

ORGANIZATIONAL POLICIES

----- International Order of the Golden Rule -----

MEMBERSHIP LEVELS

All existing OGR Regular, Affiliate and International memberships shall be classified into one membership level.

There shall be no Membership Levels for Auxiliary, Emeritus, or Academic Memberships.

DEFINITION OF FUNERAL HOME FOR MEMBERSHIP ELIGIBILITY

For the purpose of membership, as defined by the Board of Directors of the International Order of the Golden Rule, a funeral home is a business that provides a full range of funeral services, ceremonies and merchandise from a facility equipped to accommodate the aforementioned functions.

PROCESSING OF MEMBERSHIP APPLICATIONS

After a membership application is received at the OGR office, it is processed as follows:

- The application package is reviewed to ensure the following:
 - Completion of the application form.
 - Inclusion of three professional references.
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If any of the preceding information is missing, it must be received from the applicant before proceeding with processing.

- A confirmation letter or email is sent to the applicant, acknowledging receipt of the application.
- The applicant's credit is checked with the Casket and Funeral Supply Association of America. In addition, all licenses are verified with the appropriate state/provincial agencies.
- The above information is photocopied and sent along with a ballot form to each of the 8 OGR Board members.
- If five (5) of the Board approves the application, the applicant shall be accepted as a member; if three (3) or more Board members vote "no," the application is denied; if three (3) or more Board members vote "Hold for Board Discussion," the application is held for discussion and voted on at the next Board meeting. After discussion and vote at the Board meeting, a majority of the Board may approve the application.
- Review the Standards of Excellence and pledge that this will be the benchmark toward which a Golden Rule Funeral Home aspires;
- Provide a current General Price List (GPL) and any other price lists offered (Caskets, Cremation Services, etc.);
- Provide a list of funeral home personnel and indicate any licenses each person possesses;
- Agree to the pay membership dues as specified in the current dues rate structure.
- Receive approval from the Board of Directors.

FAMILY CONTACT PROGRAM REQUIREMENTS

New members of OGR are encouraged to use the Family Contact program for two (2) years after their application is approved.

Member firms that undergo a substantial change in ownership are encouraged to use the Family Contact program for two (2) years after the change in ownership occurs. For purposes of this policy, a "substantial change in ownership" is defined as the purchase of the main funeral home location by a person or a non-publicly traded entity not previously associated with the funeral home. This

change in ownership will result in a change of the main contact person.

EDUCATOR & STUDENT MEMBERSHIP

To support and encourage research and advancement of the profession and to assist mortuary science students in acquiring and maintaining a working knowledge of all facets of the death care profession, OGR has established two categories of membership for the advancement of education: a Student and an Educator category. These two memberships were created to enable interested educators and students to receive official OGR publications, as well as participate in the continuing education programs and varied services of OGR.

All students of mortuary science at accredited colleges, universities or accredited trade schools are eligible for student membership. Eligibility ceases when the student graduates.

Neither Educator nor Student members shall have a vote in the operation of the association, nor can they serve as a Committee Chair or a Regional Chair. They are not prohibited from committee service.

SUPPLY PARTNER LEVELS

Supply Partner opportunities with OGR include the following two levels: Supply Partner and Endorsed Suppliers. Suppliers who qualify and are approved for each level are entitled to use a logo identifying their company as an OGR supplier.

Supply Partners

Any person or firm engaged in selling products or services to OGR members may apply to become a Supply Partner if they fulfill eligibility requirements stated in Section 3.2.3 of OGR's Bylaws. They must:

- Have been in business at least one year;
- Submit a Supply Partner application;
- Pay the annual participation fee.

Endorsed Suppliers

Supply Partners in good standing may advance to Endorsed Supplier status by complying with the following requirements:

- Have been in business for at least two years;
- Have been an OGR Supply Partner for at least one year;
- Offer a unique product or service feature to OGR members;
- Had its product or service "live" in at least five companies for at least six months;
- Confirm the company is not directly or indirectly affiliated with any OGR Regular, Affiliate or International member;
- Submit an executed mutual Non-Disclosure Agreement (NDA), the company's Executive Summary and its business brochures;
- Identify the company's name as it will be used in the endorsement program;
- Service providers: Pay to OGR 4.5 percent of net income from sales to OGR members (negotiable based on individual factors); Product providers—fees at 7-10 percent of gross sales ranging from \$50,000-\$200,000 (fees are negotiable for sales above \$200,000).

ANNUAL MEMBERSHIP DUES

OGR members shall pay annual dues according to the following schedule:

- Small: Under 100 total cases: \$1,404
- Medium: 101-200 total cases: \$1,764
- Large: 201-400 total cases: \$2,232
- X-Large: 401-600 total cases: \$2,952
- Maximum: Over 601 cases: \$3,516
- Auxiliary: \$150;
- International: \$350;
- Student: \$35 per person;
- Educator: \$50 per person.

DUES REDUCTION FOR FINANCIAL HARDSHIP

To give members who are considering terminating members who are experiencing financial hardship, OGR will offer such members a 25 percent discount on annual dues if they agree to set up quarterly dues payments on a valid credit card and attend an OGR event within 12 months. (June 24, 2010).

DUTIES OF PRESIDENT

- Appoint a Nominating Committee;
- Appoint Regional chairpersons;
- Appoint committee chairpersons and members;
- Preside over Board meetings and the Annual Conference;
- Assist Association staff in the development of agendas for meetings;
- Author the President's Message for *The Independent*;
- Serve as facilitator and presenter at programs/conferences (as necessary);
- Serve as a resource to the membership.

DUTIES OF PRESIDENT/ELECT

These duties become effective upon the absence of the President.

- Appoint a Nominating Committee;
- Appoint Regional chairpersons;
- Appoint committee chairpersons and members;
- Preside over Board meetings and the Annual Conference;
- Assist Association staff in the development of agendas for meetings;
- Author the President-Elect's Message for *The Independent*;
- Serve as facilitator and presenter at programs/conferences (as necessary);
- Serve as a resource to the membership.

DUTIES OF SECRETARY/TREASURER

- Review the monthly financial statements of the Association;
- Report on the financial status of the Association at Board Meetings;
- Serve as a resource to the membership at all OGR functions where you are in attendance;
- If a need arises, you may be asked to perform duties in addition to those outlined above.

BOARD OF DIRECTORS NOMINATION / ELECTION

Board members may, if elected each term, serve up to three consecutive terms as Directors-at-Large. After a Director has served three consecutive terms, at least two years must elapse from Board service before a Board member is eligible for be nominated for an additional Director-at-Large term.

BOARD OF DIRECTORS EXPENSE REIMBURSEMENT

Generally, the night of a Board meeting and one additional night may be reimbursed by OGR.

TRAVEL POLICY

INTERNATIONAL ORDER OF THE GOLDEN RULE (OGR) BUSINESS EXPENSE GUIDELINES AND REPORTING REQUIREMENTS POLICY FOR BOARD OF DIRECTORS

STATEMENT OF PURPOSE--This document establishes policies governing the reimbursement of travel and business related expenses incurred during the conduct of Association business. It is OGR's policy to reimburse Board members for all ordinary, necessary and reasonable travel expense when directly connected with or pertaining to the transaction of Association business. Board members are expected to exercise prudent business judgment regarding expenses covered by this policy. When submitting expense reports to claim reimbursement, Board members are expected to neither gain nor lose financially.

OGR Board members are required to pay for all out-of pocket expenses and to submit a request for reimbursement accompanied by proper documentation (receipts) within two weeks of a meeting. Listed below are the items eligible for reimbursement. All directors will receive a 40% discounted registration fee to OGR meetings that they attend while a member of the Board. (Revised August 13, 2009)

Annual Conference & Educational Conferences:

President and Spouse:

- Transportation (air or rail; taxi; rental car; parking)
- Lodging (room and tax only)
- Meals (outside of the meals provided at the meetings)
- Telephone (reasonable charges)

Board Meetings:

President and Directors:

- Transportation (air or rail; taxi; rental car; parking)
- Lodging (room and tax only) the night prior to and the night of the Board meeting
- Meals (night prior to and days of meeting only, if not provided; other meals only by prior approval of the Executive Director)

Other Association Meeting:

President or Designated Appointee:

- Transportation (air or rail; taxi; rental car; parking)
- Lodging (room and tax only)
- Meals (outside of the meals provided at the meetings)
- Telephone (reasonable charges)

EXPENSE REPORTING--All travel and business-related expenses incurred by a Board member should be reported on the expense report form. The expense report must include a complete explanation of the business purpose of all expenses, signed by the Board member and submitted to the Executive Director for reimbursement within two weeks following the Board meeting or conference. The Executive Director will then submit the report to the Accounting Department.

Receipts are required to support expenses. All expense items of \$25 or more must be supported by a receipt. If a receipt is lost or misplaced, a memo identifying the amount and the nature of the business expense can be submitted.

REIMBURSEMENT SCHEDULE--The Accounting Department normally processes checks within five business days of receiving the approved expense report.

TRAVEL ARRANGEMENTS AND TRANSPORTATION--As travel plans become known, the Board member should provide the basic parameters for the trip and ask for the lowest fare available for the destination. The mode of transportation should be consistent with the travel destinations and time involved. OGR will reimburse for air travel in coach class.

LODGING--Lodging is a reimbursable expense when a Board member is required to be away from home overnight for business reasons. The availability, convenience, service and cost of adequate lodging vary between cities, geographic locations and seasons. Therefore, the Board member is expected to use prudent business judgment in the selection of lodging. In most cases, lodging is pre-arranged for all OGR sponsored events and is direct billed to the Association. Generally, the night of a Board meeting and one additional night may be reimbursed by OGR. Additional room nights will be the responsibility of the individual Board member unless a special request by the Executive Director requires that you arrive early or stay over after the meeting.

- Room Type--If not pre-arranged in conjunction with an OGR sponsored meeting, a single room in a moderately priced business class hotel is the corporate standard. Guaranteeing a room reservation is the responsibility of the Board member when traveling independently. When attending an OGR Board meeting, Board members should provide their arrival and departure information to the Director of Meetings who will then make your room reservations. The room night prior to the Board meeting and the night of the Board meeting will be charged to the OGR Master Account. Additional room nights will be the responsibility of the Board member.
- Cancellation--If it is necessary to cancel a hotel reservation, the room reservation must be canceled by the time specified by the hotel to avoid a "no show" charge. If the cancellation is made directly with the hotel, Board members should request and retain a "cancellation number" as documentation of the transaction. "No-show" charges are not reimbursable except when uncontrollable conditions prohibit the Board member from following the above procedures.
- Reimbursement and Documentation--Lodging charges are to be reported on the expense report form, only when paid out of pocket by the Board member, and must be detailed so that other charges (e.g. meals, phone calls, etc.) are shown separately. The paid bill is required documentation for reimbursement of lodging and charges must be recorded in the appropriate section of the expense report.

RENTAL CARS--Cars should be rented by Board members only when other means of transportation are unavailable, more costly or impractical. The use of a rental car must be justified as a business need and not as a matter of personal convenience.

Refueling--Board members are encouraged to refuel rental cars prior to returning to the drop-off area. This practice can save as much as 50% of the gasoline cost. Receipts for gasoline purchased must accompany the expense report.

- Reimbursement and Documentation--Car rental expenses must be documented on expense reports and includes the original car rental receipt.
- Insurance--Board members should check with their insurance agent to determine if the additional insurance coverage offered by the car rental company is necessary.

OTHER TRANSPORTATION

- Personal Car--Board members may utilize personal cars for Association business travel. The use of personal cars for business will be reimbursed at the standard rate prescribed by the IRS (Check with the Director of Accounting for the current rate). This mileage allowance covers all auto costs (e.g. gasoline, repairs, insurance, etc.) other than parking and toll charges. *OGR will reimburse the cost of business travel by*

personal car up to the cost of a roundtrip, coach airline ticket to the same destination.

- Taxi Cabs, Buses and Limousines--Board members should choose the most reasonable ground transportation available, consistent with travel schedule and business requirements. Receipts are required for all transportation expenses.

MEALS

- Reimbursement for Actual Expense--A Board member can be reimbursed for the actual cost of daily meals associated with their attendance to a Board meeting when substantiated by receipts. The Association will reimburse for the reasonable cost of meals and Board members should exercise prudence when incurring meal expenses. It is preferred that Board members traveling together pay for their own meals. However, if it is necessary for one to pay for others, the names of those paid for must be included on the expense report.

OTHER REIMBURSABLE EXPENSES--The following incidental expenses, when related to travel or the conduct of OGR business are reimbursable:

- Parking
- Tips/Gratuities – 15% recommended at restaurants - \$1 per bag portage - \$2-\$3 per day hotel housekeeping

NON-REIMBURSABLE EXPENSES--Although not all inclusive, the following is a list of expenses that are not reimbursable through the expense report:

- Personal articles
- Barber/Hairstylist
- Traffic fines
- Hotel room movies
- Hotel fitness center charges
- Hotel spa charges
- Cell phone roaming fees
- High speed Internet

ABSENTEE VOTING FOR OGR OFFICERS

Bylaw 6.2.3 allows the use of absentee ballots in Board voting for the OGR offices of President-Elect and Secretary-Treasurer. For purposes of this Organizational Policy, absentee voting means the non-attending Board member may call the meeting room by telephone (or be called) at the time the election is taking place and cast votes.

The procedure is that the non-attending Board member will speak to a Board member of his/her choosing, with an OGR staff member (either the Executive Director or his/her designee) listening in to confirm the vote. The attending Board member will mark the non-attending member's vote on a separate piece of paper from his/her own vote.

Absentee ballots cast in the prescribed manner will be counted.

REGIONAL CHAIRPERSONS

Composition. There shall be a body of Regional Chairpersons, composed of active members in good standing from various states in the United States, the provinces of Canada and international countries, whose members shall be appointed by the President with the approval of Board of Directors. The regional areas are grouped into twelve districts and are overseen by a Regional Chairperson and co-chair in each area. The President also appoints a Board member to each region as a "sponsor."

Term of Office. Each Regional Chairperson is appointed for three years. The President can remove a Regional Chairperson during the term, with the approval of the Board of Directors. The President shall have the authority to reappoint a Regional

Chairperson for an additional three-year term. Board members can not serve as a Regional Chairperson concurrently. There shall be no limit on the number of terms that a Regional Chairperson may serve.

Roles and Responsibilities:

- Assist with recruiting and retention activities in cooperation with the Membership Department;
- Promote attendance at meetings and conferences;
- Conduct on-site investigations for funeral homes applying for membership;
- Participate in discussions and decisions regarding programming and products and services;
- Advise the Board in regard to resolving membership grievances in their area;
- Vote for the Family Contact Exemplary Service Award winners;
- And other duties as the Board may determine from time to time.

Regional Chair's Role in the Membership Application

Process:

In certain circumstances, the Regional Chair may be asked by the Board of Directors to conduct an on-site investigation of the applicant's premise, unless an OGR staff member has been at the applicant's premise six months prior to receipt of the application and the staff member is familiar enough with the premise to comment upon the quality of the management and facilities;

Compensation. Regional Chairpersons shall serve without pay or compensation, except for reimbursement of out-of-pocket expenses as the Board of Directors may authorize.

How to Conduct an On-Site Investigation:

If a Regional Chair is asked to conduct an On-Site Investigation and Investigation Report, the following are guidelines to assist Regional Chairs in conducting a successful on-site investigation.

- Please conduct the on-site investigation as soon as possible. We recommend within two weeks of notification from the home office. Timing is very important. We realize that circumstances may not allow you to travel to the applicant's site. Distance and demands of operating your own funeral home may be factors. We certainly understand. If you are unable to conduct the investigation, please recommend an alternate funeral director who might take this responsibility. The member relations staff would also be glad to find another member who may be geographically closer to the applicant and may have time in their schedule;
- Please make the visit arrangements with the applicant directly. OGR will reimburse you up to \$250 of your expenses. Please save any receipts. We will provide the Expense Report at the time of the investigation;
- Complete the 25-point Investigation Questionnaire covering your impressions of the funeral home. "Impression" is the key word because there is no exact formula for what makes a good funeral home. Please use your best judgment. Give your overall first impression, your impressions of the building interior, visitation rooms, chapel, selection room, rest rooms, vehicles and other aspects of the funeral home. OGR provides a copy of the 25-point checklist prior to visiting the applicant;
- Complete the Investigation Report providing your overall evaluation of the applicant and the applicant's funeral home. OGR provides a copy of the Investigation Report prior to visiting the applicant;
- When the investigation is completed, submit the Investigation Questionnaire and Investigation Report to the home office via fax. Instructions are provided with all forms with the fax

number. We submit all of the combined information to the Board for approval.

District Teleconference Meetings:

The President will appoint a Member from the sitting Board of Directors to serve as a Sponsor for each region. The Board Sponsor may or may not have their principal business establishment in the particular region to which they are assigned, but will, nonetheless, serve as a conduit for support, information and exchange of ideas. Throughout the year, Regional Chairs meet via teleconferences held for each region. Those attending include the Regional Chair and co-chair, Board Member Sponsor, President of OGR, Executive Director and Director of Membership. Meetings usually take place prior to each Board of Director's meeting."

Family Contact Exemplary Service Award

Each year, OGR honors members who have shown exemplary service to families based on comments from families on their Family Contact Response Forms. *The Independent* publishes the comments in each issue. Members whose comments appeared in *The Independent* throughout the year receive an automatic nomination for the Family Contact Exemplary Service Awards.

In January, Regional Chairs will receive a ballot to review all nominations and vote for three funeral homes to receive awards. The funeral homes selected receive an engraved marble plaque in recognition for their exemplary service. Members receive their awards at the Annual Conference banquet.

INVESTMENT POLICY STATEMENT

PURPOSE—The purpose of this statements is to provide a clear understanding between the International Order of the Golden Rule (OGR) and members, donors, investment managers and other interested parties concerning the investment policies and objectives of OGR's assets. This statement outlines an overall philosophy that is specific but is flexible enough to allow for changes in the economy, securities, market and OGR policy changes.

DELINEATION OF RESPONSIBILITIES--

- OGR Board of Directors--The OGR Board of Directors is charged with the authority of this policy Statement to hire and fire investment managers with the advice and upon the recommendation of the Finance Committee and the Executive Director of the OGR. The Board is responsible for all investments made by OGR, but as a practical matter, will delegate day-to-day management of the assets to the Executive Director and investment managers hired for that purpose.
- Finance Committee--The Finance Committee is charged with the direct oversight of investment managers when hired, asset allocation of the OGR funds and oversight of outside consultants hired to assist the above. As a practical matter, the Committee may assign day-to-day management to the Executive Director of the OGR.
- Consultants--The Executive Director upon approval of the Board of Directors may designate an investment broker or financial advisor to act as consultant to OGR regarding the investment of the OGR monetary assets. Their duties are, but not limited to, advice on asset allocation, screening and day-to-day monitoring of investment managers, independent reporting of investment results, custodianship of the OGR assets and any other duties the Board or the Executive Committee deems appropriate.

OBJECTIVES--

- Long-Term Objectives--The assets in excess of the Operating account shall be deemed Long-Term Assets with an investment horizon of 5 years. The asset allocation for the Long-Term shall be consistent with an allocation of a Moderate Growth Investor Model. Annual rebalancing will occur to keep the long-term portfolio true to its asset allocation. Mutual funds must meet the criteria of Morningstar Benchmarks and must be recommended 3 stars or above. Upon one quarter of lackluster peer performance and failing to continue as a leader in its specific sector, notification will come to the Executive Director and a proper recommendation will be derived. The goal is to maintain investment funds that rank amongst their peers in the upper quartile. Up to 35% of OGR's corporate equity can be placed in long-term investments defined as mutual funds and other equities. The 35% is gauged against the most recent of either the audited year-end financials or the final unaudited year-end financials. The amount in long-term investments is reviewed at each face-to-face OGR Board of Directors meeting, or more frequently as requested by the Secretary-Treasurer and/or Executive Director. The Board may elect to leave more than 35% of corporate equity in long-term investments, but only upon specific vote of the full Board.
- Operating Account, Cash and Equivalent Objective-- Approximately 17% of the current year expense budget is to be kept liquid in SIPC insured money market or Certificate of Deposit investments. The goal is to have readily accessible funds for the general operations of OGR and interest beyond that point is additional.
- Short-Term Objectives--The remaining cash after long-term and operating account requirements are met, will be managed in short-term investments. The short-term fund objective is safety of principal and shall be invested in a prudent manner to achieve this objective. The short-term investment fund shall be invested by the Secretary-Treasurer and Executive Director in consultation with the financial advisor in such a way that half the short-term funds can be accessed in a 3 to 6-month period if need be. The comparable amount will be invested with a shorter than 3-year time horizon. It is the goal to exceed money market rates if the first goal is safety of principal.

ASSET ALLOCATION--The Executive Director in conjunction with the Finance Committee will make the overall allocation of equities, fixed income and cash investments, as they deem appropriate. The investment managers will have discretion, within the guidelines and prohibitions below to make individual security and industry decisions within their own discipline. The prudent person rule will apply to individual securities, asset allocation and industry/sector weightings.

- Equity Securities--Equity securities including equity mutual funds must be traded on the United States domestic over-the-counter markets. The investment manager should invest only in publicly traded securities. The use of proper due diligence, asset allocation and screening shall take place to remain compliant with investment objectives.
- Fixed Income Securities--Fixed income securities may be U.S. Government and its Agencies, money markets, certificates of deposit, municipal debt, corporate debt and preferred securities as well as convertible issues of U.S. dollars. The minimum credit quality rating as set by Standard and Poors (S&P) is "AA". Mutual funds conforming to the policy guidelines may be used to implement the investment program. The discretion of a ladder portfolio, maturities and duration are left to the decision of the investment manager in accordance with the objectives in section III.
- Cash and Equivalents--Cash and cash equivalents may be invested directly in the money market mutual funds,

commercial paper, banker's acceptance notes, certificates of deposit and corporate notes. All investments must be in U.S. dollars.

PROHIBITIONS--The investment manager is prohibited from investing in letter stock, private placements, options, short sales, margin transactions, financial futures, commodities, or other specialized activities. No assets should be invested in speculative nature. Investments not specifically addressed by this statement are forbidden without OGR's written consent. The investment policies and restriction presented in this statement serve as a framework to achieve the investment objectives at a level of risk deemed acceptable. These policies and restrictions are designed to minimize interfering with efforts to attain overall objectives, and to minimize excluding any appropriate investment opportunities.

COMMUNICATIONS--Meetings between the Executive Director and the investment manager will be held quarterly and on a "when needed" basis. Annually, there will be a meeting between the Board of Directors, Finance Committee and Executive Director at a location set by OGR. Investment reviews will be sent quarterly to individuals designated by the Executive Director.

AMENDMENTS--Amendments to this policy statement are allowed, as needed, by the Finance Committee once approved by the Board of Directors. Any such amendment will be forwarded in writing to the investment manager.

RESERVES POLICY

OGR will strive to maintain a minimum reserve fund equal to 100 percent of annual operating expenses based on the two most recent fiscal years. To achieve this goal, OGR should designate no less than 20 percent of each fiscal year's net income towards this fund, plus allow the fund's earnings to be added back into the fund. The contribution percentage may be increased at the end of each fiscal year based on net revenues and projected organizational needs.

ANNUAL BUDGET PROCESS

To facilitate the perpetuation of the association as well as the oversight and related financial management of the Order's net assets, operations and cash flows, the Finance Committee and the Board of Directors shall endeavor to comply with the following guidelines prior to the adoption of the annual budget:

- **MINIMUM ANNUAL INCOME TARGETS**--The Order shall target annual net income of at least 4% of total revenues budgeted for the fiscal year.
- **CAPITAL EXPENDITURES**--The Order shall target annual capital expenditures which are not directly funded by a specific grant or contribution to be no greater than annual depreciation and amortization.

CONFLICT OF INTEREST POLICY

A conflict of interest arises when a person in a position of authority over the organization may benefit financially from a decision he or she could make in that capacity, including indirect benefits such as to family members or businesses with which the person is closely associated. This policy is focused upon material financial interest of, or benefit to, such persons. The purpose of a conflict of interest policy is to protect the organization's interest; this policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest.

A financial interest is not necessarily a conflict of interest in all cases. Under Article III, Section 2 of IRS Form 1023, a person

with a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Specifically, members of the Board of Directors shall:

- Avoid placing one's own self-interest or any third-party interest above that of OGR; while the receipt of incidental personal or third-party benefit may necessarily flow from certain OGR activities, such benefit must be merely incidental to the primary benefit to OGR and its purposes;
- Not abuse their Board membership by improperly using their Board membership or OGR's staff, services, equipment, materials, resources, or property for their personal or third-party gain or pleasure, and shall not represent to third parties that their authority as a Board member extends any further than that which it actually extends;
- Not engage in any outside business, professional or other activities that would directly or indirectly materially adversely affect OGR;
- Not engage in or facilitate any discriminatory or harassing behavior directed toward OGR staff, members, officers, directors, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to OGR;
- Not solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to OGR without fully disclosing such items to the Board of Directors;
- Provide goods or services to OGR as a paid vendor to OGR only after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
- Not persuade or attempt to persuade any employee of OGR to leave the employ of OGR or to become employed by any person or entity other than OGR; and
- Not persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with OGR to terminate, curtail or not enter into its relationship to or with OGR, or to in any way reduce the monetary or other benefits to OGR of such relationship.

This policy shall apply not only to all members of the OGR Board of Directors, but also shall apply to all members of OGR committees, task forces, and others in the OGR governance structure, as well as to all OGR employees. All references herein to the Board of Directors shall be construed also to refer to these additional individuals.

Procedures:

1. Duty to disclose--

In connection with any actual or possible conflict of interest, each board member must disclose the existence of a financial interest and be given the opportunity to disclose all material facts to the Board of Directors. In an effort to aid such disclosure, each board member shall complete a conflict of interest questionnaire as circumstances warrant, but no less frequently than annually.

2. Determining whether a conflict of interest exists--

The Board of Directors shall review each member questionnaire and any other disclosures regarding the financial interests of its members. After disclosure of a financial interest, the board member shall leave the board meeting while the remaining board members discuss and vote on whether a conflict of interest exists.

3. Procedures for addressing the conflict of interest--

For each financial interest disclosed to the Board of Directors, after exercising due diligence, the Board of Directors shall determine whether to (a) take no action, (b) ask the person to recuse from participation in related discussions or decisions within the organization, or (c) ask the person to resign from his or her position in the organization or, if the person refuses to resign, become subject to possible removal in accordance with the organization's removal procedures. The organization's Executive Director shall monitor proposed or ongoing transactions for conflicts of interest and disclose them to the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

ANTITRUST COMPLIANCE POLICY

The International Order of the Golden Rule (OGR), as well as its for-profit division, Golden Services Group (GSG), has a policy of strict compliance with the Federal and state antitrust laws. The antitrust laws prohibit agreements, combinations and conspiracies in restraint of trade. Associations are common targets of antitrust plaintiffs and prosecutors.

The consequences for violating the antitrust laws can be severe. A conviction can carry stiff fines for the association and its offending leaders, jail sentences for individuals who participated in the violation, and a court order dissolving the association or seriously curtailing its activities. The antitrust laws can be enforced against associations, association members, and the association's employees by both government agencies and private parties (such as competitors and consumers) through treble (triple) damage actions. As the principal federal antitrust law is a criminal conspiracy statute, an executive who attends a meeting at which competitors engage in illegal discussions may be held criminally responsible, even if he or she says nothing at the meeting.

The antitrust laws prohibit competitors from engaging in actions that could result in an unreasonable restraint of trade. Above all else, association members should be free to make business decisions based on the dictates of the market – not the dictates of the association.

Some activities by competitors are deemed so pernicious and harmful that they are considered *per se* violations – it does not matter whether or not the activities actually have a harmful effect on competition; the effect is presumed. These generally include price fixing, allocation of customers, markets or territories, bid rigging, and some forms of boycotts. In addition, there are many features that factor into price; agreements as to warranty duration, freight terms, or other factors that can directly impact price also are proscribed.

OGR members should avoid discussing certain subjects when they are together – both at formal OGR membership, Board of Directors, committee, and other meetings and in informal contacts with other industry members – and should otherwise adhere strictly to the following guidelines:

- DO NOT discuss prices, fees or rates, or features that can impact (raise, lower or stabilize) prices such as discounts, costs, salaries, terms and conditions of sale, warranties, or profit margins. Note that a price-fixing violation may be inferred from price-related discussions followed by parallel decisions on pricing by association members — even in the absence of an oral or written agreement.
- DO NOT agree with competitors as to uniform terms of sale, warranties or contract provisions.
- DO NOT exchange data concerning fees, prices, production, sales, bids, costs, salaries, customer credit, or other business

practices unless the exchange is made pursuant to a well-considered plan that has been approved by OGR's legal counsel.

- DO NOT agree with competitors to divide up customers, markets or territories.
- DO NOT agree with competitors not to deal with certain suppliers or others.
- DO NOT try to prevent a supplier from selling to your competitor(s).
- DO NOT discuss your customers with your competitors.
- DO NOT agree to any association membership restrictions, standard-setting, certification, accreditation, or self-regulation programs without the restrictions or programs having been approved by OGR's legal counsel.
- DO insist that OGR meetings that have agendas are circulated in advance and that minutes of all meetings properly reflect the actions taken at the meeting. All OGR meetings generally should have written agendas prepared and circulated in advance.
- DO leave any meeting (formal or informal) where improper subjects are being discussed. Tell everyone why you are leaving. Seek legal advice before rejoining the discussion.
- DO ensure that only OGR staff sends out all written and electronic correspondence on behalf of OGR and that OGR officers, directors, committee members, or other members never make any representation, publicly or privately, which would appear to represent an official policy or position of OGR without the express authorization of OGR executives. The U.S. Supreme Court has determined that recommendations or exhortations in antitrust areas by individuals who might appear to represent an association in some capacity can jeopardize the association; those in positions of responsibility for OGR must be especially cautious.
- DO ensure that if questions arise about the legal aspects of OGR's activities or your individual responsibilities under the antitrust laws, you seek advice and counsel from your own counsel or from the staff and counsel of OGR.

Antitrust laws are complicated. If any member is concerned that he or she may be in a "gray area," that member should consult with legal counsel.

Any questions about OGR's antitrust policy should be directed to OGR's Executive Director & CEO.

WHISTLEBLOWER POLICY

This Whistleblower Policy of OGR: 1) encourages staff and volunteers to come forward with credible information on illegal practices or serious violations of adopted OGR policies; 2) specifies that OGR will protect the person from retaliation; and 3) identifies where such information can be reported.

1. **Encouragement of reporting.** OGR encourages complaints, reports or inquiries about illegal practices or serious violations of OGR's policies, including illegal or improper conduct by OGR staff, by its volunteer leadership, or by others on its behalf. Appropriate subjects to raise under this policy include financial improprieties, accounting or audit matters, ethical violations, or other similar illegal or improper practices or policies. Matters such as alleged discrimination or harassment should also be addressed through this mechanism.
2. **Protection from retaliation.** OGR prohibits retaliation by or on behalf of OGR, staff or volunteers for making good faith complaints, reports or inquiries under this policy or for participating in a review or investigation under this policy. This protection extends to those whose allegations are made in good faith but prove to be mistaken. OGR reserves the right to discipline persons who make bad faith, knowingly

false, or vexatious complaints, reports or inquiries or who otherwise abuse this policy.

3. **Where to report.** Complaints, reports or inquiries may be made under this policy on a confidential or anonymous basis. They should describe in detail the specific facts demonstrating the bases for the complaints, reports or inquiries. They should be directed to OGR's chief employed executive or president; if both of those persons are implicated in the complaint, report or inquiry, it should be directed to OGR's president-elect. OGR will conduct a prompt, discreet, and objective review or investigation. Staff or volunteers must recognize that OGR may be unable to fully evaluate a vague or general complaint, report or inquiry that is made anonymously.

DEATH NOTIFICATION POLICY

1. **Notification of death.** Upon notification to OGR of a death sent by a member, the OGR communications department will send an all-member email or broadcast fax to the membership announcing the death. The deceased's family will receive a written acknowledgement from the President of OGR.

In addition, a notice is placed in *The Independent* and on the OGR web site. Prior to sending the notice, a Notification of Death form should be completed and sent to the OGR communications department to provide necessary information. The Notification of Death form, will ask for photo(s) to be sent to OGR's Communication department. It shall be incumbent upon the member making the notification to provide photo(s) to OGR for inclusion in any memorial honor that OGR undertakes.

2. **Memorial Program at Annual Conference.** At each Annual Conference, those persons whose death notification has been received from a member by OGR's Communication department and who have died since the previous Annual Conference will be honored at a memorial program during the opening session. Every effort will be made to include all deaths so notified; however, notifications received less than thirty (30) days prior to the Annual Conference may not be included in all aspects of the Memorial program
3. **Flowers.** OGR will send flowers or if the service has already occurred, a memorial gift in memory of those persons whose death notification has been received by OGR's Communication department from a member.
4. **Executive Committee Review.** All names submitted by a non-member of OGR to the Communication department for inclusion in any or all of the aforementioned items of recognition shall be subject to review by the Executive Committee which will have final authority regarding the appropriateness for said inclusion.

Approved by OGR's Board of Directors: April 25, 2019