

2025

Policies and Procedures



RGCA

RETAIL **GIFT CARD** ASSOCIATION

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Appendix 1: Policies and Procedures

Note to Readers – The policies and procedures are new to the RGCA in 2024. It is a single place to contain the various policies and procedures and will likely frequently change. Pay attention to the date approved. If the section is blue, it has not yet been voted on. Items in red are incomplete.

Introduction

These policies and procedures are a supplement to the RGCA bylaws intended to record the general guidelines for any processes in place. Unless indicated otherwise, it applies to all staff, volunteers, contractors, members, board members and potential guests at events. The RGCA referenced throughout the document refers to The Retail Gift Card Association. If there are any conflicts between these policies and procedures, the bylaws shall be followed. The process for enacting/adopting these policies and procedures and any added policies and procedures will be by a vote of the board of directors either verbally or in a casted electronic vote. Additionally, they should be reviewed in entirety every two years to coincide with the election/selection of a new Executive Committee. As this is a living document where policies and procedures may continue to be added, this appendix should be considered only a subset of RGCA's policies and procedures.

Administrative Requirements

Voted and approved on 07/12/2024.

Dates and Meeting Links

Meeting minutes shall be distributed 4 (four) business days prior to the Board meeting (i.e., Monday before a Friday meeting)

Zoom Links should be refreshed bi-monthly to help control non-member ongoing involvement when not warranted.

Harrington Client Election Letter

Voted and approved on 11/8/2024.

Harrington's leadership requires a client election letter to be completed yearly. It makes recommendations on which policies and accounting procedures the RGCA elects to have or not have. Exhibit C includes the 2024 election letter as an example.

Antitrust Statement

Voted and approved on 07/12/2024.

To guard against intentional and unintentional violations of the antitrust laws, the following topics shall not be discussed at any time during RGCA meetings, whether as part of a formal meeting, a large group discussion or in any private conversations:

1. Discussion concerning current or future prices, fees, rates, discounting, and other terms and conditions of sale that may lead to an agreement or consensus on prices or fees to be charged is prohibited. Discussion concerning general, historical pricing practices, as well as pricing models, methods, systems, or applications, is acceptable, so long as no specific prices are discussed, and so long as no agreement or consensus is reached – implicit or explicit – as to what constitutes a reasonable, fair or appropriate price or fee to charge, or what constitutes a reasonable, fair or appropriate profit level.

2. Discussion concerning a refusal to deal with a particular Company, or a refusal to purchase its products or services because of its pricing or bidding practices is prohibited. Further, any discussion that encourages a Company to refrain from competing in a particular market, or that limits or excludes a Company from competing in a market, is similarly prohibited.
3. Discussion concerning the allocation of customers or markets is prohibited.
4. Discussion of current or future bids is prohibited.
5. Any other discussion that could lead to an agreement – implicit or explicit – that would pose an unreasonable restraint on trade is prohibited.

Violation of the federal antitrust law can result in criminal penalties. Violators can be subject to imprisonment. For your own protection and that of the RGCA, compliance with these discussion rules is mandatory.

Board of Directors

Voted and approved on 07/12/2024.

All conduct of each member of the board must be guided by their fiduciary duty owed to the RGCA and its members.

ADA

Voted and approved on 07/12/2024.

Consistent with the Americans with Disabilities Act (ADA), it is the policy of the RGCA to provide reasonable accommodation when requested by a qualified staff, members, volunteers and board members with a disability, unless such accommodation would cause an undue hardship for the RGCA.

Board Orientation

Voted and approved on 07/12/2024.

New members of the Board, including alternates, shall attend a Board orientation. Documents will be provided to the board 2 (two) weeks prior to the orientation to allow for review. The orientation will include:

- Provide an Electronic Board Package to include:
 - History One Pager: Outlines the history of the RGCA.
 - Organizational Chart of Board, Committees, and Task Forces including:
 - Contact information.
 - Board Member/Task Force leader pictures; and
 - Board Member bios.
 - Board Roles and Responsibilities as defined in the by-laws and these policies and procedures.
 - Information and invites to upcoming meetings.
 - Approved Budget for the Calendar Year
 - Most Recent Monthly Financials: To help a new Board member understand the RGCA's actual revenue and expense vs. budget.

- A copy of the RGCA's By-Laws and these Policies and Procedures
 - Board members will be asked to sign an attestation that they have received and reviewed the Association's By-laws and Policies and Procedures.
- A Conflict of Interest Statement
 - Board members will be asked to sign an attestation that they are acting as and in the best interest of the RGCA and that all other association memberships or affiliations have been disclosed to the Board.
- Board Meeting Minutes and/or where they can be found.
- Discuss current contracts and MOUs (Memo of understanding)
- Task Force Charters

Breaking a tie in determining Board of Directors

Voted and approved on 07/12/2024.

When there is a tie during the election of Board of Director members, the current Board of Directors will vote between the Board candidates by anonymous vote. If a current board member is a candidate who is involved in a tied vote, they will continue to maintain their right to vote in the tie-off voting process. The weighting of votes used for membership voting is not applicable on the board.

Conflict of Interest Statement for RGCA Board Members

When conducting Association business, members of the Board will act in accordance with their fiduciary duty to the RGCA and its members and in the best interest of the RGCA as a whole. Board members may serve in leadership/board positions of other payments/gift card related boards during their tenure on the RGCA Board unless the committees/boards are strictly advisory in nature and the Executive Director is notified in advance of the RGCA Board member accepting the advisory position. Additionally, all previous and current affiliations and board affiliations must be disclosed on the nomination form and the Executive Director must be alerted to any changes. The Conflict-of-Interest Policy is Exhibit A of these policies.

Determining Total Number of Board of Directors Process

Voted and approved on 07/12/2024.

As indicated in the Retail Gift Card Association Bylaws, 75% of the Board must be comprised of retailer members. These are the steps to follow when we are preparing for the next election:

1. Determine the number of positions open for retail and supporting member candidates. If there are enough candidates to meet the required numbers, the balance is maintained.
2. If there are not enough candidates to meet the required minimum 75% ratio of retail member board members, determine the number of required retail board members by adding the current retail members and the retail candidates.
3. Adjust the number of supporting candidates down to maintain the minimum 75% retail member ratio.

Equal Employment Opportunity Commission (EEOC)

Voted and approved on 11/8/2024.

The RGCA is an equal opportunity organization and will not discriminate in any way against members or potential members based on race, color, religion, gender, age, national origin, disability, marital status, sexual orientation, or military status.

Elections of Executive Committee Members

Voted and approved on 07/12/2024.

Executive Committee elections occur every other year in alignment with the fiscal year which begins in July. The outgoing Executive Committee members determine a slate of candidates and bring them to the Board for approval. As per the bylaws, the candidates must have served as a director or alternate director the previous year. The full Board of Directors vote.

Should a Chair Emeritus be unable to serve, a previous Emeritus Chair would be asked to fulfill the role. It is up to the current Executive Committee which of the previous Emeritus Chair ~~Board members~~ is chosen to fill the roll with approval of the Board. If none are available or able, the Chair Emeritus position, as a non-voting member of the Executive Committee, may remain unfilled.

Recording Board Meetings

Voted and approved on 01/24/25

This policy outlines the use of meeting recordings for confirming minutes, ensuring confidentiality and integrity. Board and Executive Committee meetings may be, but are not required to be, recorded for use in preparing and confirming minutes. The recordings will only be accessible to the authorized person at Harrington who is responsible for taking minutes at the meeting. Once completed, the recording will be deleted. The recordings will not be shared. Members should utilize published minutes should a meeting be missed.

Sexual Harassment

Voted and approved on 11/8/2024.

The RGCA is committed to providing a safe environment for all its members free from discrimination on any ground and from harassment including sexual harassment.

The RGCA will operate a zero-tolerance policy for any form of sexual harassment, treat all incidents seriously and promptly investigate all allegations of sexual harassment. Any person found to have sexually harassed another will face disciplinary action, up to and including removal from the RGCA and any position they hold in the RGCA.

All complaints of sexual harassment will be taken seriously and treated with respect and in confidence. No one will be victimized for making such a complaint.

Budget and Financial

Voted and approved on 07/12/2024.

The RGCA operates to serve the greater good of the membership of the RGCA and to further gift card use and acceptance. Funds generated from membership dues, sponsorships, grants, etc. should represent the purposes of the organization as defined in the bylaws and listed below:

- Promote and protect the use of closed-loop gift cards through education, establishing and sharing best practices and other activities that benefit the closed-loop industry.
- Foster better understanding and cooperation between all sectors of the industry.
- Advocate for sound public policy that protects the rights of consumers and retailers; and
- Provide for the professional development of its member representatives.

Audit Requirements

Voted and approved on 07/12/2024.

The financial condition of the RGCA will be reviewed by an independent CPA annually to ensure continued financial viability. Findings from the audit will be reported to the Board and reflected in Board meeting minutes. The last audit was completed in June of 2024 for the 2022 fiscal year. The next audit should be completed in 2025 for the 2023 fiscal year.

Budget Request Process

Voted and approved on 07/12/2024.

Yearly, in advance of the upcoming fiscal year, the Treasurer and or Asst. Treasurer will request each committee to provide its annual budget . Committee budgets shall reflect only activity-based expenditures and will indicate, in advance, what the funds will be spent on. Should the amount requested cause a budget shortfall for the upcoming fiscal year, the Board shall discuss and vote to determine if changes should be made to other budget items or if a dues increase will be required to address the shortfall.

Client Contract Signing Authority

Voted and approved on 11/8/2024.

It is the policy of RGCA to grant authority to sign contracts and other legal documents on behalf of the RGCA to the Chair, Treasurer, Executive Director and Legal Representative, as long as the financial implications of the contract are included in the organization’s budget. The authorized signers do not have the authority to sign documents where there is a conflict of interest such as agreements with their companies, auditors, etc.

If the financial implication of signing a contract is not included in the organization’s budget, the Executive Committee’s approval is required before authority to sign the contract is granted.

Contract Review Process

Voted and approved on 07/12/2024.

All contracts shall be reviewed by the Committee Chair, the Treasurer and one of the Chairs of the Governance and Legal committee. A contract will not be signed unless the form in Exhibit B is completed

A Contract should be reviewed for:

- Accuracy: The contract should accurately reflect the agreed-upon terms between the parties. This includes ensuring that the contract describes the goods, services, facilities, or equipment in a complete and correct way.
- Clarity: The language in the contract should be clear and unambiguous to avoid confusion or misunderstanding.
- Compliance: The contract should comply with all applicable laws and regulations.
- Fairness: The contract should include fair terms and protect the interests of all parties.
- Dates: The contract should clearly state all important dates, such as timelines, deadlines, and expiration dates and avoid automatic renewals when possible.
- Risk: The contract should help to mitigate any potential risks to the RGCA and its members.
- Alignment: The contract should align with the RGCA's purpose and strategy.
- Dispute resolution: The contract should include a mechanism for resolving any disputes.

Deadline for Membership Dues

Voted and approved on 07/12/2024.

Dues should be paid for in full by the deadline on the invoice unless other advance arrangements have been made with the Treasurer and the Executive Director. The Executive Director is responsible for recording the arrangements and ensuring with the Harrington accounting team that the arrangements are followed. Should dues not be paid within 2 months of the published deadline, the individual/Company shall be deemed inactive and will be removed from the member section of the website and removed from members-only invites and emails. See Membership Appeals Process below.

Forum Financial Reserves Policy

Voted and approved on 07/12/2024.

- Forum is an annual in-person event hosted by the RGCA to foster education.
- Forum is an optional event where attendees pay a registration fee to attend; fees vary by year based on the location, related cost structure, and type of attendee (member & non-member).
- The forum operating budget & registration fees are developed by the Finance Task Force with input from the Forum Task Force. Both the operating budget and registration fee schedule are presented to and approved by the Executive Committee.
- To defray the overall cost of Forum, the Forum Task Force develops varying levels of sponsorships, with corresponding levels of brand exposure and number of Forum registrations. The sponsorship details are outlined in the forum sponsorship packages that are made available to RGCA members.
- The financial goal for Forum is to be self-sufficient, meaning that revenues from sponsorships, attendance fees, any available credits or other incoming funds can cover the total costs of the event. To the extent that revenues do not cover the expenses, any shortfall will have to be covered from the RGCA Operating Budget.
- A Forum surplus could occur when Forum specific revenues exceed expenditures. In the event of a Forum surplus, such amount will be reported to the Board of Directors. The Board of Directors shall determine the best utilization of the surplus, with a bias towards applying the surplus against expenditures for subsequent Forum expenses. In the event that application of the

surplus to a subsequent Forum is not feasible or practical, the Board of Directors shall determine the next best use of the surplus that returns the benefit of the surplus to the membership.

Forum Registration Conversion to Membership

Voted and approved on 07/12/2024.

Non-Member companies who attend Forum may convert to become a member within 2 weeks of Forum with an approved application. If this timeframe is met, the entire registration fee paid by the new member for one individual at the Forum will be credited toward the initial Membership fee.

Insurance Requirements

Voted and approved on 07/12/2024.

RGCA shall procure insurance coverage for all RGCA events that include participation in person. In addition, all event contracts should clearly state that the event forum is solely responsible for managing compliance with all applicable laws related to the offering of alcoholic beverages at the event and all related contracts should include an appropriate related indemnification of RGCA.

Forum Registration Fee Deferment

Voted and approved on 1/24/2025

This policy provides Forum attendees who were unable to attend RGCA Forum due to unforeseen circumstances an opportunity to defer solely their registration fees to the next year's Forum. The Forum attendee must have been registered and paid for the current year's Forum conference but was unable to attend due to unforeseen circumstances (e.g., illness, travel restrictions, emergency situations, etc.).

Deferral requests must be submitted in writing to RGCA no later than 14 days after the original conference dates. Requests should include the registrant's full name and company name. Deferred registration fees may only be applied to the next annual Forum, not to conferences beyond that or other RGCA events. Registration fees will be honored at the original amount. If the next year's Forum has an increase in registration fees, the attendee must pay the difference in order to attend. Deferred registration fees belong to the company, not the individual. RGCA reserves the right to review and make exceptions to the deferral policy on a case-by-case basis, including in extraordinary circumstances not covered by the standard policy.

Investment Process and Policy

Voted and approved on 07/12/2024.

Purpose:

This policy establishes investment objectives, policies, guidelines and eligible securities related to all assets held by the RGCA for investment purposes (the "RGCA Funds").

In doing so the policy:

- Clarifies the delegation of duties and responsibilities concerning the management of RGCA Funds.
- Identifies the criteria against which the investment performance of the RGCA's investments will be measured.
- Communicates the objectives to the Board, Executive Director and any others that may have involvement.

- Confirms policies and procedures relative to the expenditure of RGCA Funds.
- Serves as a review document to guide the ongoing oversight of the management of the RGCA's investments.

Responsibilities

The Board of Directors has a direct oversight role regarding all decisions that impact RGCA's Funds.

Specific responsibilities of the various bodies and individuals responsible for the management of RGCA Funds are set forth below:

- The Board shall ensure that its fiduciary responsibilities concerning the proper management of RGCA Funds are fulfilled through appropriate investment structure, internal and external management, and portfolio performance consistent with all policies and procedures.
- Approve investment policies and objectives that reflect the long-term investment-risk orientation of RGCA Funds.

The Treasurer is not held accountable for less than desirable investment outcomes related to RGCA Funds, but instead, is responsible for adherence to procedural prudence, or the process by which decisions are made in respect to all RGCA Funds. In consideration of the foregoing, the Treasurer is responsible for the development, recommendation, implementation and maintenance of all policies relative to RGCA's Funds and shall:

- Develop and/or propose policy recommendations to the Board regarding the management of all RGCA Funds.
- Recommend long-term and short-term investment policies and objectives for RGCA Funds, including the study and selection of asset classes, determining asset allocation ranges, and setting performance objectives.
- Determine that RGCA Funds are prudently and effectively managed with the assistance of the Board and any necessary investment consultants and/or other outside professionals, if any.
- Monitor and evaluate the performance of all those responsible for the management of RGCA Funds.
- Recommend the retention and/or dismissal of investment consultants and/or other outside professionals.
- Receive and review any reports and statement regarding investments.
- Regularly evaluate whether RGCA policies, investment activities, risk management controls and processes continue to be consistent with meeting the goals and objectives set for the management of RGCA Funds.

Investment Considerations

Voted and approved on 07/12/2024.

The Treasurer must consider the purposes of the RGCA in managing and investing RGCA Funds. Investment management of RGCA Funds must be done in good faith and with the care that an ordinarily prudent person in a like position would exercise under similar circumstances. In making any decision relative to the expenditure of RGCA Funds, each of the following factors must be considered, and properly documented, in the minutes or other records of the Board of Directors and/or any Committee to which the Board's oversight has been assigned in accordance with RGCA's bylaws:

- General economic conditions.
- Possible effect of inflation or deflation.
- Expected tax consequences, if any, of investment decisions or strategies.
- The role that each investment or course of action plays within the overall investment portfolio of the RGCA funds.
- Expected total return from the income and appreciation of investments.
- Other resources of the RGCA;
- The needs of the RGCA and the RGCA Funds to make distributions and preserve capital; and,
- An asset's special relationship or exceptional value, if any, to the RGCA's purposes.

Invoice Reviews

Voted and approved on 07/12/2024.

All invoices must be reviewed and approved by the Treasurer or Asst. Treasurer before payment. No payments shall be approved without documentation supporting the expenditure.

Membership Dues Increases

Voted and approved on 07/12/2024.

While preparing the next year's annual budget, should the Treasurer find cause to raise annual membership dues, the Treasurer should present a proposal for the dues increase, with supporting information, to the Executive Committee who will be responsible for conducting its own independent review of the proposed increase.

If the Executive Committee is aligned with the proposal for the dues increase, the Treasurer will then present it to the Board, with all supporting documentation, for approval in connection with the Board's review of the annual budget. If the proposal for the dues increase is approved by the Board in connection with the next year's annual budget, the Treasurer may present to the membership that an increase in membership dues is required.

The decision should immediately be distributed to the membership in the next Coffee Talk or Membership meeting, specifying that the increase will be applicable beginning in the next fiscal year.

New Member Prorated Membership Dues

Voted and approved on 11/8/2024.

When a new member (individual/organization) joins partway through a membership period, the membership fee can be adjusted to reflect the portion of the year the member is paying for. Prorating will be based on full months. For example, if a membership renews on July 1st and a member joins on February 1st, the membership fee may be adjusted to reflect the six months the member is paying for.

Operational Financial Reserves Policy

Voted and approved on 07/12/2024.

- RGCA shall maintain reserve funds in cash, cash equivalents, and other short-term assets and investments to meet its financial obligations, both in day-to-day operation costs and in the event of emergency situations (the "Reserve Funds").

- The Reserve Funds shall be maintained at a level sufficient to cover no less than six months’ and no more than two years’ operating expenses, based on an average of the last three years’ budgets.
- The Executive Director and the Treasurer shall monitor the overall financial health of the RGCA. The status of the Reserve Funds will be reviewed by each at least twice each fiscal year. The Treasurer shall prepare a summary financial report to be provided to the Board of Directors following the completion of each review.
- Should the undesignated Reserve Funds balance fall below six months’ operating expenses, the Board and office will adopt an operational budget that includes a projected surplus sufficient to rebuild the undesignated Reserve Funds to its required balance level over the following two years.
- Should the undesignated Reserve Funds balance surpass two years’ operating expenses, the Board shall direct the use of excess funds for the benefit of the association and membership in its discretion.
- The Board may establish additional designated reserve funds separate from the undesignated Reserve Funds that are specifically intended to function as an operating reserve.

Records Retention and Destruction Requirements

Voted and approved on 07/12/2024.

Adapted from the American Institute of Certified Public Accountants

The Document Retention and Destruction Policy identifies the record retention responsibilities of staff, volunteers, members of the Board of Directors, and outsiders for maintaining and documenting the storage and destruction of the RGCA’s documents and records.

The RGCA’s staff, volunteers, members of the Board of Directors, committee members and outsiders (independent contractors via agreements with them) are required to honor the following rules:

- All documents will be kept in electronic format.
- Paper documents shall be converted to electronic format and the originals shredded.
- Documents will be transferred and maintained by the Executive Director;

Type of Document	Minimum Requirement
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes, and leases (expired)	7 years
Contracts (still in effect)	Contract period

Type of Document	Minimum Requirement
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense analyses/expense distribution schedules	7 years
Year-end financial statements	Permanently
Insurance records, current accident reports, claims, policies, and so on (active and expired)	Permanently
Internal audit reports	3 years
Inventory records for products, materials, and supplies	3 years
Invoices (to customers, from vendors)	7 years
Minute books, bylaws, and charter	Permanently
Patents and related papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

Reimbursement Policy for Spring Board Meeting

Voted and approved on 07/12/2024.

RGCA board members can be reimbursed reasonable and necessary travel expenses up to a maximum of \$500 for attendance at the Spring Board In-Person Meeting. This applies if the board members’ employer does not cover the cost of travel. Proof of the employer’s travel policies and/or the restriction is required before RGCA will reimburse Board travel expenses.

- Reasonable and necessary travel expenses shall be limited to economy/coach class, with a minimum two-week advance purchase airfare. Ground transportation shall be limited to the most cost-effective means of travel, including airport shuttles, and coordination with other board members for shared ride services. Meal expenses during travel should be kept to a minimum,

and should not exceed \$75 per day, including customary tip. Alcoholic beverages are not a reimbursable expense. Written, detailed documentation and receipts must be provided for all expenses for review and approval of reimbursement.

- The cost of lodging for all board members at the in-person Spring Board meeting is covered by the RGCA and included in the annual budget and is not considered a reimbursable expense.

Reimbursement Policy for Other Expenses

Voted and approved on 07/12/2024.

Board members should not incur expenses to be reimbursed by RGCA unless approved in advance by the Board.

Where a board, contractor or association member is specifically asked by RGCA to represent it in industry meetings, the expectation is that the Board will approve reimbursement of reasonable and necessary expenses (as defined below) related to the meeting .

Reasonable and necessary travel expenses (as defined below) for Executive Committee approved travel related to RGCA business will be reimbursed.

Reasonable and necessary travel expenses shall be limited to economy/coach class, with a minimum two-week advance purchase airfare whenever feasible. Ground transportation shall be limited to the most cost-effective means of travel, including airport shuttles if available. Nightly room rates should not exceed \$150 nightly base rate unless exceptional circumstances apply (i.e., peak periods, high-cost areas, conferences, conventions). Meal expenses during travel should not exceed \$75 per day, including customary tip. Alcoholic beverages are not a reimbursable expense. Written, detailed documentation and receipts must be provided for all expenses for review and approval of reimbursement.

Sponsorship Payment Deadlines

Voted and approved on 07/12/2024.

Forum Sponsorship amounts should be paid for in full not less than 15 days prior to the scheduled start of Forum unless other arrangements have been made with the Treasurer. Should Forum Sponsorship amounts not be paid within 15 days of the conclusion of Forum, interest in the amount of 1 1/2 percent per month will be charged.

Code of Conduct for Events

Voted and approved on 07/12/2024.

The RGCA has an obligation to promote best practice standards for closed loop gift card retailers and is committed to promoting and protecting the use of said gift cards. The RGCA is dedicated to helping the industry grow to benefit both members and consumers. The RGCA is also dedicated to providing harassment- and discrimination-free event experiences for everyone. We will not tolerate harassment of participants in any form, including but not limited to discriminatory words and actions, sexual harassment, and abusive behavior. This Code of Conduct (separate from, but consistent with, the RGCA Code of Principles) outlines the baseline expectation of behavior for all members and non-member

participants, including attendees, speakers, sponsors and volunteers, at RGCA sponsored events, and identifies what members should do if they feel that another member or attendee is violating this Code of Conduct.

1. Attendees shall refrain from knowingly injuring or maligning the good name or business reputation of another individual or Company.
2. Attendees shall uphold and obey all local, state, and federal laws and abide by the policies of any premises in which the RGCA holds meetings or events.
3. Within the bounds permitted by law, attendees shall share with other members information of a nonconfidential nature that would tend to strengthen the industry and be in the interests of the RGCA.
4. Attendees shall treat each other with respect. The RGCA will not tolerate harassment or discrimination by one individual to another or in any other format. Unacceptable behaviors include, but are not limited to:
 - a. Intimidating, harassing, abusive, discriminatory, derogatory or demeaning speech or actions in verbal, physical, online or any other form.
 - b. Offensive, degrading, humiliating, harmful or prejudicial actions, verbal or written comments or visual images related to sex, pregnancy, gender, gender expression or identity, sexual orientation, race, color, national or ethnic origin, religion, creed, disability, genetic information, age, appearance, marital or parental status, veteran status, citizenship, political affiliation or other personal characteristics protected by law;
 - c. Unwelcome sexual advances or other verbal/physical conduct of a sexual nature.
 - d. Real or implied threat of physical, professional or financial damage or harm.
5. Attendees will not solicit or engage in direct marketing efforts during their attendance at the RGCA Annual Forum or any other RGCA sponsored event.
6. Attendees will be respectful of all presenters at the RGCA Annual Forum or other RGCA sponsored events. Members will quiet their cell phones, put all electronic devices away, and maintain an attentive presence at all presentations.
7. Attendees shall strive to provide accurate and dependable information and insight into and about the closed loop retail gift card business.

Each member, and representative thereof, of the RGCA and non-member attendee is responsible for knowing and adhering to the values and standards set forth in this Code of Conduct. This Code of Conduct shall be posted on the RGCA website.

Attendees who believe that another member, or representative of a member Company, or non-member attendee has violated the Code of Conduct should promptly submit a written complaint to the Chair of the RGCA Board of Directors or the Executive Director of the RGCA. If the attendee believes either have a conflict of interest regarding the complaint, it may alternatively be submitted to any member of the Executive Committee. Contact information for the Board Chair, other Executive Committee members and the Executive Director can be found at thergca.org. The Board will review the complaint in a timely manner in accordance with Board policies or practices and taking into consideration any conflicts of interest. Following the review, a verified complaint may result in restrictions on future attendance at the RGCA Annual Forum or other RGCA events; the loss of RGCA membership (consistent with Section 5 of the RGCA Bylaws); referral to state and local authorities, and other appropriate consequences at the

discretion of the Board. Any multiple or consistent violations by representatives of a member business or Company, may result in revocation of that business or Company membership in the RGCA.

The RGCA Board of Directors is authorized not only to promulgate this Code of Conduct, but to also establish and implement procedures for the purpose of determining when violations or failures occur. The Code of Conduct represents a commitment by the RGCA and its members to follow the ethical standards and best practices evidenced by this Code of Conduct at all times.

Code of Principles for Membership

Voted and approved on 02/18/2026.

A key pillar of the RGCA is to use our unified voice and standing to protect the closed-loop gift card industry for the benefit of retailers and consumers. Our members protect the industry by abiding by the following *RGCA Codes of Principles*, which promote best practices and enable our leaders to advocate for policies affecting retailers and consumers.

Applicants for RGCA Membership and Members of the RGCA recognize that the RGCA acts as a catalyst for the education, communication, and political/legal positioning of its Members within the gift card industry. Members of the RGCA acknowledge that the RGCA is a neutral entity without favoritism towards any individual, brand, or company within its membership. By joining the RGCA, Members agree to act in good faith to abide by the following standards:

1. RGCA members will be committed to the overall health, including growth and preservation, of the closed loop, stored value industry.
2. RGCA members will support, wherever possible and reasonably practical, consumer-centered policies and procedures that will continue to foster consumer confidence and satisfaction with closed loop stored value products.
3. RGCA members will act in good faith to uphold the integrity of gift card brands and supporting entities with whom or on whose behalf they conduct business, including abiding by stated policies and usage requirements determined by such gift card brands and supporting entities.
4. RGCA members will act in good faith to uphold a standard of not charging dormancy or other administrative fees on consumer-funded closed-loop gift cards, , and to eliminate expiration dates or conditions on such consumer-funded gift cards, except in geographies where applicable by law.
5. RGCA members will act in good faith to uphold a standard of continuous improvement in the areas of increased security against fraud and, where permitted

by applicable bankruptcy courts and laws, greater protection for cardholders in the event of a member's business reorganization or bankruptcy.

6. RGCA members will act in good faith to uphold a standard of engaging constructively and in good faith with relevant stakeholders to address issues affecting the stored value industry and to promote positive experiences with member products and services.
7. RGCA members will not discriminate in any way due to race, color, religion, age, national or ethnic origin, gender identity or gender expression, sexual orientation, marital or parental status, disability, or veteran status.
8. RGCA members will not discredit or disparage products, programs, or services of competitors by providing inaccurate or confidential information or by making derogatory remarks about fellow members or their products and services.

Violations of these principles may result in the removal of individuals from RGCA benefits and/or the removal of the brand from the RGCA membership.

Attendees who believe that another member, or representative of a member Company, or non-member attendee has violated the Code of Conduct should promptly submit a written complaint to the Chair of the RGCA Board of Directors or the Executive Director of the RGCA. If the attendee believes either have a conflict of interest regarding the complaint, it may alternatively be submitted to any member of the Executive Committee. Contact information for the Board Chair, other Executive Committee members and the Executive Director can be found at thergca.org. The Board will review the complaint in a timely manner in accordance with Board policies or practices and taking into consideration any conflicts of interest. Following the review, a verified complaint may result in restrictions on future attendance at the RGCA Annual Forum or other RGCA events; the loss of RGCA membership (consistent with Section 5 of the RGCA Bylaws);, referral to state and local authorities, and other appropriate consequences at the discretion of the Board. Any multiple or consistent violations by representatives of a member business or Company, may result in revocation of that business or Company membership in the RGCA.

Coffee Break Guidelines

Voted and approved on 07/12/2024.

Updated April 2023

RGCA Coffee Breaks are informal gatherings of RGCA members and approved guests to discuss current and relevant gift card industry topics.

General guidelines for participation:

- Any employee of a member Company is welcome to attend.
- If there is a non-member that you think would benefit from participating and is *interested in RGCA membership*, please contact the Executive Director to seek approval for their attendance.

- When joining the call, please change Zoom name label to include your full name and your Company's name so that you can easily be identified on the call.
- Coffee breaks are designed to be a "no sales zone." It **is not** appropriate to use this forum to promote your products and services, either verbally or via chat messages. The RGCA moderator reserves the right to terminate the call for any participant violating this provision.
- We recommend turning on your video to create a more interactive and personal experience.
- We encourage all members to participate in the conversation, whether verbally or via the chat window.
- Our Coffee Break Task Force schedules topics and reaches out to potential participants. We also encourage members who have ideas for topics to share them with us and volunteer to facilitate conversations.
- We occasionally bring in guest speakers who can share information relevant to the gift card industry. If you have an idea for a guest speaker, please share with us!
- Coffee Breaks are meant to be interactive. Presenters should focus more on leading a discussion and ppt slide presentations should be used only when it is necessary or when you are presenting important data and insights.

Committee/Task Force Structure and Responsibility Alignment

Voted and approved on 07/12/2024.

Board

- The Board should review the Committees and Task Forces each year at the Spring Board meeting to ensure the actions and objectives fit in the overall strategic objective of the RGCA, following, as applicable any requirements of the RGCA Bylaws.

Committees

The following Committee guidelines should be in place when possible and applicable, and as consistent with any requirements of the RGCA Bylaws.

- Committees are established for ongoing needs of the RGCA.
- Committee should have 2 board members to lead (they can be voting or non-voting) to provide for continuity. Consideration should be made if one should be a supporting member and one should be a retail member.
- Committee chairs serve for 2 years and should offset each other so that there is one chair with committee experience and one new chair.
- Should a committee have sub task forces, they should serve as a resource and conduit to the Board.
- Committees provide, at minimum, a quarterly update to the Board of Directors that summarizes the status of the projects and task forces under their respective umbrellas.

Harrington Responsibilities (as per the Statement of work in the contract)

Informational only, no vote required.

General Office and Administration

- Provide the appropriate level of staffing to meet RGCA's needs and be responsible for hiring, firing and assigning staff members to the tasks required

- Obtain maximum utilization of staff by clearly defining their duties, establishing performance standards, conducting performance reviews and maintaining competitive salaries
- Provide a physical mailing address
- Provide telephone service, answered "Retail Gift Card Association", "RGCA", or as required by the Board of Directors from 8:00 a.m. to 5:00 p.m. Central Time, Monday through Friday, except for designated holidays
- Provide receptionist during business hours
- Provide voicemail for calls received outside of business hours
- Provide facsimile line and service
- Receive, sort and distribute mail and other deliveries
- Process outgoing mail and shipments
- Complete timesheets, administrative reports and documentation as required
- Provide employee dishonesty insurance for the protection of RGCA in the amount of \$500,000 and E&O insurance in the amount of \$ 1 million
- Provide insurance for RGCA's materials stored in The Harrington Company office and provide evidence of insurance if requested
- Serve as a contact for legal and contractual matters if directed by the board
- Maintain inventory of office supplies and materials
- Perform additional functions necessary to maintain RGCA's office standards
- Provide conference/meeting room space for the Board of Directors, committee and small educational meetings, based on availability
- Research, develop and maintain effective technology solutions
- Monitor computer network and security
- Maintain the operating systems on our servers and workstations and troubleshoot any technology problems
- Provide real-time virus scanning for every computer
- Ensure data is backed-up nightly
- Provide a high-speed internet connection that is secured with multiple systems of access control
- Provide email support
- Provide one general email address for RGCA, plus individual RGCA addresses for each person on team if directed

Board and Committee Coordination

- Provide ongoing support, advice and counsel to the RGCA board and volunteer leaders
- Assist and support the board in the development, evolution, and implementation of RGCA's vision, mission, strategic plan, and the tactical plans to achieve the organization's goals
- Work with volunteer leaders to recruit board members and build a cohesive and productive board
- Work with the leadership to develop and maintain bylaws, policies and procedures, and build an effective governance structure
- Overall management and support of board and committee activities
- Execute plans, policies, and programs approved by the board. Provide oversight for all association activities
- Plan and organize logistics for board and committee meetings
- Prepare draft agendas, reports and handouts as needed for board and committee meetings

- Prepare, print and distribute board and committee meeting minutes and action items from board and committee meetings
- Prepare bylaw amendment ballots, annual reports, nominations and other RGCA business documents as required
- Maintain effective relationships with other organizations, both public and private and ensure that the position of the organization and its members is enhanced in accordance with policies and objectives

Financial Management and Insurance

- Provide assistance with the development of an annual budget
- Maintain and monitor checking, savings and investment accounts
- Maintain detailed records of accounts receivable and accounts payable
- Review and approve invoices and process checks for signatures in accordance with current policy
- Manage credit card processing
- Deposit all sums received in a financial institution as authorized by the RGCA Board of Directors
- Track and manage deferred revenues and prepaid expenses
- Prepare and deliver monthly financial statements to the RGCA Board of Directors
- Monitor and report on investments
- Coordinate with an independent CPA firm designated by the RGCA Board for of the preparation of tax return and, if directed, an annual audit, review or compilation
- Provide assistance for annual corporate reports and other government forms and filings required by applicable laws for a non-profit organization
- Manage selection and purchase of appropriate forms of insurance for the association (including Director and Officer and General Liability)
- Provide special reports and financial analysis as directed by the Board of Directors including time sheet reports and financial statements to accompany invoices. These special reports will be delivered to Client at a minimum monthly, or upon Client's reasonable request.
- Issue invoices and statements as required
- Prepare reports of delinquencies, issue statements for amounts past due and make collection calls as necessary
- Review and organize financial files for long-term storage
- Monitor and maintain files required for public inspections
- Adhere to all RGCA financial policies and procedures
- Assist in the development of programs to increase non-dues revenue

Marketing and Communications Support

- Coordinate the writing and submission of copy for publications
- Write some materials as directed
- Proof and edit copy submitted
- Design, layout and prepare materials for printing or posting as directed (Creative services pricing applies)

- Coordinate with vendors to get best pricing on printing jobs, including envelopes, letterhead, brochures, banners, etc.
- Provide or make arrangements for mail services for delivery of newsletters, magazines and other mailed publications

Conference Planning and Execution

- With the guidance of the RGCA Planning Committee, develop, plan, organize, staff and coordinate the RGCA Conference
- Work with Planning Committee to coordinate conference program details
- Create comprehensive timelines and monitor deadlines
- Investigate and negotiate contracts with hotels and convention centers for locations as directed
- Assist in the coordination of program schedules and invitations for moderators and speakers
- Coordinate with speakers and moderators regarding agreement forms, disclosures, abstracts, learning objectives and presentations
- Assist in hotel or meeting site arrangements including: meeting space designation and set up, exhibit hall design, menu selection, sleeping rooms, audio visual needs, shipping, etc.
- Provide staff at the conference for registration and information desks
- Coordinate production, printing and mailing and/or emailing of conference promotions
- Develop and post online content, mail and email promotions and news releases to increase attendance, sponsorship and exhibit sales
- Coordinate the design, printing, delivery and storage of signs and banners
- Develop budgets for all aspects of convention income and expenses
- Apply for master account, provide credit reference details
- Review and process all conference-related invoices for payment
- Reconcile actual income and expenses to budgeted projections and provide attendance information
- Receive and process advanced and on-site registration for attendees
- Produce listings, meeting book materials, name tags, ribbons and other on-site materials for attendees
- Collect attendee feedback
- Develop an annual " Sponsor Packet" detailing promotional opportunities
- Work with the committee to solicit sponsors
- Conduct pre-show promotions directed to prospective sponsors
- Recommend and organize social activities and off-site events

Membership Support Services

- Work with volunteer leaders to develop and implement a membership recruitment and retention plan
- Promote membership growth and assist in membership recruitment and retention
- Maintain a single comprehensive database for all members and prospects
- Review and process new member applications including entering information into database and website
- Send new member packets as directed
- Provide personal response to each request for additional information about membership
- Assist in mailing list purchase and targeted marketing as directed

- Manage database which includes purging old records, updating contact and demographic information, finding duplicates, etc.
- Track and report new membership and renewal statistics
- Produce and issue customized membership renewal invoices for individual and organizational members
- Use the most efficient and effective methods to contact past due members to encourage membership retention

Website and Internet Coordination

- Coordinate web hosting
- Monitor analytics and improve web presence
- Update website content regularly
- Develop and implement website design in conjunction with appropriate association volunteers and developer
- Upload web content authored or provided by association volunteers
- Create and post web content for group activities
- Oversee e-commerce and online registration
- Work with developer to create and maintain private, password protected areas
- Work with developer to create and maintain searchable directories and databases
- Research additional web services as directed
- Work with developer to create to provide online document library and discussion boards for information sharing between members providing an online community if directed to do so
- Manage advertising sales including invoicing, design, installation and statistical reporting

Advocacy, Industry Relations and Public Education

- Work with RGCA's leaders and lobbyist to develop a clear and detailed plan and timeline
- Implement the plan, track progress and adjust as needed
- Manage public relations and media relations campaigns
- Work with volunteer leaders and industry experts to develop and distribute advocacy materials
- Establish and distribute electronic communication tools that provide educational content and resources for the target audience
- Coordinate public education and events

Education and Credentialing Program

- Work with volunteer leaders to manage the development and maintenance of educational materials
- Design and administer the application and registration processes
- Manage the creation of the qualifications and testing and administer the program
- Respond to questions from students quickly and efficiently
- Maintain certification and recertification records
- Provide reports to volunteer leaders
- Design and manage production of certificates and credentials

Task Forces

- Industry leaders who have a topic they are passionate about leading may establish a task force committee with the support of the Board. There are no restrictions on the number of participants (small or large). RGCA encourages all members to join at least one task force committee.
- Dive into specific initiatives/topics that have clear objectives and deliverables within a defined period.
- Duration of task force depends on the goals of the committee. Would expect the time commitment to vary depending on the time sensitivity of the topic and relevance to the task force committee members' day jobs. Generally, would not expect any task force committee to meet more than 1x/week for more than 60 minutes at a time.

Task Force leaders have right of first refusal to continue leading the task force from year to year as long as they remain in good standing as a member. Notwithstanding the foregoing, Task Force leaders can be replaced by a majority vote of the Board of Directors in the event a replacement would further the best interests of the RGCA. If task force members are concerned with progress or activity on a task force, they are encouraged to speak with a member of the Executive Committee.

Communication Policy

Voted and approved on 07/12/2024.

- Who can speak on behalf of RGCA?
 - The Board of Directors, after having completed required media training
 - Those approved by the Board for limited engagements. The Executive Committee may provide immediate approval for a one-time speaking engagement that is time sensitive.
 - Legal counsel, when requested by the Board or Communications Committee Chair.
 - The Executive Director, when requested by the Board or Communications Committee Chair.
 - The Communications Committee Chair
- Media Training is required by all board members and anyone who is asked to speak on behalf of the RGCA.
- The Communication Committee shall prepare a communication plan that is updated regularly. Planned communication from any committee should be submitted to the Communication Committee for inclusion in the plan.
- Any communications including a member's name, brand or trademark must be approved by the member prior to publishing.
- Communications must steer away from commands, but rather be framed as educational or industry best practice.
- External Guidelines
 - Any official statement for a media request should be approved by a Communications Committee Chair.
 - When legal issues are implicated, our legal partner should approve..
 - Communications shall not share any proprietary information for any Company. Unless said Company approves some metric for publishing and distribution and we can attribute it.

- The following statement should be used for all external communications (
 - This statement is provided by the RGCA, which is , a trade association representing the closed-loop gift card industry. This statement and other communications made by the RGCA represent the position of the RGCA as a representative of its members and the closed loop gift card industry as a whole and may not reflect the position of any individual or RGCA member Company.
- Internal Guidelines
 - Committee and Task Force communication should be approved first by the Chair or lead of that Committee/Task Force and then should be routed through the Communication Committee for approval.
 - Communications may not share any proprietary information for any Company. Unless said Company approves some metric for publishing and distribution, and we can attribute it.
- The RGCA has a website which is maintained by The Harrington Company under the director of the Executive Director. The Harrington Company is responsible for maintaining data protection and privacy.
 - Website is located at thergca.org.
 - Members only section required log in access. The Executive Director maintains access based on membership.
 - Portions of the website are available to the public for general industry knowledge.

Communication type	Submitted By	Approved By	Published By	Legal Review Req?
Weekly Member email	Various sources		Harrington	
Coffee break “announcements”	Coffee Break Committee		Harrington	
Media responses - Standard	Committee will work with legal to develop common responses	None, if only standard approved responses are used.	Fletcher	
Media responses – Specialized	Various	Communications Leadership *unless it is time sensitive, and the Executive Committee may act accordingly		
MOR & RGCA				
Task Force/Committee communication	Chair: Task Force or Committee			

Membership

How to create additional classes of membership

Voted and approved on 07/12/2024.

As the industry grows, there may be a need for new classes of membership. These may be proposed either by the Membership Committee or the Board of Directors. Regardless of who proposes, any new classes will be reviewed and approved by both the Membership Committee and the Board.

Membership Application Process

Voted and approved on 11/21/2025.

Individuals/Companies would like to apply for membership are qualified to apply for membership if they meet the following conditions:

- I can and will comply with the Code of Principles of the RGCA.
- My Company policies do not prohibit my participation and membership in the RGCA.
- My Company has a vested, viable interest in programs within the closed-loop gift card category and is interested in the advancement of the industry by promoting, protecting, and enhancing the use of closed-loop gift cards.

Potential members should complete this application -

https://www.thergca.org/RGCA/RGCA/Membership/Join_the_RGCA.aspx.

Applications are reviewed by the Membership Committee as they are submitted.

When there are questions or concerns, the committee chairs and/or Executive Director reach out to the potential Company to ask any questions.

If references were provided, then a member of the committee reaches out to the reference.

Committee approvals are sent to the Board who has up to 2 business days to review the application.

Following the full review process, membership is granted at the discretion of the Executive Director, which shall be exercised in an equitable and consistent manner and with consideration of the best interests of the RGCA, its members and the industry.

Executive Director sends out membership information and has the invoice sent. Once the membership is paid, access is granted to the members only portions of the website.

Companies who were previously members of the RGCA who left in good standing can rejoin later. If membership lapsed less than one year from re-application date, they could be automatically approved without committee vote (as long as they were in good standing). If membership lapsed more than one year from re-application date, then the membership committee would re-vote. This policy would not apply to the Consulting Membership level.

Membership Appeals Process

Voted and approved on 07/12/2024.

A Company (and all the individuals under that Company) is subject to automatic removal from RGCA membership for non-payment of dues. However, a Company may apply for membership again so long as all past due amounts, plus interest are paid in full and the Board of Directors approves. There is no appeals process for non-payment of dues.

An individual member may be removed from membership in the Association for cause by a 2/3 vote of the Board of Directors. Cause is defined as violations against any of our policies, procedures and guidelines. Any member whose membership status is under review, will receive an email from the Executive Director with copy to the Voting Member for that Company. This email will contain the reasons for removal consideration as well as the appeals process. A removed member may appeal the removal decision by providing a notice of appeal in writing to the Executive Director within 30 days of removal.

Upon receiving an appeal, the Executive Director will conduct a prompt review of the basis for the appeal and the Board of Director's removal decision. The Executive Director has the authority to review relevant documentation, conduct interviews of the removed member and any other members or nonmembers with relevant information, and confer with RGCA legal counsel. In conducting the review, the Executive Director shall maintain confidentiality regarding the appeal and review process to the extent possible.

The Executive Committee is responsible for oversight of the Executive Director's review. Accordingly, prior to completing the review and preparing a final briefing and recommendation for the Board, the Executive Director will review their preliminary findings with the Executive Committee and receive any advisory input from the committee.

The Executive Director's final briefing and recommendation will be confidentially presented to the Board of Directors who will review the appeal, final briefing with materials, and the Executive Director's recommendation and determine if the removal decision should be upheld or reversed.

The review process will be managed expeditiously but may take time to complete. During the review period, the removed member will not have access to member only sections and is not eligible to attend any RGCA meetings or functions but will not be required to pay the new year's membership fees until a decision is made.

Proxy Process

Voted and approved on 07/12/2024.

A voting member of each Company must be designated by the member Company to be responsible for casting all RGCA related votes for that member Company. This voting member is considered the primary member and will receive all invoices and correspondence regarding membership. Should the voting member need to be absent or abstain from voting, the voting member should send an email to the Executive Director indicating the need for a proxy voter, the identity of the approved proxy voter and the time period for the proxy to be in place. The RGCA must assume that the Voting Member has the authority and authorization to make any required decisions or votes on behalf of the Company.

Updating membership information Process

Voted and approved on 07/12/2024.

A voting member of each member Company must be designated by the member Company to be responsible for updating the roster of active individual members for their Company. On a yearly basis,

during the membership renewal process, the voting member will be asked to review and adjust accordingly their active member list. To make changes, an email should be sent to the Executive Director to add or delete members. Should the primary member no longer be employed and/or is unable to make the change, the member Company must designate an alternate voting member for the Company. The RGCA must assume that the Voting Member has the authority and authorization to make any required changes to the roster.

Membership List/Data Policy

Voted and approved on 11/8/2024.

This policy exists to prevent our membership list from being used for any unsolicited marketing activities in an effort to respect all "do not solicit" requests from our members, ensuring we maintain their trust and integrity.

This policy applies to anyone who has access to the online RGCA membership list OR the RGCA Forum conference app, including retail members and their associates, supporting members and their associates, and all others who may come in contact with the membership list. It covers how to use member information properly and how to handle solicitation requests.

- The membership list is a private resource for internal use only. It should not be used for any mass marketing or promotional activities without the members' explicit consent.
- An individual or company's listing may be used to send a directed email requesting a meeting but if the member or company representative does not reply, or does not engage with the requestor, it should be considered a "do not solicit" response.
- Once you have engaged with a member, you may include them in regular promotions unless they request to be taken off your marketing list.
- Using the membership list for marketing purposes without permission is prohibited and can lead to disciplinary action, up to and including removal from the organization.

Respecting the privacy and preferences of our members is crucial. Following this policy helps us ensure ethical communication practices and maintain the trust and confidence of our members.

Roberts Rules of Order

Voted and approved on 07/12/2024.

What is "Robert's Rules of Order," and What Is It Used For?

Robert's Rules is a framework that is comprised of a set of codes and rules of ethics that helps groups hold orderly meetings that allow the majority to rule while allowing minority voices to be heard.

Robert's Rules of Order for meetings is the general standard for how nonprofit boards, committees and other established groups govern discussions and decision-making. Most nonprofits and groups use Robert's Rules because it ensures order and creates a ripe environment for productivity.

The goal of the parliamentary procedure is to set forth the order of discussions and ultimately get to a place where all group members can agree on what they want to accomplish or how to move forward. By using an established set of rules and guidelines, members of the group can reach a consensus in a respectful, collegial manner.

The RGCA will utilize the following principles from Robert's Rules of Order.

- Motion – A member makes a motion to propose an action or decide by saying, “I move to...”. Another member must second the motion by saying, “I second the motion.” Once someone seconds the motion, the group votes on the motion. It passes by a majority vote or a quorum depending on the rules in the bylaws.
- Adjourn – This refers to moving to end the meeting. A member would say, “I move to adjourn,” and another member would second the motion. If the majority then votes to adjourn, the meeting is over.

Making a Motion- Robert's Rules of Order Motion Steps

Board members must discuss one issue at a time to keep order in the boardroom. The Board chair should only allow one person to speak at a time. Any member who wants to make a motion must request the floor —and be granted it — before speaking.

- Motion: A member rises or raises a hand to signal the chairperson.
- Second: Another member seconds the motion.
- Restate motion: The chairperson restates the motion.
- Debate: The members debate the motion.
- Vote: The chairperson restates the motion, and then first asks for affirmative votes, and then negative votes.
- Announce the vote: The chairperson announces the result of the vote and any instructions.

Social Media Policy

Voted and approved on 11/8/2024.

This policy governs the publication of and commentary on social media by members of the RGCA. For the purposes of this policy, social media means any facility for online publication and commentary, including without limitation blogs, wiki's, social networking sites such as Facebook, LinkedIn, Twitter, Flickr, and YouTube. This policy is in addition to and complements any existing or future policies regarding the use of technology, computers, e-mail and the internet.

RGCA members are free to publish or comment via social media in accordance with this policy. RGCA members are subject to this policy to the extent they identify themselves as a RGCA member (other than as an incidental mention of memberships in a personal blog on topics unrelated to RGCA).

Notwithstanding the previous section, this policy applies to all uses of social media, including personal, by RGCA members who are contractors or agencies working on behalf of the RGCA, as their position with RGCA would be well known within the community. Publication and commentary on social media carry similar obligations to any other kind of publication or commentary. All uses of social media must follow the same ethical standards that RGCA members must otherwise follow.

Don't Tell Secrets

It's perfectly acceptable to talk about gift cards, the industry and the RGCA, and have a dialog with the community, but it's not okay to publish confidential information. Confidential information includes things such as unpublished details future events, other Company information that you might have knowledge of through various interactions, etc. We must be mindful of the competitiveness of our industry.

Protect your Own Privacy

Privacy settings on social media platforms should be set to allow anyone to see profile information like what would be on the RGCA website. Other privacy settings that might allow others to post information or see information that is personal should be set to limit access. Be mindful of posting information that you would not want the public to see.

Be Honest

Do not blog anonymously, using pseudonyms or false screen names. We believe in transparency and honesty. Use your real name, be clear who you are, and identify that you are representing the RGCA. Nothing gains you notice in social media more than honesty - or dishonesty. Do not say anything that is dishonest, untrue, or misleading. If you have a vested interest in something you are discussing, point it out. Be smart about protecting yourself and your privacy. What you publish will be around for a long time, so consider the content carefully and be cautious about disclosing personal details.

Respect Copyright Laws

It is critical that you show proper respect for the laws governing copyright and fair use or fair dealing of copyrighted material owned by others, including RGCA owned copyrights and brands. You should never quote more than short excerpts of someone else's work, and always attribute such work to the original author/source. It is good general practice to link to others' work rather than reproduce it.

Respect Your Audience, RGCA, and Other Member Companies

The public in general, and RGCA's members, reflect a diverse set of customs, values and points of view. Don't say anything contradictory or in conflict with the RGCA website. Don't be afraid to be yourself but do so respectfully. This includes not only the obvious (no ethnic slurs, offensive comments, defamatory comments, personal insults, obscenity, etc.) but also proper consideration of privacy and of topics that may be considered objectionable or inflammatory - such as politics and religion. Use your best judgment and be sure to make it clear that the views and opinions expressed are yours alone and do not represent the official views of RGCA.

Protect RGCA

Other companies, partners or suppliers should not be cited or obviously referenced without their approval. Never identify a Company, partner or supplier by name without permission and never discuss confidential details of a customer engagement. It is acceptable to discuss general details about kinds of projects and to use non-identifying pseudonyms for a customer (e.g., Customer 123) so long as the information provided does not violate any non-disclosure agreements that may be in place with the customer or make it easy for someone to identify the customer. Your blog is not the place to "conduct business" with a customer.

Controversial Issues

If you see misrepresentations made about RGCA in the media, you may point that out. Always do so with respect and with the facts. If you speak about others, make sure what you say is factual and that it does not disparage that party. Avoid arguments. Brawls may earn traffic, but nobody wins in the end. Don't try to settle scores or goad competitors or others into inflammatory debates. Make sure what you are saying is factually correct.

Be the First to Respond to Your Own Mistakes

If you make an error, be up front about your mistake and correct it quickly. If you choose to modify an earlier post, make it clear that you have done so. If someone accuses you of posting something improper (such as their copyrighted material or a defamatory comment about them), deal with it quickly - better to remove it immediately to lessen the possibility of a legal action.

Disclaimers

Many social media users include a prominent disclaimer saying who they work for or represent, but that they're not speaking officially. This is good practice and is encouraged, but don't count on it to avoid trouble - it may not have much legal effect.

Social Media Tips

The following tips are not mandatory but will contribute to successful use of social media.

The best way to be interesting, stay out of trouble, and have fun is to write about what you know. There is a good chance of being embarrassed by a real expert, or of being boring if you write about topics, you are not knowledgeable about.

Quality matters. Use a spell-checker. If you're not design-oriented, ask someone who is whether your blog looks decent, and take their advice on how to improve it.

The speed of being able to publish your thoughts is both a notable feature and a great downfall of social media. The time to edit or reflect must be self-imposed. If in doubt over a post, or if something does not feel right, either let it sit and look at it again before publishing it or ask someone else to look at it first.

Enforcement

Policy violations should be referred to the Board of Directors for consideration and possibly ask of removal of the material posted.

[Whistleblower Policy](#)

Voted and approved on 11/8/2024.

The RGCA requires directors, officers, contractors, members, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the RGCA, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Reporting Responsibility

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that the RGCA can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, contractors, members and volunteers to report concerns about violations of the RGCA's code of ethics or suspected violations of law or regulations that govern the RGCA's operations.

No Retaliation

It is contrary to the values of the RGCA for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing

the operations of the RGCA. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

Reporting Procedure

The RGCA has an open-door policy and suggests that employees share their questions, concerns, suggestions or complaints with a member of the Executive Committee. If you are not comfortable speaking with a member of the Executive Committee or you are not satisfied with the response from the committee member, you are encouraged to speak with the Chair Emeritus. Board members are required to report complaints or concerns about suspected ethical and legal violations in writing to the RGCA's Chair Emeritus, who has the responsibility to investigate all reported complaints. Those with concerns or complaints may also submit their concerns in writing directly to the Chair Emeritus.

Chair Emeritus

The RGCA's Chair Emeritus is responsible for ensuring that all complaints about unethical or illegal conduct are investigated and resolved. The Chair Emeritus will advise the Executive Committee of all complaints and their resolution and will report at least annually to the board on compliance activity relating to accounting or alleged financial improprieties.

Accounting and Auditing Matters

The RGCA's Chair Emeritus shall immediately notify the Finance Committee of any concerns or complaint regarding corporate accounting practices, internal controls or auditing and work with the committee until the matter is resolved.

Acting in Good Faith

Anyone filing a written complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The RGCA's Chair Emeritus will notify the person who submitted a complaint and acknowledge receipt of the reported violation or suspected violation. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation.

Exhibits


EXHIBIT A: RGCA Conflict of Interest Policy

To Be Added

EXHIBIT B: RGCA Contract Approval Form

Voted and approved on 07/12/2024.

As of 10/2024, this process will take place in DocuSign.



Contract Approval Form

Date:

Vendor:

Description of contract:

Is this in the approved budget? If no, please explain:

Legal/Oversight Approval:

Committee chair approval:

Treasurer approval:

EXHIBIT C: Harrington Client Election Letter

Voted and approved on _____.



Dedicated to Association Success

www.harringtoncompany.com

CLIENT ELECTION LETTER

September 21, 2024

TO THE BOARD OF DIRECTORS OF RGCA:

RE: Association Management Due Diligence

The Harrington Company has established a tracking procedure to help us and each association client monitor and record several important organizational items. The information you provide us will be kept within your association's Official Documents Book located in our office.

Please review and complete the following items, taking whatever appropriate voting measures are needed within your Board.

1. The Harrington Company recommends to each of our clients that they purchase, at a minimum, commercial general liability, directors and officers (also known as Association Professional Liability or APLI) and Cyber Liability insurance in amounts sufficient to protect the board of directors and association from unnecessary legal liability exposures. As a policy, your association chooses to do the following:
 - We currently have these insurance coverages in place.
 - We choose not to purchase these insurance coverages at this time.
 - We would like The Harrington Company to provide us with further information about these types of insurance.

2. The Harrington Company recommends to each client to have an agreed upon procedure of the association's financial records by an independent, third party certified public accounting firm. As a policy, your association chooses to do the following:
 - We currently have an agreed upon procedure.
 - We choose not to have an agreed upon procedure.
 - We would like The Harrington Company to provide us with further information about agreed upon procedures regarding our financial records.

3. It is the policy of The Harrington Company, and part of our ongoing financial services, to invest our client organizations' excess cash in the following list of approved investments: FDIC-insured bank savings accounts, certificates of deposit, money market mutual funds, and/or investment instruments guaranteed by the United States Government.

4248 Park Glen Road, Minneapolis, MN 55416 USA | (952) 928-7477 | info@harringtoncompany.com

If a client establishes a specific board-approved investment policy, it would supersede our usual and typical method of investment of client funds for that particular association. As a policy, your association chooses to do the following:

- We currently have a board-approved investment policy, and a copy of the policy is attached to this letter.
- We do not have an official investment policy, and the Board approves the current method you are using to invest our association's excess funds.
- We would like The Harrington Company to provide us with additional information about our investment options.

4. It is the policy of The Harrington Company to grant authority to sign contracts to the Account Executive, as long as the financial implications of the contract are included in the organization's budget. If the financial implication of signing a contract is not included in the organization's budget, the Board of Directors' approval is required before authority to sign the contract is granted. As a policy, your association chooses to do the following:

- We choose to follow the policy of The Harrington Company set forth above.
- We choose to have our Board or committee review and sign all contracts and legal documents.
- We choose to develop our own contract signing policy and request The Harrington Company to assist in that regard.

5. **Intellectual property** is a key asset of many nonprofit associations. As such, The Harrington Company recommends to its clients they conduct an annual review of key intellectual property assets (including association name/acronym/logo, proprietary association information such as industry survey data or best practices and unique programs or services developed by the association). Your association chooses to do the following:

- We would like The Harrington Company to assist or provide information on the following:
 - Assistance with an Intellectual Property audit.
 - Protection of our organization's name/acronym/logo/brand.
 - Securing ownership transfer or licensing commitments for materials from members, etc.
 - Review of other Intellectual Property and assessment of need for additional protection
- Our association will conduct its own Intellectual Property audit.
- Our association has made no significant changes to Intellectual Property and we do not require a review or any additional information at this time.

Please complete each item shown above, sign the document below, and return it to The Harrington Company. Where further information is requested, please indicate who should be contacted within your organization regarding those matters.

Sincerely,

The Harrington Company

John Francis, President

_____ Association Name

By: _____ Authorized Representative

Title: _____

Date: _____

