

**GREATER PHILADELPHIA
ASSOCIATION OF REALTORS®**

**POLICIES
AND
PROCEDURES MANUAL**

(DIRECTORS, OFFICERS, COMMITTEE CHAIRS & VOLUNTEER)

About GPAR - The Greater Philadelphia Association of REALTORS® is a membership organization whose purpose is to provide education, information, and legislative advocacy for licensed real estate professionals and related service providers in the Greater Philadelphia area. We are also advocates for private property owners and real estate consumers. Originally founded in 1908 as the Philadelphia Real Estate Brokers Association, GPAR has grown to become the most influential professional real estate association in Philadelphia.

Mission Statement - Enhance the ability and opportunity of its members to conduct their business successfully and ethically, and to promote homeownership and the preservation of the right to own, transfer and use real property for all.

Vision Statement - To help drive Philadelphia forward as a place to live, work and play for all.

Primary Customer - GPAR's professional agents and the firms they represent.

GPAR MEETING POLICY STATEMENT

POLICY STATEMENT TO BE READ AT THE BEGINNING OF EACH BOARD OR COMMITTEE MEETING

The Policy of The Greater Philadelphia Association of REALTORS® is to adhere to all laws and to encourage and insist that members faithfully adhere to these laws at Association meetings and avoid even the appearance of unlawful action.

Thus, in the conduct of this meeting, there will not be any action or discussion concerning any preference, limitation, or discrimination in regard to housing or commercial or business property based upon race, color, sex, religion, ancestry, national origin, handicap or disability, sexual orientation, marital status, age, presence of children, legal sources of income, the use of a guide animal due to blindness or deafness, the use of support animals due to physical handicaps, or the handler or trainer of support or guide animals.

Likewise, there will be no action or discussion concerning:

the fixing, the establishment or maintenance of any rate amount of commission or other fees for the sale, lease or management of real estate, or the urging, recommending or suggesting, that any member or person adhere to any rate or amount of commission;

or

the taking of punitive action against any member or others where such action is based upon a member's failure or refusal to adhere to any rate or amount of commission;

or

the interfering with or limiting Board members from maintaining part-time salespeople or interfering with the terms of the relationship between members and their salespeople;

or

the fixing, maintaining, suggesting or enforcing any division or split of commission between selling and listing broker, or the refusing to receive, process or distribute a listing because of the rate or amount of commission;

or

the boycotting, agreeing to boycott or threaten to boycott any person.

OFFICER POLICIES AND PROCEDURES

The Board of Directors sets the general policies and goals of the organization. The Executive Officer reports solely to the Board of Directors.

Chief Executive Officer

The Chief Executive Officer will see that the policies and goals set by the Board of Directors are carried out to completion by taking necessary action and developing activities true to the Board's mission. The Board of Directors will respect the authority given to the Chief Executive Officer.

The Chief Executive Officer has the fiduciary responsibility to never allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics or in violation of funding sources requirements or regulatory bodies or contrary to explicit Board constraints on executive authority.

Should the Chief Executive Officer see a situation in which a committee or individual is violating the responsibility given by the Board of Directors, it will be reported to the Directors for their action. The Directors have the fiduciary responsibility to correct the problem and make certain that all policies are strictly followed.

The Chief Executive Officer is the single official link to the operating organization. She or he is accountable for accomplishing the goals of the organization. The Board of Directors sets and governs the policies. The Chief Executive Officer is responsible for:

1. The execution of the policies through staff assignments, and the monitoring of the committees/task forces and reporting to the Board of Directors on their progress or problems.
2. The office administration within the boundaries of prudence and ethics established by the Policies and Procedures.
3. Keeping the President informed on problems and situations as they arise.
4. Preparing agendas and other information as necessary or requested by the President.
5. Seeing that any routine correspondence and secretarial assistance on Association matters, needed by the President, are provided by the staff.
6. Chief Executive Officer performance will be considered to be synonymous with organizational performance.

President

The President shall be the chief elected officer of the Greater Philadelphia Association of REALTORS® and shall provide competent leadership in achieving the goals set forth by the Board of Directors. The President shall:

1. Appoint and remove all committee chairpersons and committee members reporting to the Board of Directors. Appointments for the next calendar year will be assigned before the beginning of the year of his/her term. It is acceptable for committees to have co-chairperson appointments as the President elects.
2. Establish or dissolve any additional committees, advisory groups or task forces as necessary, subject to approval of the Board of Directors.
3. Serve as ex-officio member of all committees and will receive meeting notices and minutes.
4. With the Chief Executive Officer, ensure that each committee is working properly to achieve the goals of the organization by asking for written reports outlining the objectives of the committee for the year, and by requesting periodic meetings with the chairmen to see that those objectives are being reached.
5. Plan for and preside over all meetings of the Board of Directors and general membership.
6. Regularly meet with the President Elect to discuss issues relevant to the organization and to plan the agendas for all Executive Committee, Board of Directors and general membership meetings.
7. Along with the Chief Executive Officer, sign any checks, documents and contracts approved by the Board of Directors.
8. Represent the Greater Philadelphia Association of REALTORS® and National Association of REALTORS® at their meetings, within budgetary constraints.
9. Represent the Greater Philadelphia Association of REALTORS® as official spokesperson, acting in the name of the organization, subject to the Board of Directors. In such capacity, the President will speak for the association and not as an individual REALTOR®.
10. Submit President Messages to membership when need arises.
11. Make a presentation at each orientation program.
12. Keep the Chief Executive Officer informed on all activities and decisions affecting the Board.

13. Refer to the Chief Executive Officer for standard procedures regarding requests from the members.

14. Submit bills for reasonable routine and approved special expenses incurred during his/her term of office.

President Elect

In the absence of the President, the President Elect shall perform the duties of the President. The President Elect shall also:

1. Attend all meetings of the Executive Committee and Board of Directors.
2. When called on by the President, represent GPAR.
3. Begin planning with the Chief Executive Officer for the coming year as President.
4. Attend GPAR Committee or task force meetings when possible so as to be informed on the issues and programs.
5. Attend as many PAR and NAR meetings possible.
6. Regularly meet with the President and Chief Executive Officer to discuss issues relevant to GPAR and participate in the selection of committees/task forces and their leadership.

Vice President

In the absence of the President and the President Elect, the Vice President shall perform the duties of the President. The Vice President shall also:

1. Attend all meetings of the Board of Directors.
2. When called on by the President, represent GPAR.
3. Assist the President Elect with planning for the coming year.
4. Attend GPAR Committee or task force meetings when possible so as to be informed on the issues and programs.
5. Attend as many PAR and NAR meetings possible.

Treasurer

The Treasurer shall:

1. Be the chairperson of the Finance Committee.
2. Work closely with the Chief Executive Officer and the staff to help ensure the accurate accounting of all funds, securities and assets.

3. Review with the staff the monthly financial statements for presentation to the Board of Directors.
4. Serve as a member of the Executive Committee.
5. Work with the Chief Executive Officer in the preparation of the annual budget.
6. Submit to the Board of Directors, for approval, the audit as prepared by the Association accounting firm.
7. Perform other duties as requested by the President and Board of Directors.

Legal Counsel

1. Be available by conference phone or attend meetings of the Executive Committee and Board of Directors to provide legal advice as required.
2. Review Association activities which concern policy, bylaws, rules and regulations or special legal needs.
3. Review all Association forms, contracts, documents, etc.
4. Be available to the Chief Executive Officer, President and GPAR staff for consultation on matters which may have legal or ethical ramifications.
5. Apprise Chief Executive Officer and President of changes in law, regulations, etc. which could have impact on the association and/or the real estate industry.
6. Represent GPAR, when requested, in any litigation to which it might be a party.
7. When requested, represent or be present in any contract negotiations between GPAR and various suppliers of services, products, etc.
8. Respond to member's inquiries received from the President or Chief Executive Officer.
9. Assist with Ethics and Arbitration matters and attend hearings as specially scheduled.
10. Submit communications to the Chief Executive Officer and the President with copies to GPAR staff, other officers, committee chairs or volunteers as appropriate.

COMMITTEE POLICIES AND PROCEDURES

Committee Functioning

A. Purpose of Committees:

1. Accomplish much of the work of the Association.
2. Influence the members and allow the members to influence the Association.
3. Are part of the system of accountability in the Association. The chain of accountability is crucial to success.

B. Role of the Committee Chairperson:

1. Conducts meeting/prepares agenda with staff.
2. Keeps the meeting to a specific time frame, respecting the schedules of the volunteer members.
3. Keeps to the subject matter outlined on the agenda.
4. Supports the functioning of the committee.
5. Provides the framework within which the committee operates.
6. Provides clear assignments and material in advance.
7. Responsible for an orderly committee process, including soliciting the participation of all committee members.
8. Reviews and take inventory of previous committee issues.
9. Primarily accountable to the President.
10. Make certain that the committee members understand their relationship to the staff and the correct protocol to follow when dealing with the Members.
11. Educates the committee members to respect the staff and the privacy of their offices.
12. Submits regular reports to the President.
13. Writes articles for the GPAR Gazette from time to time, as requested.

C. Role of the Staff Person to the Committee:

1. Agenda setting.
2. Supports the functioning of the committee and chairperson.
3. Provides materials in a timely fashion.
4. Serves as an information resource to the committee and chairperson.
5. Provides continuity – what the committee has done in prior years and commitments made by the committee.
6. Provides information to the Chief Executive Officer and other staff on the activities of other committees to ensure that work is not duplicated and that committees do not function at cross purposes.
7. Contributes from his/her expertise in association management and operations regarding policy guidance.
8. Carries out the direction of the committee.

D. Relationships:

In order for committees to be consistently effective, the staff member's primary accountability must be to the Chief Executive Officer. The secondary accountability is to the Committee Chairperson. In that way, the integrity of the staff structure can be maintained, the Chief Executive Officer can be held accountable for the functioning of the association, committee assignments can be made appropriately, and staff members can be held accountable for properly serving the committees they staff. The Chief Executive Officer can deal with conflicts between the Committee Chairperson and the staff member serving the committee.

Committee goals should be set jointly by the Chairperson and the staffer involved.

Agendas are key. Agendas should be developed jointly by the Chairperson and the staff well in advance of the meeting and sent out to the committee members prior to the meeting. That agenda should include the purpose of the meeting and the results to be achieved together with the items to be taken up and approximate times allotted for each item. Agreement of time and items is crucial. In this way, committee members will know what to expect, can better prepare for the meeting and will function more effectively in the meeting.

A meeting summary should be developed and sent out to the committee within a week to ten days of the meeting. Summaries of key points, votes, and assignments are much more useful than minutes and will be shorter.

While serving the Board of REALTORS® as a member of a committee or instructor of a program, care should be taken to keep the meeting or program "company neutral." No

mention of specific real estate or affiliate firms should be made. In that capacity, members should be serving the organization and not their own businesses. There should never be the implication that a member is using the Association for the purpose of self promotion.

E. Vice Chairpersons:

When appointed by the President, Vice Chairpersons shall serve the committee functions in the absence of the Committee Chair, the Vice Chair shall perform the duties of the Chair.

COMMITTEES AND TASK FORCES

Executive Committee

The Executive Committee shall consist of the Elected Officers and the Immediate Past President and shall meet six times per year unless otherwise needed. Meet in advance of the Board meeting to discuss the agenda and make recommendations to the Board of Directors. The President shall have the right to call a meeting on or off scheduled months, if needed, to complete the business of the Association. Meetings may be conducted by telephone or other suitable communication means.

Grievance Committee

The Grievance Committee shall meet monthly to review ethics complaints and requests for arbitration in accordance with the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

In an Ethics Hearing, the function of the Grievance Committee is to make only such preliminary investigation and evaluation of the complaint as required to determine whether the complaint warrants further consideration by a Hearing Panel of the Professional Standards Committee. The Grievance Committee does not conduct hearings and does not determine if a violation of the Code of Ethics has occurred.

The Grievance Committee determines whether to 1) dismiss the complaint as unworthy of further consideration, 2) refer it back to the complainant as appropriate for arbitration rather than disciplinary action, or 3) refer it back to the Secretary to schedule for hearing.

In an Arbitration, the role of the Grievance Committee is to refer the dispute to a Professional Standards Panel unless it is determined that, because of the amount involved or the legal complexity of the controversy, the dispute should not be arbitrated.

Professional Standards Committee

The Chairperson shall preside at all hearings, unless he/she appoints a replacement, and shall be bound by the Outline of Procedure for an Ethics or Arbitration Hearing and the Chairperson's Procedural Guide for Conduct of an Ethics or Arbitration Proceeding found in the Code of Ethics and Arbitration Manual of the National Association of REALTORS®.

Government Affairs Committee

Monitors City Council bills, lobbies for or against local legislation which would affect the rights of private property owners on a local, state and national level, attends fundraisers for local, state and national Legislators as a Key Contact and interacts with Philadelphia City Council on a needed basis. This committee serves a critical purpose and the urgency of communications to the Chief Executive Officer and President of all governmental meetings, programs, proposals, issues and enactments that may impact GPAR membership is crucial to be given in a timely fashion so GPAR leadership can evaluate and respond.

RPAC Committee

The REALTOR® Political Action Committee (RPAC) solicits contributions from members to support REALTOR® friendly candidates that run for public office at the local, state and national level. The Chairperson of this Committee is granted the authorization to designate and allocate the contributions to those purposes, candidates, elected officials and programs that are supportive of the Mission of GPAR and consistent with GPAR history or current direction.

Diversity Committee

To help REALTORS® understand, reach out to, partner with, and provide service to consumers in today's culturally diverse communities. The Diversity Committee works to promote equal opportunity in housing and diversity within the real estate industry. They identify the concerns and needs of minority GPAR members and assist in the development of actions to address those concerns and needs. The committee also promotes changes in real estate business practices to reflect Philadelphia's cultural diversity.

Young Professional Network Committee (YPN)

The Young Professional Network Committee works to empower and develop new REALTORS® in Philadelphia. YPN provides a way for our newest members to network and learn from one another, through both social events and education aimed at helping them enhance their real estate prowess and increase their survivability in a highly competitive industry. The committee also encourages participation in other committees on both the local and state level and involvement in policy discussions and advocacy.

Finance Committee

Develop goals and plans relating to generating revenues and maintaining the fiscal wellbeing of the Greater Philadelphia Association of REALTORS® and the Multiple Listing Service of the Greater Philadelphia Association of REALTORS®.

Develop a budget which provides financial stability, achieved through an income structure of dues and charges for specialized services which produces sufficient monies to operate and to finance the activities and projects desired and needed by its members.

See that adequate funds are held in reserve for contingencies, taking into consideration any significant unforeseen decline in income or increase in expenses. In addition, it should be prepared to finance emergency type projects which occur unexpectedly, or a legislative problem which could not be appropriately paid out of retained income from prior years.

Follow a conservative investment practice with emphasis on the preservation of capital; secondary consideration should be given to maximizing income yield. Invest in secure instruments, insured checking accounts and bonds of no less than AAA rating.

Horizons Committee

The Horizons Committee is the strategic thinking arm of GPAR. It was established to generate questions, identify industry issues, trends and concerns and recommend items to be added to GPAR's Strategic Plan.

Committee Attendance

Absence from two (2) regular or special scheduled meetings, without an excuse deemed valid by the Chairperson, shall be construed as a resignation.

MEMBERS POLICIES AND PROCEDURES

MEMBERSHIP PRIVACY POLICY

The Greater Philadelphia Association of REALTORS® (GPAR) recognizes the importance of protecting the personal information you provide as members and follows the privacy policy adopted as follows:

1. GPAR acquires information needed to accept and services your membership needs, such as; contact information you provide for membership (for example, your personal and business addresses, phone and fax numbers, firm affiliations and titles) as well as membership activity information
2. GPAR uses this information to accept and service your local state and national memberships including notifications, communications and announcements to members.
3. GPAR does not share, sell or trade membership information except as required by law or valid legal process, to protect the personal safety of our members or the public or as necessary for services and product provider contacts.
4. Credit information that you and credit authorizers provide when you make payments by credit card or electronic check for dues or other fees will only be used to process the transactions you request. This information will be provided to and maintained by reputable credit reporting databases, but will never be sold, shared or provided to other parties.
5. GPAR maintains security procedures and standards to protect your membership information, however cannot guarantee security breaches of electronic communications or record retention due to improper access.
6. Any member may opt-out of release of membership information to third party service or product providers by notifying GPAR in writing.
7. GPAR uses best efforts to ensure that no unauthorized party has access to any of your information. We will use our best efforts to train and oversee our employees to ensure that your information will be handled responsibly and in accordance with this Privacy Policy.
8. All privacy obligations not set forth herein but as applicable to your membership, including those enacted hereafter, are included within this policy including those required by law as applicable to membership identity protection.

WHISTLEBLOWER POLICY

Greater Philadelphia Association of REALTORS® (“GPAR”) is committed to facilitating open and honest communications relevant to its governance, finances, and compliance with all applicable laws and regulations. GPAR requires directors, other volunteers, and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. Employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This whistleblower policy (“the Policy”) reflects the practices and principles of behavior that support this commitment. It is important that GPAR be apprised about unlawful or improper workplace behavior including, but not limited to, any of the following conduct:

- theft;
- financial reporting which is fraudulent, intentionally misleading or negligent in any manner;
- improper or undocumented financial transactions;
- forgery or alteration of documents;
- unauthorized alteration or manipulation of computer files;
- improper destruction of records;
- improper use of GPAR assets, including, but not limited to its funds, supplies, intellectual property and other assets;
- improper access and or use of confidential donor information;
- authorizing or receiving compensation for goods not received or services not performed;
- violations of GPAR conflict-of-interest policy;
- any other improper occurrence regarding cash, financial procedures, or reporting;
- any abuse of or discrimination against a GPAR employee, client, vendor or person connected with a GPAR member; and
- a failure by GPAR to provide reasonable accommodation for disability or religious belief.

We request the assistance of every director, other volunteer and employee who has a reasonable belief or suspicion about any improper transaction. GPAR values this input and each director, volunteer and employee should feel free to raise issues of concern, in good faith, without fear of retaliation. Directors, volunteers and employees will not be disciplined, demoted, lose their jobs, or be retaliated against for asking questions or voicing concerns about conduct of this sort. While GPAR has separate policies which cover harassment and employment discrimination, this Whistleblower Policy applies to these situations to encourage the reporting of such wrongful actions against GPAR interest. Employees and other interested persons are encouraged to report any such improprieties without fear of retaliation or intimidation.

GPAR will investigate any possible fraudulent or dishonest use or misuse of GPAR resources, or abuse, discrimination or a failure to provide reasonable accommodation, by management, staff, or volunteers. GPAR will take appropriate action against anyone

found to have engaged in fraudulent, dishonest, abusive or discriminatory conduct, including disciplinary action by GPAR, or civil or criminal prosecution when warranted.

Therefore, all members of GPAR staff, directors and other volunteers are encouraged to report possible fraudulent, abusive, discriminatory, or dishonest conduct (*i.e.*, to act as a “whistleblower”), pursuant to the procedures set forth below.

Reporting Responsibility:

Each director, volunteer, and employee of GPAR has an obligation to report in accordance with this Whistleblower Policy (a) questionable or improper accounting, financial or auditing matters, and (b) violations and suspected violations of GPAR policies or any unlawful or improper workplace conduct (hereinafter collectively referred to as “Concerns”).

Authority of Audit Committee:

All reported concerns will be forwarded to the Chief Executive Officer in accordance with the procedures set forth herein. The Chief Executive Officer shall be responsible for investigating, and making appropriate recommendations to the Board of Directors, with respect to all reported concerns.

No Retaliation:

This Whistleblower Policy is intended to encourage and enable directors, volunteers, and employees to raise Concerns within the Organization for investigation and appropriate action. With this goal in mind, no director, volunteer, or employee who, in good faith, reports a concern shall be subject to retaliation or, in the case of an employee, adverse employment consequences. Moreover, a volunteer or employee who retaliates against someone who has reported a concern in good faith is subject to discipline up to and including dismissal from the volunteer position or termination of employment.

FREE TRADE POLICY

The Greater Philadelphia Association of REALTORS® (GPAR) recognizes that business practices of its members range from full service to limited services including electronic brokerage. It is the policy of GPAR to accept all members regardless of the business methods utilized to provide professional real estate services to the consumer so long as those business methods comply with applicable federal and state laws including the licensing laws, regulations and policies of the Pennsylvania Real Estate Commission, as well as your membership requirement and applicable policies of the Association. GPAR encourages those members who utilize non-traditional business practices to become involved with GPAR activities so that issues unique to non-traditional brokerage business practices can be included in membership services provided.

ABBREVIATED NOTICE

The Greater Philadelphia Association of REALTORS® accepts qualified applicants for membership regardless of the business practices utilized so long as those business practices are in compliance with applicable federal and state laws and are offered, promoted or provided in compliance with membership requirements, standards of conduct and applicable policies of the Association.

RECORD RETENTION POLICY

In the wake of the Sarbanes-Oxley Act (SOX), record retention is important. Even though the corporate reform act doesn't specifically apply to nonprofits, many of the guidelines and provisions are being embraced voluntarily by organizations – GPAR being one of them -- in an attempt to improve transparency and remain attractive to donors and volunteers.

Although non-profits may not have balance sheets that rival large for-profit industries, their constituents are still interested in avoiding fraud and mismanagement. In fact, because of how they are funded, nonprofits are even more likely to be subject to scrutiny.

Therefore, it is important to be careful about which documents employees discard and which they hold on to and maintain an effective paper trail for important transactions.

Laws dictate which documents must be kept and for how long. The following guidelines will help you sort out what you have to keep and what you can get rid of. If in doubt about a certain document, please check with your supervisor.

All rules and regulations apply to paper, electronic files, including e-mail, and voicemail records. Since any of these documents may go through many hands, ensure your staff, directors, officers and committee volunteers and anyone else who might come in contact with these items understands the guidelines as well.

[Note: If there is an investigation, no documents should be destroyed until the investigation is completed.]

Keep these records for 1 year:

- Unfunded grants
- I-9s (from date of termination)

Keep these records for 3 years:

- Bank records
- General correspondence
- Employee demographic info & applications
- I-9s from date of hire
- Internal audit reports
- Expired insurance policies

- Polygraph test results
- Scholarship applications
- Scholarship selection committee records

Keep these records for 5 years:

- OSHA logs

Keep these records for 7 years:

- Accounts receivable and payable ledgers
- Contracts, mortgages, notes, leases
- Expense analyses
- Donations and funded grants
- Inventory records
- Personnel files (from termination date)
- Invoices and purchase orders
- Payroll records, timesheets and garnishments
- Withholding tax statements

Keep these records for 10 years:

- Workers' compensation documentation

Keep these records permanently:

- Articles of incorporation, charter, bylaws, minutes and other incorporation records
- Audit reports, financial statements, journals, chart of accounts
- Checks for important payments & purchases
- Contracts still in effect
- Correspondence w/ customers & vendors
- Legal and other important correspondence
- Deeds, mortgages and bills of sale
- Depreciation schedules
- Insurance records, accident reports
- Loan documents
- Patents and related material
- Retirement and pension records including
- Summary Plan Descriptions
- Tax returns and worksheets
- Trademark registrations and copyrights
- Scholarship recipient information
- Year End financial statements

CONFLICT OF INTEREST POLICY

I. Policy

It shall be the policy of the Greater Philadelphia Association of REALTORS® (GPAR) that no member, while serving the Association in a leadership capacity, either as an Officer, a Director, a Committee Chair, or in another type of leadership capacity, will

take personal advantage of his or her leadership role by allowing a situation to exist that may be construed as a conflict of interest situation.

II. Purpose

It has been the intent of the Greater Philadelphia Association of REALTORS® since its inception to carry on its activities in accordance with the highest ethical standards. Adoption of this Policy by the GPAR Board of Directors is, therefore, a reaffirmation of the intent that all Directors, Officers, Committee Chairs, and other members holding elected or appointed leadership positions practice the highest ethical standards and give undivided loyalty to GPAR and its goals. Any activities which do not serve the best interest of GPAR or which favor the personal advantage of another person or corporation are inconsistent with the duties and responsibilities owed to GPAR.

III. Practice/Procedure

It is therefore resolved that:

1. All Directors, Officers, Committee Chairs, and members holding other leadership positions within the Association (Leaders) shall scrupulously avoid any conflict between their own respective individual interests and the interests of the Association, in any and all actions taken by them on behalf of GPAR in their respective capacities.
2. Conflicts of interest would include, but not be limited to, direct financial or close personal interests in a company or product which could be affected by a decision of a Board, Committee, or other Association governing body on which the Leader serves; acceptance of any gift, entertainment, services, loans, or promises of future benefits from any person or organization that might benefit, because of the Leader's connection with GPAR (note: this does not apply to gifts and/or similar entertainment of nominal value); and compensation in the form of fees or salaries if such payment is affected directly or indirectly by the Leader's work with the Association (note: GPAR is not critical of such interests; it merely requests that Leaders disqualify themselves from direct service to the Association if they have such interests).
3. At time of nomination, prior to election, and during the period of service, all Officers, Directors and Volunteers shall disclose any direct or indirect relationships with organizations, either for-profit or not-for-profit, that may, during their term of office, be involved with the Association in a formal capacity. Examples of such relationships may include, but not be limited to, employer-employee relationships, governance relationships, shareholder relationships, contractor-contractee relationships, etc.
4. In the event any Director, Officer OR Volunteer of GPAR may stand to derive a personal gain or benefit from a transaction with GPAR, or shall have any direct or indirect interest in or relationship with any individual or organization (i) which proposes to enter into any transaction with GPAR for the sale, purchase, lease or rental of property; or (ii) which proposes to render or employ services, personal or otherwise, to GPAR; or (iii) which may be seen as competing with the interests or concerns of GPAR, such Director or Officer shall forthwith give the Board of Directors of the GPAR notice of such interest or relationship. After being alerted to a possible conflict of interest from such Director or Officer, it shall be the sole responsibility of the Chair of the Board of

Directors, after consultation with the President of GPAR, to decide when a Leader needs to refrain from voting on (or otherwise attempting to affect any decision of the GPAR) any issue considered to be in conflict which comes before the Board or GPAR's General Membership. If the President is the person that is conflicted the responsibility to decide when he or she need refrain from voting shall pass to the President Elect. Minutes of appropriate meetings should reflect that such disclosure was made, and that such Director or Officer abstained from voting and absented him or herself from the final review and vote on the matter.

A copy of this Policy shall appear in the orientation materials for newly elected Board members and be shared with the Nominating Committee for distribution to all prospective candidates.

This Policy shall be reviewed periodically for the information and guidance of all individuals who serve the Association in a leadership capacity.

VOLUNTEER POLICY

Greater Philadelphia Association of Realtors® Board of Directors Consent to Serve

Members of the Greater Philadelphia Association of Realtors® Board of Directors are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities.

As a Director I will:

1. In all actions serve the best interests of the members of this Association;
2. Faithfully abide by the Articles of Incorporation, By-Laws and Policies and Procedures of the Association;
3. Work to advance the mission and strategic plan of the Association;
4. Exercise reasonable care, good faith and due diligence in governing and managing the affairs of the Association;
5. Exercise due diligence in reviewing all board materials prior to meetings and attending all board meetings and events;
6. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest;
7. Abide by the Confidentiality and Anti-Trust Compliance Agreements signed in conjunction with this Consent to Serve;
8. Avoid any discussions or practices that are illegal under anti-trust laws including, but not limited to, discussion with competitors about pricing (including commissions, flat fees and/or blended fees), geographic areas or limitations in which competitors will market or target clients, or discussions regarding with which competitors to avoid cooperating;
9. Support all decisions made and actions taken by the Board of Directors;
10. Strive to maintain professionalism, courtesy, respect and objectivity when fulfilling my responsibilities, as a Director.

Dated: _____

Signed: _____

Name: _____

ADVERTISING POLICY

To further the mission of the Greater Philadelphia Association of REALTORS[®], GPAR will accept advertising and sponsorship under strict guidelines. GPAR will refuse any advertisement that is believed incompatible with our mission. The presence of an advertisement or sponsorship at time of a special event, contained within any of our publications including the GPAR Gazette and as may be included on our website, DOES NOT imply endorsement of the advertised company or product by GPAR. Advertisers and sponsors may not make unsubstantiated claims regarding their product or services. Advertisers and sponsors may not suggest that GPAR has endorsed their product or services. Advertising may not be targeted to individual members but only members as a group. All advertisement must comply with Federal and State laws and must clearly indicate on the advertisement that it is an advertisement so not to be construed as editorial content.

The following product or service advertisings or sponsorships are prohibited:

Alcohol, tobacco products, firearms/weapons, fireworks, pornography, gambling/lottery, political, social cause or religious advertisements.

Advertising formats that are prohibited are:

Pop-ups and floating ads or surveys, ads that have forms within them to collect personal identifiable information while a visitor on our GPAR website.

GPAR retains final approval of all sponsor/product messages, banners and advertising copy that are directly linked to our website or contained within written materials. Advertisers may not collect any personally identifiable information from GPAR website visitors or place any cookies, applets or other such files within the content of GPAR's website if those files transmit any personally identifiable information to the advertisers or agencies on computers of GPAR website visitors who do not visit advertiser sites by clicking on their ad banners or directly pursue information and products being advertised.

These guidelines are intended to provide general guidance. This Advertising policy is not inclusive or exhaustive and is subject to change at the discretion of GPAR at any time

POLITICAL ENDORSEMENT/DONATION POLICY

The Greater Philadelphia Association of REALTORS® is a charitable organization organized under Section 501(c)(4) tax and election laws. GPAR services the needs of a diverse group of members, involves work from employees and volunteer services from officers, directors and committee members. GPAR takes no action to restrict in any manner the free opportunity of its members, staff, directors, officers or committee persons in their personal endorsement of political candidates or causes or personal donations to candidates or causes. GPAR does however strictly prohibit any reference to GPAR in a manner suggesting an endorsement by GPAR of a particular political candidate or cause by any member, director, officer, committee person or staff. All endorsements and donations that are linked or associated with GPAR must be officially submitted, reviewed and approved by the Board of Directors of GPAR.

GPAR has and intends to take positions regarding political causes and campaigns that impact GPAR's mission. GPAR has and intends to pursue lobbying efforts to have campaign information made known to its members as well as to provide information regarding candidates and their positions regarding key legislative issues affecting the Greater Philadelphia Area real estate industry. Under Federal and State tax laws GPAR has the right to engage in unlimited lobbying and unlimited support or opposition to particular candidates or ballot measures. GPAR can support or oppose candidates as long as the activity is not the primary purpose of GPAR. GPAR can support, oppose or take no position regarding political activities by the Pennsylvania Association of REALTORS® and/or National Association of REALTORS® Political Action Committees. GPAR has not been organized as a 401(c)(4) charitable organization for the purposes of political purposes. Political involvement by GPAR is incidental to the membership services and is intended to be to the benefit of members and not individual staff members, directors, officers or committee persons. GPAR cannot accept contributions from members to be channeled to political candidates. GPAR can, by resolution of its Board of Directors, support political candidates including the making of donations to those candidates and their campaign.

This Political Endorsement/Donation policy is subject to change at the discretion of GPAR and is intended to satisfy all federal state and local laws.

HARASSMENT POLICY

Any member of the Association may be reprimanded, placed on probation, suspended or expelled for harassment of an Association employee or Association Officer or Director after a hearing in accordance with the established procedures of the Association or, if none, as suggested by the National Association of REALTORS®. Disciplinary action may also consist of any sanction authorized in the Association's Code of Ethics and Arbitration Manual. As used in this Section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contact, or threats to do the same, or any other conduct with the purpose or

effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the President, and President-elect and/or Vice President and one member of the Board of Directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the Association. If the complaint names the President, President-elect or Vice President, he/she may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint. Sexual or other harassment shall be as defined by the laws of the Commonwealth of Pennsylvania.

GPAR MEDIA RELATIONS POLICY

The Greater Philadelphia Association of REALTORS® (GPAR) has established the following Media Relations Policy to ensure that concise and factual information is delivered to our members, consumers, the legislature and the media. This document applies to any form of official communications regarding GPAR.

Press Releases

GPAR press releases are issued at the discretion of the Chief Executive Officer. Each department and or committee staff liaison is responsible for notifying the CEO of issues or events and should supply the information needed. GPAR staff and Line Officers will be notified prior to distribution of any press releases.

Official Spokespersons

The Chief Executive Officer of GPAR will choose the appropriate spokesperson for the media. Each spokesperson will be briefed and given key messages and talking points relevant to the subject. New Board members and staff will be media trained by PAR through their "Spokesperson Training" Seminar prior to any interviews.

Press Communications Initiated by Member Organizations

Any media communications referencing GPAR must be submitted to the Chief Executive Officer at least three days prior to distribution. This advance notification ensures that the GPAR staff will be able to fact check specific references to GPAR and respond positively to any press inquiries.

When issuing press releases, speaking to editors or doing interviews, GPAR should:

- Have three key messages on any issue
- Should communicate clearly and concisely
- Should be prepared before any conversations with the media
- Remember that when talking to the media, nothing is off the record.

Presentations at Conferences, Seminars, Other Events

To speak publicly on behalf of GPAR an individual should:

- be a GPAR member

- notify GPAR Chief Executive Officer prior to the event
- format any PowerPoint presentation, when necessary, using the branded GPAR logo and font.

Policy Feedback

Questions on the media policy should be directed to GPAR's Chief Executive Officer.

Guidelines

This Media Relations Policy is intended to provide clear guidelines however is not inclusive or exhaustive and is subject to change at the discretion of GPAR at any time or modified consistent with all legal requirements.

GPAR SOCIAL MEDIA POLICY

The Greater Philadelphia Association of Realtors® ("GPAR") has opened and plans in the future to open further publicly facing pages on social media sites for viewing as well as posting or uploading content therefrom and communicating comments thereon. These social media sites include but are not limited to various blogging, bulletin boards, networks, multi-media and news media sites, Facebook, twitter, last FM, email or other user generated content sites that may be developed and utilized in the future ("Social Media Sites"). By accessing, viewing, uploading content and/or posting any content related directly or indirectly to GPAR on any GPAR Social Media Site you are subject to this Policy. If you do not agree to the terms of this Policy, you may not post, upload content, transmit or otherwise communicate within the GPAR Social Media Site. Your employment or position as a director, officer, committee person, task force participant as well as other use of the GPAR Social Media Sites is acceptance of this Policy and has the same effect as if you had actually physically signed an agreement to honor these terms and conditions.

Utilization of the Social Media

The use of social media among our members and those involved in the real estate business including existing and potential customers can be most beneficial to our members and GPAR provides this policy not as an intent to restrict activity but rather only to assure that social media activity is appropriate. We offer the Social Media Checklist as attached hereto and suggested by the National Association of Realtors. We encourage our members to pursue social media communications that are of benefit to their business activities and consistent with the limitations provided under the GPAR Social Media Policy. (Social Media Guidelines are attached)

General Restrictions on Use

1. If you are a GPAR employee ("Employee") you must adhere to the GPAR SOCIAL MEDIA POLICY provision contained in the Employee Handbook as may be changed from time to time. If you are an officer, director, committee member or part of any special task force working on behalf of GPAR or otherwise utilize the GPAR Social Media Sites ("GPAR Representative") you must adhere to the GPAR SOCIAL POLICY as provided from time to time in the GPAR Policies and Procedures Manual. It is your responsibility to adhere to the most recent policy at all times.

2. No Employee or GPAR Representatives using the Social Media shall have any expectation of PRIVACY. GPAR reserves all rights to review personal websites, blogs and other communications that are brought to the attention of GPAR and may be a violation of this Social Media Policy or otherwise may impact GPAR as well as to monitor internet activity of any Employee. GPAR reserves the right to prohibit, restrict, block, suspend, terminate, delete, or discontinue your access to any GPAR Social Media Site, at any time, without notice. GPAR may, without any notice and for any reason in its sole discretion, remove, delete, block, filter or restrict any communication that is in violation of this GPAR Social Media Policy or the terms of national, state and local Realtor® Membership. You understand and agree that GPAR may disclose your communications and activities with GPAR in response to lawful requests by governmental authorities, including Patriot Act requests, judicial orders, warrants or subpoenas, or for the protection of GPAR rights. You agree that in the event that GPAR exercises any of its rights hereunder for any reason, GPAR will have no liability to you for any infringement with your sole and exclusive remedy is to bring a grievance to the Board of Directors following review with the GPAR Chief Executive Officer and if unresolved, with the Executive Committee.

Specific Use Restrictions

3. You are prohibited from posting any obscene, profane, adult-oriented, pornographic, harassing, discriminatory, menacing, threatening, and otherwise offensive text, art, photos, videos, graphics, cartoons and other content not becoming of the purpose and goal of GPAR or contrary to the Realtor's Code of Ethics as it pertains to your customers, other licensed agents or the public image of GPAR or any of its members.

4. You are prohibited from using GPAR trademarks, slogans, videos, podcasts, or any other company-owned content on your personal social media.

5. You must advise in any posting on GPAR Social Media that your comments, opinions or statements are those from you and not from GPAR, any member or yourself as a member speaking on behalf of GPAR or other GPAR members.

6. Employees shall not utilize work, lunch or break time to communicate on any social media, however may utilize the GPAR Social Media pursuant to these policies and consistent with their job duties, requests and requirements.

6. You are prohibited from posting any content that concerns the ongoing business of GPAR acquired as a result of being an Employee, a GPAR Representative or a participant in any activity of GPAR, including discussions at time of meetings, actions taken, financial information or generally the GPAR administration, governing and operations process except for the minutes, announcements, actions or other finalized GPAR initiatives that are part of the approved actions taken by GPAR formally released for publication by GPAR to the Membership or the Public.

7. All users of the GPAR Social Media agree that you will not: violate any local, state, federal and international laws and regulations, including but not limited to copyright and intellectual property rights laws regarding any content that you send or receive via this

Policy; transmit any material (by uploading, posting, email or otherwise) that is unlawful, disruptive, threatening, profane, abusive, harassing, embarrassing, tortuous, defamatory, obscene, libelous, or is an invasion of another's privacy, is hateful or racially, ethnically or otherwise objectionable as solely determined in CC's discretion; impersonate any person or entity or falsely state or otherwise misrepresent your affiliation with a person or entity; transmit any material (by uploading, posting, email or otherwise) that you do not have a right to make available under any law or under contractual or fiduciary relationships; transmit any material (by uploading, posting, email or otherwise) that infringes any patent, trademark, trade secret, copyright or other proprietary rights of any party; transmit (by uploading, posting, email or otherwise) any unsolicited or unauthorized advertising (including advertising of non CC services or products), promotional materials, "junk mail," "spam," "chain letters," "pyramid schemes" or any other form of solicitation; transmit any material (by uploading, posting, email or otherwise) that contains software viruses, worms, disabling code, or any other computer code, files or programs designed to interrupt, destroy or limit the functionality of any computer software or hardware or telecommunications equipment; harass another; or collect or store, or attempt to collect or store, personal data about third parties without their knowledge or consent; or to share confidential pricing information of any party.

8. By posting any content on any Social Media Site, you grant to GPAR the irrevocable right to reproduce, distribute, publish, display or communicate, create derivative works from your content, edit or modify such content and use such content for any GPAR purpose. GPAR's use of your content shall not constitute an acceptance or endorsement thereof and shall be utilized without any liability for the content of your communications.

9. You shall defend, indemnify, and hold GPAR and its respective officers, directors, employees, contractors, agents, successors and assigns harmless from and against, and shall promptly reimburse them for, any and all losses, claims, damages, settlements, costs, and liabilities of any nature whatsoever (including reasonable attorneys' fees) to which any of them may become subject arising out of, based upon, as a result of, or in any way connected with, your use of the GPAR Social Media, as well as any third party claims of infringement or any breach of this Policy.

10. YOU EXPRESSLY ACKNOWLEDGE THAT YOU ASSUME ALL RESPONSIBILITY RELATED TO THE SECURITY, PRIVACY, AND CONFIDENTIALITY RISKS INHERENT IN SENDING ANY CONTENT OVER THE INTERNET. By its very nature, a website AND THE INTERNET cannot be absolutely protected against intentional or malicious intrusion attempts. GPAR does not control the THIRD PARTY SITES AND THE Internet over which you may choose to send confidential personal or other restrict information OR OTHER CONTENT and, therefore, GPAR DOES NOT WARRANT OR SAFEGUARD AGAINST ANY such interceptions or compromises to your information. When posting any content on an internet site, you should think carefully about your own privacy in disclosing detailed or private information about yourself and your family.

11. You agree that any claim or dispute relating to your posting of any content on a Social Media Site on the internet shall be construed in accordance with the laws of the State of Pennsylvania without regard to its conflict of laws provisions and you agree to be bound and shall be subject to the exclusive jurisdiction of the local, state or federal courts located in Philadelphia County, Pennsylvania.

12. You may not provide any content to a Social Media Site that contains any product or service endorsements or any content that may be construed as political lobbying, solicitations or contributions or use the Social Media Site to link to any sites or political candidates or parties or use the Social Media Site to discuss political campaigns, issues or for taking a position on any legislation or law.

13. THIS POLICY MAY BE UPDATED AT ANY TIME WITHOUT NOTICE, AND EACH TIME A USER ACCESSES A SOCIAL NETWORKING SITE, THE NEW POLICY WILL GOVERN, USAGE, EFFECTIVE UPON POSTING. To remain in compliance, GPAR suggests that you review the Policy, as well as the other website policies, at regular intervals. By continuing to post any content after such new terms are posted, you accept and agree to any and all such modifications to this Policy.

14. THIS POLICY INCORPORATES any and all finally approved SOCIAL MEDIA POLICIES, GUIDELINES AND DIRECTIONS as now and hereafter issued by the National and Pennsylvania State Associations.

Greater Philadelphia Association of Realtors® Board of Directors Confidentiality Agreement

Members of the Board of Directors of the Greater Philadelphia Association of Realtors® (GPAR) manage and have access to confidential information that must stay within the organization. Confidential information includes, but is not limited to, information particular to our members, supporters, partners, employees, marketing processes, as well as our financial information, which may include campaign contributions, current and future business plans, our computer and software systems and processes, personnel information, and associated documents.

To protect the confidentiality of all members, employees and the organization, no information concerning other members, employees or GPAR business is to be discussed or disseminated in any way except when necessary for the purpose of Association business. Care shall be exercised to be certain that unauthorized individuals do not overhear discussion of confidential information or see confidential material. This is especially important when meetings are conducted on a virtual platform. Care should be taken so that others cannot overhear or see what is being discussed.

Directors understand and agree that during their term of service they may obtain or be privy to information and documents which are confidential and/or privileged and

proprietary in nature and which must be kept confidential both during and after their term of service.

The following applies to all Directors.

1. Directors shall not disclose to anyone the statements, positions, or votes by any Director, Committee or Task Force member on actions taken by the board, its committees or Task Forces.
2. The packets prepared for the board, Executive Team, Committees and Task Forces are confidential and should be treated as an internal document restricted to GPAR use. No portion may be shared, in written, oral or electronic form, with any unauthorized individual or organization.
3. The home addresses, telephone numbers, fax numbers, and e-mail addresses of Employees, Board, Committee, and Task Force members are not to be given out to any individual or organization without express pre-authorization by the Chief Executive Officer.
4. All information obtained about employees, members and prospective members will remain confidential and not discussed or provided to any individual.
5. All shall adhere to the principle that information created by, or on behalf of, GPAR is the property of GPAR and shall not be transferred or utilized except on behalf of GPAR and with the prior authorization of GPAR.
6. Any Director that divulges confidential or privileged information, whether during or after his/her term of service, is subject to appropriate discipline that may include termination and litigation. Directors recognize that GPAR has a proprietary interest in all such information and/or documents and would be irreparably damaged as a result of any disclosure or dissemination thereof.

Statement of Understanding and Agreement

I am aware that, during the course of my service, all matters discussed and learned within the Association are considered confidential along with all Association information made available to me, from any source. Further, I understand that this information is proprietary and critical to the success of GPAR and may not be disseminated or distributed to or used by non-authorized individuals, even after my term of service has ended. I hereby confirm that I have received a copy of this Confidentiality Agreement and agree to abide by the guidelines set forth herein.

Dated: _____
Signed: _____
Name: _____

Greater Philadelphia Association of Realtors® Antitrust Policy and Compliance

The Greater Philadelphia Association of Realtors® is a not-for-profit organization. The Association is not organized for the purpose of, and may not play any role in, the competitive decisions of its members, nor in any way restrict competition among members or potential members. Rather it serves as a forum for a free and open discussion of diverse opinions without in any way attempting to encourage or sanction any particular business practice.

The Association provides a forum for exchange of ideas in a variety of settings including its annual meeting, educational programs, committee meetings, and Board meetings. The Board of Directors recognizes the possibility that the Association and its activities could be viewed by some as an opportunity for anti-competitive conduct. Therefore, this statement supports the policy of competition served by the antitrust laws and to communicate the Association's uncompromising policy to comply strictly in all respects with those laws.

While recognizing the importance of the principle of competition served by the antitrust laws, the Association also recognizes the severity of the potential penalties that might be imposed on not only the Association but its members as well in the event that certain conduct is found to violate the antitrust laws. Should the Association or its members be involved in any violation of federal/state antitrust laws, such violation can involve both civil and criminal penalties that may include imprisonment for up to 3 years as well as fines up to \$350,000 for individuals and up to \$10,000,000 for the Association plus attorney fees. In addition, damage claims awarded to private parties in a civil suit are tripled for antitrust violations. Given the severity of such penalties, the Board intends to take all necessary and proper measures to ensure that violations of the antitrust laws do not occur.

Policy

To ensure that the Association and its members comply with antitrust laws, the following principles will be observed:

- The Association or any committee, task force, or activity of the Association shall not be used for the purpose of bringing about or attempting to bring about any understanding or agreement, written or oral, formal or informal, expressed or implied, among two or more members or other competitors with regard to prices or terms and conditions of contracts for services or products. Therefore, discussions and exchanges of information (via any method including social media) about such topics will not be permitted at Association meetings or other activities.

- There will be no discussions discouraging or withholding patronage or services from, or encouraging exclusive dealing with any supplier or purchaser or group of

suppliers or purchasers of products or services, any actual or potential competitor or group of actual potential competitors, or any private or governmental entity.

- There will be no discussions about allocating or dividing geographic or service markets or customers.
- There will be no discussions about restricting, limiting, prohibiting, or sanctioning advertising or solicitation that is not false, misleading, deceptive, or directly competitive with Association products or services.
- There will be no discussions about discouraging entry into or competition in any segment of the marketplace.
- There will be no discussions about whether the practices of any member, actual or potential competitor, or other person are unethical or anti-competitive, unless the discussions or complaints follow the prescribed due process provisions of the Association's bylaws.
- Certain activities of the Association and its members are deemed protected from antitrust laws under the First Amendment right to petition government. The antitrust exemption for these activities, referred to as the Noerr-Pennington Doctrine, protects ethical and proper actions or discussions by members designed to influence: 1) legislation at the national, state, or local level; 2) regulatory or policy-making activities (as opposed to commercial activities) of a governmental body; or 3) decisions of judicial bodies. However, the exemption does not protect actions designed to cover-up anticompetitive conduct.
- Speakers at committees, educational meetings, or other business meetings of the Association shall be informed that they must comply with the Association's antitrust policy in the preparation and the presentation of their remarks. Meetings will follow a written agenda approved in advance by the Association.
- Meetings will follow a written agenda. Minutes will be prepared after the meeting to provide a concise summary of important matters discussed and actions taken or conclusions reached.

At informal discussions at the site of any Association meeting, all participants are expected to observe the same standards of personal conduct as are required of the Association in its compliance.

Association Board members must read, date and retain a copy of this statement for their personal files.

Name

Date

