



MINUTES

Policy Board
Thursday and Friday, July 13-14, 2006
VAR Headquarters
Glen Allen, Virginia

Presiding: Kit Hale, 2006 President

1. CALL TO ORDER

The meeting was called to order at 11:30 a.m. by 2006 President Kit Hale.
REALTOR® Mary Ross Ellsworth received an excused absence from this meeting.

PART I – ADMINISTRATIVE MATTERS

2. CONSENT AGENDA ITEMS

It was MOVED, SECONDED AND VOTED to approve the Minutes of the April 27, 2006, and June 12, 2006 meetings, and to file the financial statements for the period ending May 31, 2006 showing a surplus of \$732,192 subject to audit, as part of the Consent Agenda.

3. ELECTION OF OFFICERS

It was MOVED, SECONDED AND VOTED to unanimously elect REALTOR® Patricia Jensen as VAR President-elect for 2007, and REALTOR® John Dickinson as VAR Treasurer for 2007-2008.

PART 2 - Strategic Issues

4. **Goal A: MEMBERS ADHERE TO HIGHEST LEVELS OF PROFESSIONALISM & ETHICS**

- I.b.1-4. Launch coordinated member-focused ad campaign to reinforce Code obligations –

Action taken: It was MOVED, SECONDED AND VOTED to approve a 2006 expenditure of up to \$190,000, and a 2007 expenditure of up to \$180,000 to launch a “Living the Code” campaign as presented by FitzMartin, Inc.

- V.3. Enhance Image and exposure of VAR’s member awards programs

Action taken: It was MOVED, SECONDED AND VOTED to recommend to the Delegate Body the elimination of the Life Member category of VAR membership; and

approve the creation of a Virginia REALTOR® Hall of Fame award as recommended by the Awards Work Group and amended by the Policy Board, as follows:

Virginia REALTOR® Hall of Fame

To be established 2006

The Virginia REALTOR® Hall of Fame would honor Virginia REALTORS® who have made extraordinary and distinguished contributions to the real estate profession and markets in Virginia over a period of at least 25 years. Hall of Fame induction would be considered VAR's highest career honor. Honorees will be recognized at a ceremony each year during the VAR Convention, and via a perpetual memorial at the VAR headquarters in Glen Allen.

Method of Selection

1. Nomination must be by a member or local board of the Association on a standard form provided by the Virginia Association of REALTORS®. Nominations are due to MAR no later than July 29, 2005. Lobbying for the nominee by his or her local board or any individual is improper and may disqualify the nominee, at the discretion of the selection committee.
2. The Hall of Fame Selection Committee will consist of five members appointed by the current VAR president, and the committee shall include at least two VAR past presidents among the five, and after the initial selection year, shall include at least two past Hall of Fame inductees, who may also be VAR past presidents, at the discretion of the current VAR president. The most recent past president appointed to the committee will serve as its chairman.
3. Using the criteria below as a guideline, selection into the Hall of Fame will be by majority agreement of those members of the committee present at the selection meeting.
4. In the initial selection year of the Virginia REALTOR® Hall of Fame, up to 15 charter inductees may be selected; in each award year that follows, no more than three inductees may be chosen in any year.

Criteria for Selection

1. Nominee must have had at least 25 years of continuous service as a member of the Virginia Association of REALTORS®.
2. Nominee may be a living or deceased member of the Association.
3. Nominee must have contributed significantly to the real estate profession in the State of Virginia.

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4. For any VAR past president to be considered for Hall of Fame induction, at least five years must have elapsed since he or she served as the State Association president.
5. Nominee must have been active in at least two levels of the real estate organization (local/state/national) and must be recognized as a leader in the real estate profession in his or her community.

5. **GOAL D: VAR OPERATES IN AN EFFICIENT, EFFECTIVE MANNER THAT ENHANCES THE VALUE OF REALTORS®' VAR MEMBERSHIP.**

- VI. Maintain efficient, sustainable business model with multiple funding sources and adequate operating reserves
- I. Evaluate VAR governance to enhance effectiveness.

The following are the recommendations of the Governance Work Group:

- **Pertaining to Advocacy Groups:**

1. To increase the size of the Advocacy Groups to 17 members, plus Chair, Vice Chair and AE Liaison;
2. To eliminate the position of AG 'alternate' member;
3. To specify that AE liaisons to AGs are voting members of that AG, and that local association staff specialists will be eligible to serve as AE liaisons to working groups and/or Advocacy Groups.

ACTION TAKEN: It was MOVED, SECONDED AND VOTED to approve these recommendations and to recommend approval of the following changes to the VAR Bylaws to the Delegate Body:

Article XI; Advocacy Groups and Others

Section 4. Appointment Process.

President and President-Elect respectively shall select chairs and vice-chairs of the Advocacy Groups and Strategic Planning Committee, and then in concert with the respective chairs, shall select ~~up to nine (9)~~ seventeen (17) members, plus one Association Executive or staff specialist, who shall also be a voting member, for each Advocacy Group. ~~recommended by the AE Forum Chair, plus up to four alternate members who may attend, and participate in, any meeting without a vote or may attend with a vote by replacing an absent member, for each Advocacy Group as well as members of the Strategic Planning Committee,~~ all subject to approval by the Policy Board. It is recommended but not required that chairs should already have served on the respective AG or related working group. Service on Advocacy Groups and the Strategic Planning Committee shall be concurrent with the Association's elective year. AG or Committee chairs may not serve more than four (4) consecutive years in the respective position. The President may remove and reappoint any AG or committee chair, vice-chair or member. The President, in consultation with Leadership Team, shall select chairs and members of Association forums and task forces.

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- **Pertaining to the Policy Board:**
 1. To create a "leadership contract" for members of Policy Board to be included with candidacy form. The "contract" would capture the job responsibilities outlined in the Bylaws and Policy Manual as well as the more practical responsibilities that come with the position; all of the various policy statements concerning the Policy Board (Conflict of Interest, Anti-Trust, Harassment) and the expectations of the Policy Board member (attend all meetings, act on behalf of the entire membership). The Policy Board application will reference acknowledgement and acceptance of the leadership contract as a condition of candidacy.
 2. Specify in Bylaws that AE member of Policy Board is a full voting member (as is the case with the six AE members of the NAR Board of Directors). Clarify that only local association chief staff officer is eligible to serve on Policy Board, and only then by appointment of the President.
 3. Establish that in order to be eligible for election to Policy Board, a candidate must:
 - a. Complete an on-line (or typewritten) application
 - b. Have held active VAR membership for at least the previous five (5) years
 - c. Be a current or incoming local association officer or
 - d. Have served as a local association President within the last three years) or
 - e. Have served on at least one of the following VAR groups during the past 3 years:
 - Advocacy Group
 - Policy Board
 - NAR Directors
 - Delegate Body
 - RPAC Trustees
 - Strategic Planning Committee
 - VREEF
 - Virginia Leadership Academy Trustees
 - Specialty Group Board of Directors
 - Working Group appointed by President
 - VAR Past Presidents Forum
 -
 4. Specify in Bylaws the following election process for Policy Board candidates:
 - a. Under oversight of the CEO, association staff will review each Policy Board candidate application to determine if the candidate meets the eligibility requirements.
 - b. During the association's Annual Fall Business Conference/ Convention, at least one day prior to the Delegate Body meeting at which the election shall occur, a Policy Board Candidate Forum shall be held. The forum shall be open to all members and shall be noticed in the Annual Fall Business Conference/ Convention program. The purpose of the forum shall be to conduct a brief interview of each Policy Board candidate. Delegates shall be encouraged to attend and to participate. The VAR Immediate Past President will preside. Interview questions will be prepared in advance by the Leadership Team, and

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shall be asked by the presiding officer. Follow-up questions may be asked by Delegates after all of the prepared questions have been answered by candidates. Candidates will not be informed about the specific interview questions in advance of the forum. Each candidate will be interviewed individually, and other candidates shall not be present. The interview will be for a specific time period to be determined by the Leadership Team.

- c. At the Delegate Body meeting at which the election will occur, each candidate will be invited to offer remarks in support of his or her candidacy of no more than three 3 minutes duration. A candidate may not appoint a proxy to make remarks on his or her behalf to the Delegate Body, except in the case of extenuating circumstances, as determined by the Leadership Team.

.ACTION TAKEN: It was MOVED AND SECONDED to approve these recommendations. MOTION TO AMEND was offered to add the following sentence to No. 2 above: "The Local AE should not vote in any Leadership Team election." AMENDMENT FAILED. The MAIN MOTION to approve these recommendations and to recommend approval of the following specific changes to the VAR Bylaws to the Delegate Body was APPROVED:

ARTICLE VIII; Policy Board

Section 1. Composition.

There shall be a Policy Board composed of 25 REALTOR® members of the Association, except as otherwise provided herein, each elected by the Delegate Body, as provided herein, for staggered three-year terms, and taking office on the day immediately following the NAR Board of Directors Meeting at the National Association's Annual Business Conference/Convention. Policy Board Members shall be limited to no more than two consecutive full ~~3~~three-year terms. The President, President-elect, Treasurer and Immediate Past President also shall serve on the Policy Board, and the Chief Executive Officer shall be a non-voting member of the Policy Board. There also shall be a Local Association Executive Liaison, who shall be a voting member of the Policy Board, appointed by the President. Only the chief staff officer of a local association is eligible to serve as the Local Association Executive member of the Policy Board.

Section 4. Election of Policy Board.

Candidates for the Policy Board shall meet each of the following three requirements:

- a. Complete an on-line (or typewritten) application
- b. Shall have been a REALTOR® for at least five successive years immediately preceding candidacy,
- c. Be a current or incoming local association officer; have served as a local association president within the immediately preceding three years; or, have served as a member of at least one of the following VAR groups during the past three years:
 - Advocacy Group
 - Policy Board
 - NAR Directors
 - Delegate Body

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- RPAC Trustees
- Strategic Planning Committee
- Virginia Leadership Academy Trustees
- VREEF
- Specialty Group Board of Directors
- Working Group appointed by President
- VAR Past Presidents Forum

~~been a REALTOR® for at least five (5) successive years immediately preceding candidacy, and shall complete a standard~~ The Candidate Information Form provided by the Association and shall be submitted to the Association Chief Executive Officer at least 45 60 days before the election meeting. These forms will be transcribed to a document for distribution distributed to all Delegates no less than 30 days before the election meeting. The substance of the Candidate Information Form shall be approved by the Association President CEO and shall contain, at a minimum, the following information: Number of years as a REALTOR®; examples of REALTOR® or real estate industry leadership experience; type of real estate license; formal designations, if any; position in firm; real estate specialty, formal endorsement by Member Association or others, if any; signature of willingness to serve and abide by Association policies and procedures; and statement regarding any current sanctions by Real Estate Board or professional standards hearing panel, as well as current criminal investigation or conviction, etc.

- (b) Candidates may provide additional information directly to the Delegates, but costly and time-consuming visits to Member Associations and political campaigning per se are discouraged.
- (c) In order to acquaint Delegates with candidates for Policy Board, the following format will be adhered to:
- a. Under oversight of the CEO, association staff will review each Policy Board candidate application to determine if the candidate meets the eligibility requirements.
 - b. During the association's Annual Fall Business Conference/ Convention, at least one day prior to the Delegate Body meeting at which the election shall occur, a Policy Board Candidate Forum shall be held. The forum shall be open to all members and shall be noticed in the Annual Fall Business Conference/ Convention program. The purpose of the forum shall be to conduct a brief interview of each Policy Board candidate. Because the election of Policy Board members is one of the most important roles of the Delegate Body Delegates shall be encouraged to attend and to participate. The VAR Immediate Past President will preside. Interview questions will be prepared in advance by the Leadership Team, and shall be asked by the presiding officer. Follow-up questions may be asked by Delegates after all of the prepared questions have been answered by candidates. Candidates will not be informed about the specific interview questions in advance of the forum. Each candidate will be interviewed individually, and other candidates shall not be present. The interview will be for a specific time period to be determined by the Leadership Team.
 - c. At the Delegate Body meeting at which the election will occur, each candidate will be invited to offer remarks in support of his or her candidacy of no more than three 3 minutes. A candidate may not appoint a proxy to make remarks on his or her behalf to the Delegate Body, except in the case of extenuating circumstances, as determined by the Leadership Team.

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- d. The Delegate Body shall elect Policy Board Members at the Annual Fall Business Conference/ Convention. Nominees must receive a majority vote of the Delegate Body to be elected. A sufficient number of ballots will be taken to fill all positions. On any ballot, Delegates will be required to cast their votes for different candidates for the exact number of available positions (no "bulleting" of votes allowed), or else respective Delegate's votes on that ballot will be considered invalid. If on any ballot, there are more candidates with a majority than the number of available positions, those candidates receiving the most votes will be elected. If on any ballot no candidate is elected, all candidates receiving less than 20% of votes shall be removed from subsequent ballots, or if no candidate received less than 20% of votes, or if all candidates receive less than 20%, then the one candidate with the lowest percentage of votes shall be removed from subsequent ballots. Delegates and others wishing to be a candidate for the Policy Board must absent themselves from the Delegate Body election at which the respective election is to occur, except to speak as a candidate. Except for the Immediate Past-President (as chair), no one may serve on both the Delegate Body and the Policy Board.

- **Pertaining to the Leadership Team (Officers)**

1. To create the position of Vice President as a member of the Policy Board, with responsibilities as follows:

- liaison to local associations
- liaison to Advocacy Group leadership
- liaison to institutes, societies and councils

2. To add to the criteria for offices that a REALTOR® who has served as a Policy Board member within the most recent five years will be eligible to run for VAR officer.

3. To require Leadership Team members to attend NAR Board of Directors' meetings.

ACTION TAKEN: It was MOVED, SECONDED AND VOTED to approve these recommendations and to recommend approval of the following changes to the VAR Bylaws to the Delegate Body:

ARTICLE IX; Election of Officers & National Association Directors and National Association Regional Vice President and Appointment of Foundation Trustees

Section 1. Election of Officers.

- (a) At its summer meeting, the Policy Board shall elect ~~three~~ four (4) Association officers for the ensuing elective year ~~from among Policy Board Members~~, including Vice President, President-Elect (who shall succeed to President) and Treasurer. At least 30 days before the election meeting, candidates must submit VAR's Officer Candidate Information Form to VAR's Chief Executive Officer, who will distribute to Policy Board members at least 15 days before the election meeting. President, President-Elect and Vice President may not serve successive terms/years. Treasurer position will be a two-year term and the Treasurer may serve no more than two full consecutive terms. Policy Board also may remove any officer as provided in Article XV, General Provisions. Policy Board may select a Nominating Working Group to meet in March to review and

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recommend officer candidates. A candidate for election as an Association officer must be a current member of the Policy Board or shall have served as a Policy Board member within the most recent five years.

- (a) Officers elected at the end of their regular term on the Policy Board shall remain Policy Board Members through their term of office.

ARTICLE X; Duties of Officers

(b) Duties of the Vice President

- (1) To be the officer liaison to AG leadership.
- (2) To be the officer liaison to institutes, societies and councils.
- (3) To perform such other duties as may be prescribed by the President or Policy Board.

• **Pertaining to the Delegate Body:**

1. To create a mandatory annual orientation/briefing for Delegates either at the Leadership Summit or at another meeting held by VAR in advance of the February Delegate Body meeting (participation funded by VAR); must attend one or the other in order to serve.

2. To serve as a Delegate, to be a current or incoming local association officer; or, have served as a member of at least one of the following VAR groups during the past three years:

Advocacy Group

- Policy Board
- NAR Directors
- Delegate Body
- RPAC Trustees
- Strategic Planning Committee
- VREEF
- Virginia Leadership Academy Trustees
- Specialty Group Board of Directors
- Working Group appointed by President
- Past Presidents Forum

3. To implement terms limiting Delegates to no more than four (4) consecutive years as in the position of Delegate.

ACTION TAKEN: It was MOVED AND SECONDED to approve the recommendations. MOTION TO AMEND WAS OFFERED to add "Leadership Academy officer" and "Current member of Local Association Board of Directors" to the criteria for being a Delegate listed in No. 2. AMENDMENT FAILED. ADDITIONAL MOTION TO AMEND WAS OFFERED to eliminate item No. 3 above. AMENDMENT FAILED The MAIN MOTION to approve these recommendations and to recommend approval of the following changes to the VAR Bylaws to the Delegate Body was APPROVED:

ARTICLE VII: Delegate Body

Section 1. Composition.

There shall be a Delegate Body composed of up to three REALTOR® Delegates appointed by each affiliated Member Association (Board) of REALTORS® and one Delegate appointed by Individual (At-Large) Members of the Association. Each Association shall elect the three Delegates ~~(and up to three alternates)~~ of the Association and the Individual (At Large) Members shall elect one Delegate ~~(and one alternate)~~, and shall notify the Association of such election on or before December 1 of each year. The Association's current Immediate Past President shall chair meetings of the Delegate Body, or if not available, the next preceding Past President shall chair. ~~To serve as a Delegate, the individual must have at least three (3) years' experience as a real estate licensee and REALTOR®. Delegates also shall complete a VAR Voluntary Service Form, indicating areas of expertise/interest and a willingness to serve on an Advocacy Group, Working Group, etc. Delegates also should attend at least one Policy Board meeting during or in the year immediately preceding their term.~~

Section 2. Qualifications (new section; subsequent sections will be renumbered accordingly)

(a) In order to be eligible to serve, Delegates must:

- Be current or incoming local association officers or;
- Be current members of, or have served on the following VAR groups during the past 3 years:
 - Advocacy Group
 - Policy Board
 - NAR Directors
 - Delegate Body
 - RPAC Trustees
 - Strategic Planning
 - Virginia Leadership Academy Trustees
 - VREEF
 - Specialty Groups
 - Working Groups appointed by President
 - Past Presidents Forum

(b) Delegates must attend annually an Association-sponsored Delegate Summit. Two such events shall be scheduled annually: one to be held at the Leadership Conference, and another, which shall be a make-up session, at a time and location designated by VAR, but to be held in advance of the February Delegate Body meeting. Delegates must attend one or the other in order to serve as Delegate.

The Association shall annually budget funds to reimburse Delegates for attendance at this Summit.

(c) A Delegate may serve no more than four (4) consecutive years as a Delegate.

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- **Pertaining to NAR Directors:**

1. To establish a Nominating Committee to recommend a slate of NAR Directors to the Delegate Body, as follows: A National Director Nominating Committee will be appointed by the President and will be composed of the Immediate Past President, two Association Past Presidents (2), two Delegates (2), two Policy Board members (2), and two NAR current Directors (2). The Immediate Past President will chair the committee. No candidate for NAR Director may serve on the Nominating Committee. The Committee will recommend a number of candidates no greater than the number of seats available. Any candidate not recommended by the Nominating Committee may become a petition candidate, subject to the rules governing petition candidates below.) The Committee must make their written recommendation at least 30 days in advance of the Delegate Body meeting. The Nominating Committee's report will be communicated by the chair to the Delegate Body at least 30 days prior to the meeting at which election will occur. Additional qualified candidates for NAR Director may seek the office by petition, signed by at least 25 REALTOR® Members in good standing, and presented to either the Chairman of the Delegate Body or the Chief Executive Officer of the Association at least twenty (20) days prior to the convening of the meeting at which election is to occur. In the event of a contested election, each NAR director candidate will be invited to offer remarks in support of his or her candidacy of no more than three minutes. NAR Directors, as well as Leadership Academy Trustees, should be added to the list of "other groups" under Article IX, Section 3 of the Bylaws.

ACTION TAKEN: It was MOVED, SECONDED AND VOTED to approve these recommendations and to recommend approval of the following changes to the VAR Bylaws to the Delegate Body:

ARTICLE IX; Election of Officers & National Association Directors and National Association Regional Vice President and Appointment of Foundation Trustees

Section 2. Recommendation of National Association Directors and National Association Regional Vice-President

- (b) Member Associations and others may recommend candidates for National Association Director by completing a Candidate Information Form provided by the Association and submitted to the Association Chief Executive Officer at least sixty (60) days prior to the Delegate Body meeting held at the Fall Business Conference/Convention. A Nominating Committee will be established for selection and recommendation of NAR Directors to the Delegate Body. The National Director Nominating Committee will be appointed by the President and will be composed of the Immediate Past President, two Association Past Presidents (2), two Delegates (2), two Policy Board members (2), and two NAR current Directors . The Immediate Past President will chair the committee. No candidate for NAR Director may serve on the Nominating Committee. The Committee will recommend a number of candidates **no greater than** the number of seats available. **Any candidate not recommended by the Nominating Committee may become a petition candidate, subject to the rules governing petition candidates below.)** The Committee must make their written

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recommendation at least 30 days in advance of the Delegate Body meeting. The Nominating Committee's report will be communicated by the chair to the Delegate Body at least 30 days prior to the meeting at which election will occur. Additional qualified candidates for NAR Director may seek the office by petition, signed by at least 25 REALTOR® Members in good standing, and presented to either the Chairman of the Delegate Body or the Chief Executive Officer of the Association at least twenty (20) days prior to the convening of the meeting at which election is to occur. ***In the event of a contested election, each NAR director candidate will be invited to offer remarks in support of his or her candidacy of no more than three minutes.***

- (c) ~~The Chief Executive Officer shall review and qualify such candidates and distribute qualified candidate forms to the Policy Board, current National Association Directors and to all Delegates, either directly or via Local Association Executive Officers at least fifteen (15) days before the same Delegate Body meeting.~~
- (d) The Delegate Body shall meet during the Annual Legislative Conference to elect the National Association Regional Vice President nominee, and shall meet during the Annual Fall Business Conference/Convention to elect National Association Director candidates for recommendation to the National Association. Nominees must receive a majority vote of the Delegate Body to be elected. A sufficient number of ballots will be taken to fill all positions. On any ballot, Delegates will be required to cast their votes for different candidates for the EXACT number of available positions (no "bulleting" of votes allowed), or else respective Delegate's votes on that ballot will be considered invalid. If on any ballot, there are more candidates with a majority than the number of available positions, those candidates receiving the most votes will be elected. If on any ballot no candidate is elected, all candidates receiving less than 20% of votes shall be removed from subsequent ballots, except that if such removal would cause there to be fewer remaining candidates than remaining open positions or if no candidate received less than 20% of votes, then the one candidate with the lowest percentage of votes shall be removed from subsequent ballots. Delegates and others wishing to be a candidate for National Association Director or National Association Regional Vice President must absent themselves from the Delegate Body meeting during election process except to speak as candidate, if invited. In order to maintain a balance in the expiration of the terms of National Association Directors, the Delegate Body may designate that one or more such Directors shall serve for terms of less than three years. National Directors shall be ineligible for election by the Association as Director for the year immediately following their second elected consecutive term of any length.

Article XI. Advocacy Groups and Others

Section 3. Other Groups.

There also shall be these other groups:

- REALTORS® Political Action Committee
- Strategic Planning Committee
- NAR Directors
- Leadership Academy Trustees
- Association Executives Council
- Forums (Past Presidents, ~~Association Executives~~, Member Association Presidents, various Issues Forums, and others established by the Policy

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Board)

- Specialty Sections/Special Interest Groups
- Association Task Forces, Advisory Groups and others named by the President, in consultation with the Leadership Team. The Association shall maintain a database of individuals with expertise and interest for service on these groups.

- IV.4. Strengthen VAR relationship with leading brokers and agents / Relaunch Big Broker Summit to engage largest brokers.

ACTION TAKEN: It was MOVED AND SECONDED to approve 2006 funding in the amount of up to \$5,000 for a Large Broker Summit to be held in October.

- VI. Maintain efficient, sustainable business model with multiple funding sources and adequate operating reserves

1. PROPOSED: 2007 VAR Budget

ACTIONS TAKEN: It was MOVED, SECONDED AND VOTED to:

Approve a 3 percent increase in anticipated membership for 2007 for a total of 41,055 members;

Approve Dues, New Member Fee, Building Fund Fee, and Issues Mobilization Fee with no change to the 2006 fees;

Approve the Capital Budget as amended to add microphones for the classroom for a total amount of \$34,999.45;

Approve the 2007 proposed VAR budget showing Budgeted Income of \$4,973,837; Budgeted Expense of \$4,813,661, and Budgeted Net Surplus of \$160,176.

To discontinue the Technology Hotline as soon as possible.

2. Proposed VAR Anti-Trust Policy

It was MOVED, SECONDED AND VOTED to approve a new VAR Anti-Trust Policy as follows:

“(1) **Company Policies**. Members shall not discuss with any competitor individual company policies relating to pricing or related types of sensitive information, including (a) commission levels, fees, business expenses or other business information or policies that would allow or encourage price fixing or maintenance; (b) bidding strategies either in general or for specific properties or any other information that would allow or encourage bid rigging; (c) a firm’s competitive business decisions; (d) policies regarding the duration or types of listing agreements the firm will enter into or the form of compensation the firm will accept or negotiate; (e) the compensation offered or paid to a firm’s agents or employees; (f) plans concerning any proposed or existing customers, clients or territories; (g) any other actions that might be construed as concerted attempts to

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restrain competition, including joint attempts to control or affect prices, market conditions, marketing practices, customer choice, or the like.

(2) **Realtor Association Membership.** Membership in VAR and local Realtor associations is open to any individual or entity meeting the membership qualifications set forth in the bylaws of the association, without regard to the type of business models employed by its company. No member shall urge on the leadership or membership of VAR or of any local association or on any competitor that membership in any Realtor association be limited to companies practicing particular business models, or that membership be denied to companies or members practicing business models with which the member is in competition or with which the member is unfamiliar or uncomfortable. Members shall take no action to influence the business conduct of customers or other members towards such competitors.

(3) **Availability of Information.** As a service to members and to the public, VAR accumulates data and issues statistical reports relating to general market trends and comparisons of past transactions of general interest. Data collection will not be limited to the membership but will generally deal with the market as a whole, and the results will be available to non-members for a reasonable fee. The development of guidelines and standards relating to the accumulation, dissemination and use of such information will be open to wide participation by affected parties, and participation in any data collection will be strictly voluntary. In conducting any market research, VAR will take care to avoid anticompetitive effects. General historical statistical data collected by VAR is for use and analysis by individual members and companies and should not be discussed among competitors at organized functions or otherwise.

(4) **Conduct of Meetings.** All VAR meetings will be conducted in full compliance with antitrust laws. Discussion of any topic suggestive of an intent or agreement to restrict competition or fix prices shall be improper. Among such topics and discussions are (i) discussions of individual company policies and practices; (ii) criticism of another company's practices or of any particular business model; and (iii) suggestions that a local association or multiple listing service exclude from membership or participation those who practice any particular business model or engage in any unfamiliar or innovative activity or practice. Despite the fact that VAR counsel and staff are well versed in antitrust matters, the presences of counsel or staff at a meeting should not invite discussion of matters that violate the letter or spirit of this policy or the antitrust laws. It is the responsibility of each member in the first instance to avoid raising improper subjects for discussion. However, if discussion of any inappropriate topics occurs at any meeting, all members present should openly disassociate themselves from such discussions, and if the discussions do not end immediately, the meeting should be brought to a prompt adjournment by the person in charge of the conduct of the meeting. Committee chairs and others conducting meetings will find that adherence to prepared agendas for all VAR meetings will reduce the likelihood of inappropriate discussions.

Members should also be aware that informal or social settings are inappropriate for discussion of the topics described in this policy, and that casual comments – even those made in jest – might have serious antitrust implications.

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This policy statement has been prepared to assure that VAR members, and especially VAR volunteers and participants in VAR and other Realtor association meetings, are aware of their obligations under antitrust law. Consequently, members conducting or participating in meetings of any Realtor association shall see to the strict enforcement of this policy. Volunteers and participants may be required, as a condition of participation on VAR committees, work groups, task forces, leadership groups, governing bodies or other groups affiliated with VAR, to execute a copy of this policy to affirm their acceptance of its principles and agreement to comply with its terms. Members with questions about antitrust issues should contact VAR counsel or seek other competent advice in all cases involving specific situations as they arise, or when in need of guidance.”

Part 3 - Other Business

a. Adjournment

There being no further business, the meeting was adjourned.