

Board of Directors Candidate Information Packet

2025 Elections (October 2025-October 2027 Term)

Version: June 4, 2025

Serving on the VRMA Board of Directors (“Board”) is a valuable contribution to the Vacation Rental Management Association (“Association”) and the vacation rental management industry. This candidate information packet application. It provides information about the election process and responsibilities of Board service. Please review this packet before submitting your candidate application and contact Membership and Operations Coordinator Lauren Fleming with any questions at vrma@vrma.org.

VRMA Vision and Mission

Vision: To empower our diverse membership, giving them the education and resources to deliver exceptional guest hospitality and homeowner satisfaction, ultimately creating positive, memorable experiences.

Mission: Through best-in-class education, in-person events, and a unified voice, we unlock the possibilities and potential of our diverse membership of short-term vacation rental professionals so they can strengthen their business, elevate the industry, and ensure superior guest and homeowner experiences.

Election Process and Timeline

June 5, 2025

Call for applications opens

July 2, 2025

Candidate application deadline

VRMA members interested in pursuing Board candidacy must submit a candidate application **on or before July 2, 2025, at 5:00 p.m. Eastern**. This application will include information to verify the candidate’s qualifications for election and information about their leadership experiences.

July 7-28, 2025

LDC review of candidate applications

The Leadership Development Committee will review all applications submitted by the deadline. The LDC will vet each candidate to confirm that qualifications are met and ensure that their recommendations are representative of the qualities, experience levels, demographics, and needs of the membership base. They will then determine a slate of recommended candidates for the ballot: one candidate per open Board seat. Once the slate is determined, all candidates will be notified about the slate, and other candidates will have the opportunity to decide if they would like to remain on the ballot.

The 2025 Leadership Development Committee Co-Chairs:

- Michelle Williams, Atlantic Vacation Homes, VRMA Immediate Past Chair & VRHP Director
- Travis Wilburn, Stay Charlottesville

August 4, 2025

Ballots distributed to the VRMA membership via email with a link to 'meet the candidates' bio/messages.

The primary contact or voting contact for each member company will receive an electronic ballot. Members will be given 30 days to vote on their choices of directors. No proxy voting will be accepted for electronic ballots.

September 4, 2025

Voting deadline

All candidates will be contacted, and election results will be announced to the membership before VRMA 2025 Las Vegas. Terms will start immediately following the conference. New directors will be invited to attend the on-site Board meeting at the conference to observe.

Available Director Positions

- There are five Vacation Rental Manager (VRM) seats up for election.
- There are two Supplier seats up for election.
- There is one VRHP seat up for election.

Eligibility Requirements, Roles and Responsibilities, and Authority

The Board is comprised of thirteen active VRMA members. They form one voice and govern the Association by its bylaws, policies, and procedures.

Qualifications for eligibility to serve on the Board

- Full-time, W-2 employee of a VRMA member company.
- A VRM or Supplier/Vendor member in good standing for the past three years. *Individual Managers or Associate members are not eligible to run for the Board.*
- While the company is a member of VRMA, Board seats are individual seats, not company seats. The individual runs for the election to the Board and not their company.
- The company doesn't need to be a member for three years; it is only the individual.
- To be considered for election, candidates must have attended at least three VRMA conferences, including at least one International Conference in the past three years.
- Experience serving on a VRMA committee within the past three years is preferred.
- Weight may be given to industry-related board and committee work on the local, state, and national levels.

- Weight may be given to the length of time as a VRMA member and employment in the vacation rental industry.

Board characteristics

- Possess a breadth of knowledge within the vacation rental, hospitality, and tourism industries.
- Possess leadership, the ability to think strategically, and strong decision-making skills.
- Possess knowledge of business best practices, including, but not limited to:
 - Board service
 - Strategic and budgetary planning
 - Financial statement analysis
 - Member and volunteer relations
- Consensus-builder; strives for conflict resolution and the ability to work within a board environment.
- Be aware of internal and external forces that may affect the Association and its members and provide direction on how VRMA should engage and act on those matters.
- Can identify and nurture future Association leaders.
- Acts in the collective best interest of the Association; does not seek to advocate for or make decisions for personal or professional gain.
- Works within a framework of integrity and strong ethics.

Roles, responsibilities, and authority

- A Board member recognizes their authority as being limited to:
 - Overseeing the affairs of the Association in a manner deemed beneficial to the Association as a whole.
 - Determining the goals, objectives, activities, relationships, strategic plan, budget, and overall direction of the Association.
- No individual Board member may act on behalf of the Association unless delegated explicitly by action of the Board.
- A Board member recognizes, except when the Board is in a formal meeting, that their authority is only equal to the rights and authority of any individual member of the Association.
- The Board recognizes the authority of the Executive Director as provided in the Bylaws or as established by general Association practice to manage the affairs of the Association. The Executive Director shall employ, supervise, and discharge all employees and agents and engage in all negotiations and discussions on behalf of the Association as necessary and as directed by the Board.

- A Board member agrees that, while an individual Board member may disagree with a policy or action adopted by majority action by the Board, they are expected to support said policy or action as being the considered judgment of the Board. Board members shall support and defend the Association when discussing matters with members of the Association and the public. Board members are to limit any criticism of the Association, specific VRMA members, or its designated staff to a Board meeting or a private conversation with other Board members or the Executive Director.
- Each Board member agrees to use the utmost professional judgment and discretion in discussing disputes or confidential corporate actions, policies, or issues with other members, employees, or the public. All matters involving personnel, legal issues, marketing, strategic planning, and financial affairs will be considered sensitive and confidential issues subject to each Board member's good faith and discretion unless and until made public information by action of the Board.
- At all times, Board members shall recognize that they project an image as a representative of the Association and conduct themselves professionally, fostering confidence and reflecting positively on the Association, its members, and staff.
- No Board member or employee shall use their positions with the Association, or confidential information acquired because of such position, to derive (directly or indirectly) personal benefit, financial or otherwise, through investments in dealing with or employment by commercial enterprises or others with which the Association competes or has or has had any existing or pending business.
- A Board member will avoid even the appearance of a conflict of interest that might embarrass the Board or the organization and promptly disclose any possible conflicts to the Board. *A Board member will refrain from voting on matters in which there is a conflict of interest.*
- Board members are not permitted to speak on behalf of the Board or Association. Should any statements need

The duty to be made would reside with VRMA's Board Chair or Executive Director.

Additional responsibilities

- Prepare for all Board meetings by thoroughly reviewing all materials provided in advance.
- Serve on committees, task forces, and special assignments as requested and appointed by VRMA's Board Chair.

Board of Directors Culture Statement

We, the VRMA Board of Directors, have committed to the values and behaviors reflected in the statements below:

- **Respect:** Demonstrate respect by listening actively, preparing thoroughly, participating enthusiastically, and emerging from decision-making with one voice. Engage in respectful dialogue where everyone's opinion matters and no one overrides others or is reluctant to speak out.

- **Innovation:** Challenge ourselves to creatively balance innovation, analysis of available data, and input from multiple sources to develop synergy in developing resources and solving problems.
- **Strategy:** Utilize strategic thinking and proactive discussion to stay focused on the horizon, emerging trends, and Association needs while also seeking opportunities for innovation.
- **Decision-Making:** Align decisions with the VRMA mission and vision, strategic goals, and priorities. Make timely decisions, balancing importance and urgency with the need for research and information gathering.
- **Leadership:** Implement succession planning that provides a strong leadership pipeline.
- **Collaboration:** Work cooperatively and collaboratively with staff, committees, Association members, and industry allies to advance the association's goals.
- **Professional Ethics:** Demonstrate and hold each other accountable for uncompromised integrity in all actions and decisions.
- **Continual Improvement:** Commit to ongoing professional development, Board evaluation, and feedback practices that support continual improvement at the Board and individual levels. This is accomplished partly by supporting VRMA's approved strategic plan and adhering to Board governance and protocols when bringing ideas to the Board of Directors.
- **Diversity, Equity, and Inclusion:** Build a diverse Board and membership base and remove barriers to participation to ensure equitable access to Board and volunteer service.
- **Financial Stewardship:** Always keep the Association's financial well-being in mind when making decisions.
- **Communication:** Cultivate a culture of open communication and transparency where everyone commits to communicating openly and honestly.

Policies and Procedures

These policies and procedures have been developed to support the Bylaws and guide the association's business. Board candidates and members are expected to read and understand them to comply with them and serve effectively.

Confidentiality Statement

VRMA Board members shall not disclose confidential information of VRMA, including confidential information disclosed or discussed during VRMA Board meetings, or other verbal or written information identified as confidential VRMA Board business. All Board members are responsible for safeguarding and keeping confidential any information of a confidential or sensitive nature. Such information includes, but is not limited to, non-public financial information, marketing and business strategies and forecasts, legal issues, disciplinary matters, and potential business relationships.

Discussions at meetings of the Board of Directors are presumptively confidential, unless and until the Chair of the Board, Executive Director, or the Board of Directors decides to formally disclose such

information. Board members should not discuss with, or disclose to, any third party any Board discussions that occurred during a Board meeting or what a particular Board member said.

Conflict of Interest Policy

All Board members and other volunteers serving on VRMA committees will be required to complete and submit the VRMA Conflict of Interest Agreement annually.

Should an individual's employment status change during the year, a new form must be submitted. Unless such policies are specified in contractual agreements, key suppliers will also be required to provide similar assurances and adhere to similar obligations.

VRMA Board and committee members ("Member"), in recognition of their leadership position within VRMA, and the receipt of confidential information while associated with VRMA and other good and valuable consideration, agree as follows:

Conflicts of Interest: Members shall strive to avoid any conflict between their own respective individual interests (personal or business) and the interests of VRMA in each action taken on behalf of VRMA.

If any such Member (i) stands to derive personal gain or benefit from a transaction with VRMA or (ii) has any direct or indirect interest in or relationship with any individual or organization that:

- May be seen as competing with VRMA;
- Proposes to render services to VRMA; or
- Proposes to enter into any financial transaction with VRMA:

Then such Member shall give immediate notice of such interest or relationship to the Board and shall refrain from voting or otherwise attempting to affect any decision for VRMA to participate or not to participate in such transaction and the manner or terms of such participation. Once the Board is notified of a potential or actual conflict of interest the Board may determine that the Member may continue their VRMA duties or activities, subject to appropriate limitations regarding the conflict matter.

The kinds of relationships with persons described above that may present a conflict of interest include being an employee, owner, partner, member, principal, officer, or director.

Minutes of appropriate meetings shall reflect that such disclosure was made and that such Member abstained from voting and absented themselves from the final review and vote on the matter. However,

such Member shall not be prevented from briefly stating their position on the matter or from answering pertinent questions from Board or committee members or from staff if that person's knowledge on the matter may be helpful in reaching a decision.

VRMA strongly encourages each Member to consider all personal and professional affiliations considering their leadership positions within VRMA.

Statements, Actions, and Affiliations: No Member shall issue a report, make a public announcement, or publicly advocate a position in the name of VRMA without the express approval of the Executive Committee or the Board of Directors.

Members agree to refrain from statements and actions that are in conflict, or may be perceived to be in conflict, with VRMA's policies and positions unless they clearly state that their statement or action does not reflect an official position or policy of VRMA and that they have no authority to speak for VRMA.

All Members shall consider all statements, actions, and affiliations considering their leadership positions within VRMA because such statements, actions, and affiliations may affect VRMA's public perception and credibility.

Confidential Information: Except for necessary disclosures made in the ordinary course of the performance of a Member's services to VRMA, and except as is otherwise expressly authorized by VRMA in writing, they agree and promise to refrain from, during the term of their service on the Board or a committee, or at any time thereafter, directly or indirectly disclose or use, on their own behalf or on behalf of any third party, whether as an agent, officer, director, principal, consultant, or partner, confidential information of VRMA; provided, however, that this section shall not preclude them from use or disclosure of information known generally to the public (provided that they were not, without VRMA's consent, directly or indirectly responsible for such information becoming known generally to the public) or from disclosure required by law or court order.

Remedies: Members acknowledge that any breach of their obligations under the section above would cause irreparable damage to VRMA, that such damage would be incapable of precise measurement, and that no adequate remedy at law would exist for such breach. Therefore, they agree that, in the event or threat of a breach of the section above, VRMA shall, in addition to all other remedies available, be entitled to injunctive relief. In addition, they agree that VRMA shall be entitled to recover from Member, VRMA's costs and expenses, including reasonable attorneys' fees, incurred in successful enforcement.

Severability: Should any clause, portion, or section of this policy be unenforceable or invalid for any reason, such unenforceability or invalidity shall not affect the enforceability or validity of the overall policy. Should any covenant be held unreasonable or unenforceable for any reason, including, without limitation, the time or scope of activity covered by such covenant, such covenant shall be given effect and enforced to whatever extent would be reasonable and enforceable.

Antitrust Statement

It is the policy of VRMA, and it is the responsibility of every VRMA member, to comply in all respects with antitrust laws. VRMA and, in particular, VRMA meetings and other functions shall not be used as a means of pursuing anti-competitive practices, including:

- Setting prices or other customer charges;
- Ensuring parallel contract terms and conditions;
- Agreeing not to compete, including allocation of territories or markets; and
- Refusing to do business with any supplier, vendor, or customer.

Code of Conduct Policy Against Discrimination and Harassment for Members and Event Attendees

The open exchange of ideas and the freedom of thought and expression are central to VRMA's aims and goals. These require an environment that recognizes the inherent worth of every person and group, fosters dignity, understanding, and mutual respect, and embraces diversity. For these reasons, VRMA provides a harassment-free experience for all participants at our events and in our programs.

This policy applies to all VRMA-related activities, including any conferences, symposiums, meetings, or other events sponsored, co-sponsored, or cooperating with VRMA. This policy also applies to communications sent through official communication channels for any such activity or event, including social media, emails, webinars, etc.

This policy applies only to conduct in which the complaining party is a member and/or event attendee or attendee guest and the subject of the complaint is a member and/or event attendee or attendee guest. If a complaint is made by or against any VRMA employee, that complaint will be addressed under VRMA's employee policy against discrimination and harassment.

Discriminatory Harassment: VRMA prohibits discrimination and conduct that constitutes or could lead or contribute to harassment because of an individual's race or color, religion or creed, alienage or citizenship status, national origin, age, sex (including pregnancy, childbirth, and pregnancy-related medical conditions), sexual orientation, gender, gender identity or expression, disability, marital or domestic partnership status, military or veteran status, or any other characteristic protected by law.

Examples of prohibited discriminatory harassment include, but are not limited to:

- Use of ethnic slurs or derogatory terms relating to an individual's gender or sexual orientation;

- Distribution of racially or sexually offensive email or other electronic communications; and/or
- Threatening, intimidating, or hostile acts directed at a particular sex or religious group or directed at an individual because of their sexual orientation, color, or ethnicity.

Harassment does not require intent to offend. Thus, inappropriate conduct or language meant as a joke, a prank, or even a compliment can lead or contribute to harassment.

Sexual Harassment: Sexual harassment is a specific type of discriminatory harassment. Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature can constitute sexual harassment.

Other Harassment: VRMA also prohibits harassment, including bullying, that does not meet the definition of Discriminatory Harassment or Sexual Harassment but nevertheless rises to the level of persistent, malicious, and severe mistreatment by conduct or threats, intimidation, or abuse that has the effect of (i) substantially interfering with a member or event attendee's participation in VRMA-related activities or (ii) that would reasonably cause a member, event attendee, or attendee guest to fear for his or her physical safety.

Social Media Policy

While recognizing that members of the VRMA Board of Directors may use social media for personal and business purposes unrelated to VRMA, it is important to understand that status as a VRMA Board member brings certain obligations in connection with social media use. With this in mind, members of the Board of Directors should adhere to the following rules:

- Make sure your personal and business (non-VRMA) social media activity is not attributed to VRMA.
- Do not disclose confidential information of VRMA. The Board of Directors Confidentiality Statement applies to all social media activity by Board members.
- Do not disparage or engage in abusive attacks toward others. The Board of Directors Non-Disparagement Policy applies to all social media activity by Board members.
- When specifically engaging on matters related to VRMA:
 - Disclose your status as a Board member but also make clear that statements and posts reflect your own personal view and not necessarily those of VRMA;
 - Do not represent yourself as a spokesperson for VRMA;
 - Be respectful and professional;
 - Use good judgement; and
 - Avoid arguments and extended debates.

Non-Disparagement Policy

As the volunteer leaders of VRMA, Board members' public conduct can reflect on VRMA as a whole, either positively or negatively, depending on the circumstances. In particular, public statements by Board members can carry great weight because of the position held. Therefore, it is the policy of VRMA that Board members, in all communications made through public platforms, including print, digital, and social media, as well as in speaking roles at VRMA events, are expected to refrain from making statements that are defamatory, unduly critical, or unfairly injure the reputation of VRMA, VRMA members, or VRMA suppliers.

Travel Reimbursement Policy

VRMA Board members must be willing to make the time and financial commitment to attend and participate in all in-person Board meetings.

- VRMA will reimburse air and hotel travel at VRMA's International Conference, Spring Forum, Executive Summit, and any other identified required Board meetings. Should there be changes to these events that affect Board meeting participation, VRMA staff will inform the Board with as much notice as possible.
- Board members will make their own air travel reservations, which will be reimbursed at economy rates for the set dates of the meeting only.
- Hotel room reimbursements are reimbursed for the basic room charge and applicable taxes at the headquarters hotel for the set dates of the meeting only. VRMA staff will make all hotel reservations for the Board.
- Any upgrade charges are the responsibility of the individual Board member.
- *Receipts for all items must accompany a request for travel reimbursement. All travel reimbursements must be submitted within 30 days of travel.*
- All travel reimbursement is approved by VRMA's Executive Director and Treasurer.