The Committee Chairperson can accept sponsors for any education courses, training events, or meetings as deemed appropriate with the coordination of the Marketing Committee Chairperson and the Membership Committee Chairperson. The Committee Chairperson shall endeavor to ensure equal and fair access and opportunity from any and all interested sponsors and shall discuss such decisions with the Membership Committee Chairperson and the Marketing Committee Chairperson.

## **GP-11.0 Code of Professional Responsibilities Committee Policies:**

11.1 This committee is responsible for reviewing the Code of Professional Responsibilities (Exhibit A) every two years and updating for relevance and to conform to evolving best practices and ethics for business brokers.

11.2 Members who are suspected of violating the IBBA Mid-America Code of Professional Responsibilities must discuss the issue with the Professional Responsibilities Committee. If the Professional Responsibilities Committee deems the situation a violation, reasonable attempts to resolve the matter should be made at the committee-level. If the committee deems necessary, the matter may be escalated to the Board of Directors following the process outlined in 9.6b above.

11.3 The Code of Professional Responsibilities Committee will assist the Education/Training Committee in coordinating and overseeing the badge program for Members.

## **GP-12.0 Technology Committee Policies:**

### **OVERVIEW**

The objectives of this policy are to outline appropriate and inappropriate use of the Association's services and systems in order to minimize disruptions to the Association's operations and activities, as well as comply with applicable policies and laws. This policy applies to all systems and services owned by the Association, all Association member account users and account holders at the Association (both temporary and permanent), and all organization records (both physical and electronic).

The Association's information consists of, but is not limited to, the Association's websites, logo and branding, member profiles, software tools and applications, and other resources, such as training content and downloadable forms for the purpose of enhancing the value of Association membership and affiliation to the Users (collectively referred to as "information" or "services" or "systems").

Information, including information entrusted to IBBA Mid-America (IBBA-MA) and Mid-America Business Broker Association (MABBA) (individually or collectively referred to as the "Association") by its members, associates, affiliates, sponsors (referred to as the "Users") must be protected by taking reasonable and appropriate steps to ensure information's confidentiality, integrity, and availability is maintained. All Users of the Association's information are required to comply with any local, state, or federal laws, as applicable.

### **12.1 MONITORING AND CONFIDENTIALITY**

Users should assume that the contents of any message, document, or other matter sent through any communications services and equipment used by Users of the Association may be seen by the Association's management and others with a legitimate need to know. To protect the interests of our Users, the Association reserves the right to monitor, retrieve, and/or store any voice or e-mail messages, online service activity by individual user, or other material, in any communications services and equipment used by the Users.

The Association reserves the right to access and disclose, for legitimate business and/or legal reasons, any message, document, or other matter sent through any communications services and equipment used by the Association.

The Association's services and systems which are owned by the Association, or offered through the Association as an extended service or system, are therefore considered its property. This gives the Association the right and responsibility to monitor any and all service and system usage and traffic passing through its services and systems. While the Association does not actively read or monitor Users data or regular usage of the provided services and systems, IT employees or other technical support personnel or software maintenance agencies and providers may inadvertently see a member's activity, or see a member's activity as a result of intentional or requested maintenance or technical support, during the normal course of managing and maintaining the services and systems provided to Users.

In addition, backup data related to the Association's services and systems may exist, despite end-user deletion, in compliance with the Association's records retention policy or as a normal course of data protection and security protocols and services. The goals of these backup and archiving procedures are to ensure system reliability and prevent data loss.

If the Association discovers, or has good reason to suspect, activities that do not comply with applicable laws or this policy, service and system usage history may be retrieved and used to document the activity in accordance with due process.

## 12.2 POLICY VIOLATION

Any User who is found, after appropriate investigation, to have violated this policy will be subject to appropriate disciplinary action, up to and including termination of membership, suspension, or termination from Association resources. Any illegal activity suspected will be reported to local authorities for criminal investigation.

## 12.3 GENERAL EXPECTATIONS OF USERS

Users must not utilize the membership contact information, communications services, or equipment provided by or used by the Association in any way that may be seen as insulting, disruptive, or offensive to other persons, or harmful to morale. Examples of forbidden transmissions include sexually-explicit messages, cartoons, or jokes; ethnic or racial slurs; or any other message that can be construed to be hate, harassment or disparagement of others based on their sex, race, sexual orientation, age, national origin, religious beliefs, or other personal characteristics or circumstances.

## **GP-13.0 Marketing Committee Policies:**

IBBA Mid-America is an organization that was created with the intention of connecting intermediaries across the Midwest to provide resources and opportunities to grow their business. As part of the IBBA, the association is the result of collaboration between the IBBA and the Mid-America Business Broker Association, a Missouri registered not for profit (IBBA).

As an exclusive member of IBBA Mid-America, the marketing policy is to be applied within any and all opportunities of marketing, promotions, and advertising through email, social media, newsletters, websites, television, radio, digital and direct marketing, and any other inclusions. The purpose of this policy is to define the basic principles for marketing communications throughout the IBBA Mid-America Association

### **13.1 GENERAL POLICY**

The Marketing Committee, along with Association members, are to promote IBBA Mid-America and its education and training services in a professional manner while maintaining the integrity and reputation of the industry. Any and all affiliations with the IBBA Mid-America Association are to be accurate, ethical, and responsible to ensure that all clients are provided with information that aligns with the Association's beliefs and professional practices. Standards upheld by the members of IBBA Mid-America:

- Respect
- Accountability
- Integrity
- Honor
- Transparency
- Leadership

This marketing policy suggests obligations beyond those of ordinary commerce. Business brokers, specifically members of IBBA Mid-America, strive to be zealous in maintaining and improving ethical practices and sharing with their fellow brokers. In recognition of their obligations to clients, customers and the public, IBBA Mid-America members strive to stay informed on issues affecting their businesses. The business brokers within IBBA Mid-America strive to urge sole and exclusive representation of clients, not to practice unfair methodology over competitors, and refrain from making unsolicited comments about others.

The representation of membership within the IBBA Mid-America Association is meant to inform and promote growth among the association. Promotion should also provide members value as brokers and the opportunity of professional development.

All marketing and promotional opportunities are subject to the approval of IBBA Mid-America.

### **13.2 PROCEDURES**

The committee will ensure that all materials developed for marketing and advertising purposes receive authorization prior to release. All marketing deliverables and advertisements to be used throughout communication, social media, and any public avenue, will first be signed off by the committee Chair.

The authorization shall be applied through email and filed by the Chair.

The committee is expected to oversee marketing and advertising of IBBA Mid-America as accurate and proper representation of the organization while also aligning with strategic practices and career development.

Advertisements are filed in the database, along with any editorial documentation, for future reference and review. This includes Facebook advertising, radio, magazine, brochures, newspaper and other electronic methods.

### 13.3 LOGO USAGE

Compliance is expected with each of the following rules when using the IBBA Mid-America logo:

- Logo should be used in marketing or any professional materials for the benefit of IBBA Mid-America and its members with the permission of IBBA Mid-America.
- No logo may be used in any way that suggests that IBBA Mid-America is affiliated with, sponsors, or endorses your organization, websites, products and/or services, unless an exclusive relationship exists.
- No logo may be used in any way that falsely represents any relationship between you and the association,
- Members may not use the logos to advertise IBBA Mid-America or its businesses as clients on websites and promotional pieces without the Chair's approval.

No logo may be used or displayed in any of the following ways:

- in any manner that discredits IBBA Mid-America and its representation.
- in any manner that violates or reduces the value or lessens the rights of IBBA Mid-America in the logos.
- in any manner that is incorrect or misleading.
- in connection with any illicit imagery, illegal activities, or other materials that are obscene, or otherwise unacceptable.
- in any manner that violates the trademark, copyright, or any other intellectual property rights of others:
- in any manner that violates any law, regulations, or other public policy; or
- as part of a name of a product or service of a company other than IBBA Mid-America.

### 13.4 RESOURCES AND MARKETING OPPORTUNITIES

Members of IBBA Mid-America are able to use the provided resources by the organization at no charge with proper publication and a direct link/connection to IBBA Mid-America.

IBBA Mid-America will continue to provide its members with educational and networking opportunities, conferences, and the continued opportunity to engage in a thriving industry and online presence to further professional and personal developments.

Business associates and partners in association with IBBA Mid-America must comply with the terms of this policy along with any signed agreement(s).

### **GP-14.0 Executive Projects Committee Policies:**

Purpose: The Executive Projects Committee is formed to address special requests of the IBBA Mid-America Board of Directors that fall outside of the scope of the other standing regular committees. The specific projects are assigned by the BOD and are designed to be “one-time” special projects that do not recur. Projects are brought back to the entire BOD for review, approval, and adoption.

14.1 The Executive Projects Committee (Committee) will meet on an “as needed” basis to work on projects as assigned by the IBBA Mid-America Board of Directors.

### **GP-15.0 Bylaws and Policies Committee Policies:**

15.1 IBBA Mid-America’s Bylaws and Policies should be reviewed by the Board of Directors every two years. If the BOD determines the need for revision, a Bylaws and Policies Committee will be convened.

15.2 Proposals for revisions to Policies shall be drafted by the associated Committee and presented to the Board of Directors for discussion. If approved by the Board, the revised policy shall be shared with the Bylaws and Policies Committee for inclusion in the IBBA Mid-America Governance Policy Manual.

### **GP-16.0 Budget/Finance Committee Policies:**

16.1 The Budget and Finance Committee (Committee) will meet on an “as needed” basis to review the financial statements to include a comparison with the budget. Furthermore, the Committee will compile an annual budget and present to the Board for approval.

16.2 The Committee will have the following policy with respect to committing IBBA Mid-America to vendor contracts and the payment of vendor invoices:

1. IBBA Mid-America executive officers are the only members that can commit to vendor contracts. Contracts that exceed \$250 needs the joint approval of two officers. Executed approved contracts need to be emailed to the Treasurer in the format of a PDF (portal document file)
2. Purchases not under contract that exceeds \$250, needs the approval of two officers in the form of their signatures on the vendor invoice. Phone invoices and Utility invoices are exempt from this requirement regardless of their amount.
3. The Treasurer will have the right and obligation to clarify any submitted invoices with the officers submitting them as required.

## **GP-17.0 Nominating Committee Policies:**

### 17.1 FORMATION AND STRUCTURE

The Nominating committee consists of at least five members, including the immediate President Elect, who acts as the chair of the Nominating committee, three Board Members, and one additional member of the IBBA MID-AMERICA at large.

### 17.2 TERMS OF REFERENCE

- 17.2.1 The Nominating committee commences its work no later than the second quarter of each fiscal year.
- 17.2.2 The Nominating Committee, in accordance with policies, procedures and time schedule determined by the Board of Directors, shall canvass the membership seeking qualified, able, and willing candidates and asking for expressions of interest in serving as Directors, and thereafter develop a slate of recommended candidates for Director positions. The recommended slate shall be reported to the Board of Directors and then to the membership in preparation for election of Directors.
- 17.2.3 Through the President Elect, serving as Nomination Committee Chairperson, the Nomination Committee calls for nominations to serve as members of the Board for consideration by the Members. Members of the Nominating committee may themselves nominate individual members to the candidate's pool, to include themselves, provided the nominated individual meets membership requirements.
- 17.2.4 The selected candidates are from a slate at least 50% greater than the number of the prospective vacancies determined by the Board, and from the most qualified candidates within the pool that meet the current needs of the Board and these policies.
- 17.2.5 Additionally, the candidates are drawn from a pool of active and participating IBBA MID-AMERICA Members with the:
  - 17.2.5.1 ability to meet all reasonable requirements of the Board.
  - 17.2.5.2 ability to perform the expected duties of Board member and/or committee chair if and as required;
  - 17.2.5.3 experience that benefits the Board.
  - 17.2.5.4 willingness, ability to learn, and proactively and positively participate in the IBBA governance process; and

- 17.2.5.5 consideration to Board diversity.
- 17.2.6 The nomination of Candidates are selected from:
  - 17.2.6.1 the best candidates based on qualifications of skills and abilities rather than reward for participation or fraternity;
  - 17.2.6.2 candidates whereby their election to the Board is to not exceed a maximum of three voting Board members from the same business, company, agency, franchise, or organization;
  - 17.2.6.3 candidates where the following Board make up objectives are met:
    - 17.2.6.3.1 open to any gender, race, religious denomination, or social background; and
    - 17.2.6.3.2 free of discrimination, coercion, or harassment by any other means.
- 17.2.7 Where a candidate is an active voting member of IBBA MID-AMERICA, and is seen by the Nominating Committee with the ability to provide the Board with added knowledge, diversity and or experience that would benefit the Board, then the candidate is either:
  - 17.2.7.1 nominated as an Ex Officio, Non-Voting, Member of IBBA MID-AMERICA; or
  - 17.2.7.2 nominated as a full voting member of the IBBA MID-AMERICA Board of Directors.
- 17.2.8 The Committee does not discriminate based on gender, nationality, belief, age, disability, marital status, race or other types of discrimination that may violate the Federal, or State, anti-discrimination laws.
- 17.2.9 A categorized list of Members that have expressed or demonstrated a desire to serve and be a leader in the IBBA MID-AMERICA is maintained by the President Elect and is used and updated by the Nominating committee year after year.
- 17.2.10 The Board is not bound by the recommendation of the Nominating committee and may at its sole discretion select an alternate candidate for the available positions so long as that selection is in compliance with these policies.

17.3 AUTHORITY. The Nominating committee has no authority other than to provide a slate of nominations for Board of Director candidates in accordance with these policies for Board consideration and election.

The Nominating committee, its members, or its chair, have no right to bind in any way, the IBBA MID-AMERICA, its Board, the President, the President Elect, or the Staff.



17.4 BALLOT. The Association Secretary shall prepare a ballot for the election of directors. The ballot shall be delivered by United States mail, private express, email or other electronic means permitted by Missouri law and applicable statutes to each member entitled to vote not less than sixty (60) days before the annual meeting of members. The ballot shall contain the slate of names of the candidates for Director recommended by the Nominating Committee and provide a space for a write-in vote for each director position to be filled. All ballots must be returned by United States mail, private express, email or other electronic means permitted by Missouri law and applicable statutes to the Association office for counting no later than thirty (30) days before the annual meeting of members.

17.5 BOD MEMBER ELECTION. The President Elect and the Association Secretary shall count the votes for each directorship and report the totals to the Association Board of Directors in advance of the annual meeting. The candidates for directorships receiving the highest number of votes in declining order until all directorships are filled shall be elected. The Association Secretary shall retain the ballots at the Association office for sixty (60) days following the annual meeting and then dispose of the ballots unless retention is directed by the Board of Directors.

17.5.1 A transition and on-boarding period for BOD members-elect will take place between the election announcement and when they take office Jan. 1. During this time, BOD members-elect will attend BOD meetings as guests.

17.6 OFFICER AND COMMITTEE CHAIR ELECTION. In November, the President-Elect, with the assistance of the Nominating Committee as needed, will collect nominations for Officer and Committee Chair roles.

17.6.1 Officer and Committee Chair nominations will be announced and discussed at the December BOD meeting, to be held no later than the third Friday of December to accommodate holiday schedules. Immediately following the December BOD meeting, ballots will be circulated by the Secretary. Current BOD members (including outgoing) will vote by 5:00 pm Central Time on December 22. Votes will be tallied by the Secretary and announced by the Secretary and President-elect before the end of December. If no nominations or votes are received for an open position, the current BOD may directly appoint an Officer or Committee Chair via majority vote. New Officers and Committee Chairs begin their one-year term on January 1. Outgoing Officers and Committee Chairs are expected to provide training, guidance, and all needed documentation to ensure a smooth transition.

17.7 Election Procedures and Schedule:

## Board of Directors, Officer & Committee Chairs Election Process

List of nominees provided to Nominating Committee (Bylaws)	June 30	
Secretary prepares the ballot and sends to all members 60 days before the Annual Meeting (Bylaws)	July 31	
Ballots Returned to Secretary no later than (Bylaws)	30 days prior to annual meeting- August 31	
Secretary Tabulates Votes – (Bylaws)	BOD Meeting- On or about September 15	Secretary announces results to BOD at meeting
Annual Meeting	On or about October 15	Announce BOD to membership
BOD members-elect begin attending BOD meetings as guests and complete onboarding	Oct. 15-Dec.	
Officer and Committee Chair nominations collected	November	President-Elect
Officer and Committee Chair nominations announced & discussed	Dec. BOD meeting to be held by third Friday	
Ballots circulated with votes due by 5:00 pm Central Dec. 22	Current BOD members vote (including outgoing BOD)	Secretary
Officer and Committee Chair election results announced	By end of December	Secretary and President-Elect
Retiring BOD members term ends Dec. 31. (Bylaws)	December 31	
New BOD Officers and Committee Chairs begin their one-year term Jan. 1 (Bylaws)	January 1	
Outgoing Officers and Chairs should continue to assist with transition as needed.	January-March	Incoming and outgoing officers and chairs

17.8 FILLING VACANCIES. Nomination vacancies or active Board vacancies caused by the death, resignation, removal, or disability of a Director or Directors, or by their removal as provided in the Bylaws and Policies, shall be filled by a majority vote of the remaining Directors. A person elected or appointed as Director to fill a vacancy shall hold office for the remainder of the year of the office of

his/her predecessor, which shall be at the close of the annual meeting of members, and an election shall be held to fill the office thereafter. If the time served to fill the vacancy by the elected or appointed Director is less than six (6) months, then the time served shall not be considered as any part of a term of office; however, if the time served is six months or more then it shall be considered as a full year served.

17.8.1 See 1.3 regarding term adjustments based on election as President.

## **GP-18 EXPENSE REIMBURSEMENT, COMPENSATION, AND BENEFIT POLICY**

IBBA Mid-America fairly reimburses those that incur personal expenses that are considered ordinary and necessary, on behalf of IBBA Mid-America when incurred specifically for the benefit of the Association.

ACCORDINGLY:

18.1 Expenses incurred by a Member authorized to incur such expense on behalf of IBBA Mid-America are reimbursed, according to the following conditions:

- 18.1.1 presentation of original receipts, copies thereof, or other reasonable evidence.
- 18.1.2 submission within 60 days of incurrence.
- 18.1.3 meal reimbursement requests must include the date, names of attendees, and purpose of the meal function.
- 18.1.4 legitimate expenses incurred for IBBA Mid-America business will be presented to the BOD in advance for authorization.

18.2 This policy does not apply to Board-approved purchases of equipment for use in the execution of duties.

**Exhibit A:**

**Code of Professional Responsibility  
Of the  
International Members Association of Mid-America (IBBA-MA)**

This Code of Professional Responsibility, also referred to as “The Code,” was adopted by the Board of Directors of the International Business Brokers Association of Mid-America (IBBA-MA). The Code is for use by all Business Intermediaries, Members, and Members of the Association as a means of establishing uniform professional practices when providing business intermediary and business brokerage services for the general public as well as between Members from other firms and the individuals, companies, and agencies they interact with.

As IBBA-MA membership includes membership in the IBBA, all association members are also expected to follow to the IBBA Code of Ethics. While the Code of Ethics establishes obligations that may be higher than those mandated by law, in any instances where the Code of Ethics, The Code, and the law conflict, the obligations of the law must take precedence. Modifications to The Code are approved from time to time by the Association. Readers are cautioned to ensure that the most recent version is utilized.

For definition and clarity, the term “Member(s)” refers to any person or entity which possesses a current and paid membership to the IBBA-MA and is a member in good standing. Member status may also be imbued under other types of membership, such as lifetime membership or ex-officio membership, as examples or as outlined within the Membership Policy.

**Preamble**

As Members, we adhere to a set of professional principles which provide a foundation of quality business intermediary, business Member, and related industry transactional services. We agree to support entrepreneurship and we believe the investment risk and effort required to build a profitable going business or enterprise deserves a fair valuation and a straightforward, professional, and honest presentation of a business opportunity to the client receiving or engaging in such services and other business intermediaries, Members, professional advisors related to, or involved in, the industry, and to the general public who utilize and benefit from the services offered by the Members.

The Code imposes obligations beyond those of ordinary commerce. Members should be zealous in maintaining and improving professional practices and sharing with their fellow Members a common responsibility for integrity and honor in their business transactions.

In recognition and appreciation of the obligations to clients, customers, the public, and each other, Members should continuously strive to become and remain informed on issues affecting

the sale of businesses, and be willing to share their experience with others.

Members should strive to eliminate practices which may damage the public or which might discredit or bring dishonor to the business brokerage profession.

Members should urge sole and exclusive representation of clients, not attempt to gain any unfair advantage over competitors, and refrain from making unsolicited comments about other Members and practitioners.

Members should pledge to observe the spirit of The Code in all of their activities and to conduct their business in accordance with the tenets set forth below:

### **Article 1**

Members must preserve and protect all confidential information provided by clients and prospective clients during any stage of the relationship, including following the termination or expiration of the listing agreement. The client's confidential information shall not at any time be disclosed or used to the disadvantage of client, nor for the advantage of the Member or third parties, unless:

- a. the client consents after full disclosure; or
- b. the Member is required by court order; or
- c. the client intends to commit a crime and the information is necessary to prevent the crime; or
- d. it is necessary to defend the Member, the association, or involved associates against an accusation of wrongful conduct.
- e. Members, when acting as principals in a transaction, remain obligated by the expectations imposed by The Code.
- f. The expectations imposed by The Code encompass all Member related activities and transactions whether conducted in person, electronically, or through any other means.

### **Article 2**

Members must avoid exaggeration, misrepresentation, or concealment of pertinent facts relating to properties and business transactions.

However, nothing herein shall be construed to obligate Members to discover latent defects, to advise on matters outside the scope of their expertise, or to disclose facts which are confidential under the scope of agency duties owed to their clients.

We acknowledge that Members are reliant on the client, and shall in no way be responsible for the content, accuracy, and truthfulness of information provided by the client. While Members are not required to audit or otherwise confirm pertinent information, reasonable care should be taken regarding the expectation of honesty.

### **Article 3**

Members must make reasonable efforts to protect the public and all parties in a transaction against fraud, misrepresentation, or unethical practices in the area of business opportunity transactions. Members shall be honest and truthful in all communications and must not make false, misleading, or exaggerated claims about themselves, their firm, clients, franchisors, or their competitors. Members must follow all applicable laws of the jurisdictions in which they practice.

#### **Article 4**

Members shall not engage in activities that constitute the unauthorized practice of law or accounting. Members have a responsibility to recommend that clients obtain legal counsel or advice from a CPA for independent advice on transactions. Members shall not undertake to provide specialized professional services concerning a type of business or service that is outside their field of competence unless they engage the assistance of one who is competent on such types of business or service, or unless the facts are fully disclosed to the client.

#### **Article 5**

Members should keep in a special bank account, separated from their own funds, monies coming into their possession in trust for other persons.

#### **Article 6**

Members should obtain terms and conditions of agreements in writing regarding business opportunity transactions and ensure that copies of such agreements are given to all parties involved.

#### **Article 7**

Members should pledge to protect and promote the interests of their clients. This obligation of loyalty and honesty to the client's interest is primary, but it does not relieve Members from the obligation of dealing honestly and fairly with all parties, in accordance with higher fiduciary duties required within a relative and/or applicable jurisdiction. Members, when acting as principals in a transaction, remain obligated by the duties imposed by The Code.

#### **Article 8**

Members may represent both the seller and buyer in the same transaction, but must disclose that dual agency relationship to the parties of the transaction, and pledge to protect and promote the interest of their clients.

#### **Article 9**

Members having a present or contemplated interest concerning a business property or its value should disclose such interest to the principals of the transaction.

When seeking information from another Member concerning a business under a listing agreement, Members shall disclose their professional status and whether their interest is personal or on behalf of a client.

Members shall not acquire an interest in, buy, or present offers from themselves, any member of their immediate families, their firms, or any member thereof, or any entities in which they have any ownership interest without making their true position known to the owner and/or the owner's representative. Members should not undertake to make a valuation or appraisal or render an opinion of value on any project if they have a present or contemplated interest unless such an interest is specifically disclosed in the valuation or appraisal.

#### **Article 10**

Members, when acting as an agent, accepting any commission, rebate, referral fee, or profit due to expenditures made on behalf of the client, should disclose to the client.

#### **Article 11**

Members should not undertake to make a valuation or appraisal that is outside or beyond the scope of their experience without first obtaining the assistance of an authority on such types of business, property, or service unless the extent or lack of experience of the Member is fully disclosed to the client.

Members making a formal valuation or appraisal of a business opportunity should not render an opinion without careful and thorough analysis and interpretation of all market and economic factors affecting the value of the project. Furthermore, Members shall not deliberately mislead an owner regarding the market value of their business.

The engagement or fee must be set/disclosed prior to a valuation or appraisal.

#### **Article 12**

Members shall share the responsibilities in a transaction when cooperating (Co-Brokering) with other association Members. Members are encouraged, but not required, to cooperate with other members.

#### **Article 13**

Members shall not deny equal access of professional services to any person for reasons of race, color, age, religion, gender identity, sexual orientation, disability, or national origin. Members shall not be a party to any plan or agreement to discriminate against a person or persons on the basis of race, color, age, religion, gender identification, sexual orientation, disability, or national origin.

#### **Article 14**

Members must not submit or advertise business without current authority to do so and shall not use bait-and-switch techniques to lure buyers by advertising businesses they do not have for sale. In any offerings, the price quoted will be the offering price agreed upon with the owner. Members must always have written authorization to sell or purchase, as the case may be, from the prospective seller or purchaser.

The written documentation shall include obligation of confidentiality and all the material information related to the terms of the sale or purchase, including price, term of the agreement, and compensation to be paid to the Member.

#### **Article 15**

All bona fide written offers and counter-offers between the buyer and seller will be submitted objectively and promptly and within the timeframe designated in the offer, unless otherwise directed by the client, or as required by laws, rules, or regulations of the relative, and/or applicable authority.

Or, unless seller has agreed to a No Shop or Stop Shop with a different buyer. Unsolicited offers received during a No Shop or Stop Shop situation, will be held by the Member as a back-up, without presenting to the seller. The decision to accept or reject an offer always remains solely with the seller. Members may offer objective opinions and advice, but shall not unduly influence the seller's decision.

Members shall use reasonable care to ensure that documents pertaining to the purchase are kept current with written extensions or amendments.

#### **Article 16**

Members will not disclose the terms of one buyer's offer to another buyer.

#### **Article 17**

Members should seek no unfair advantage over fellow Members, and should willingly share with them the lessons of his/her experience and study.

#### **Article 18**

Members should conduct their business to avoid controversies with fellow Members, cooperate with IBBA-MA and its officers in all matters, including investigations, censure, discipline, or dismissal of members who, by their conduct, prejudice their professional status or the reputation of the IBBA-MA. If a member is charged with unethical practices, he or she should, in a timely manner, place all pertinent facts before the IBBA-MA Board of Directors or designated grievance committee for investigation and decision.

Members charged with unethical practices shall not obstruct the Board's investigative or professional standards proceedings by instituting or threatening to institute actions for libel, slander, or defamation against any party to a professional standards proceeding or their witnesses based on the filing of an arbitration request, an ethics complaint, or testimony given before any tribunal.

#### **Article 19**

Members shall not knowingly or recklessly file false or unfounded ethics complaints.

#### **Article 20**



In the best interest of IBBA-MA, society, and associates, Members should be loyal to the community and active in its work. Members shall keep informed of trends, best practices, and changes affecting business services and opportunities.

#### **Article 21**

All business Member who are members of IBBA-MA are required to complete annual every other year ethics training, as defined and recognized by the association.

#### **Article 22**

Members must refrain from continued and prolonged association with individuals or organizations which act in a manner contrary to The Code. Such continued association is deemed as denial of The Code and is reason for potential dismissal from IBBA-MA.

#### **Exhibit B**

### **IBBA Mid-America Technology Acceptable Use Policy (AUP)**

Please read this Acceptable Use Policy ("policy", "AUP") carefully before using the technology services ("services"), website ("website") or other tools and applications ("apps") operated by IBBA Mid-America (IBBA-MA) and the Mid-America Business Broker Association (MABBA) ("us", "we", "our").

Services provided by us may only be used for lawful purposes. You agree to comply with all applicable laws, rules, and regulations in connection with your use of the services. Any material or conduct that in our judgment violates this policy in any manner may result in suspension or termination of the services or removal of user's account or termination of membership and membership privileges with or without notice.

#### **Prohibited use**

You may not use the services, website, or apps to publish content or engage in activity that is illegal under applicable law, that is harmful to others, or that would subject us to liability, including, without limitation, in connection with any of the following, each of which is prohibited under this AUP:

- Phishing or engaging in identity theft.
- Distributing computer viruses, worms, Trojan horses, or other malicious code.
- Distributing pornography or adult-related content or offering any escort services.
- Promoting or facilitating violence, social hate, bullying, harassment of any kind, or terrorist activities.
- Infringing the intellectual property or other proprietary rights of others.

**Enforcement**

Your entitlement to services, websites, and apps may be suspended or terminated with or without notice upon any violation of this policy. Any violations may result in the immediate suspension or termination of your account or your suspension or termination of membership.

**Reporting violations**

To report a violation of this policy, please contact us.

We reserve the right to change this policy at any given time, of which you will be promptly updated. If you want to make sure that you are up to date with the latest changes, we advise you to frequently visit this page.