

Georgia Association of REALTORS[®], Inc.

CONSTITUTION

AND

BYLAWS

Amended September 8, 2018

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CONSTITUTION and BYLAWS
of the
Georgia Association of REALTORS®, Inc.

ARTICLE I

NAME

Section 1. The name of the organization shall be the Georgia Association of REALTORS®, Inc. (hereinafter referred to as the "Georgia Association").

ARTICLE II

OBJECTIVES

Section 1. The objectives of the Georgia Association shall be to unite local Boards and Associations of REALTORS® in the state of Georgia (hereinafter referred to as "Member Boards") and their members (hereinafter referred to as REALTOR® "Board Members") for the purpose of exerting effectively a combined influence upon matters affecting real estate, and to elevate the standards of the real estate business and the professional conduct of persons engaged therein throughout the state of Georgia.

ARTICLE III

MEMBERSHIP CLASSES

Section 1. The members of the Georgia Association shall consist of eight classes: (1) Member Board, (2) Board Member, (3) Member Council, (4) Secondary Member, (5) REALTOR® Emeritus Member, (6) Institute Affiliate Member, (7) Affiliate Member, and (8) Honorary Member.

Section 2. Membership Requirements by Classification

A. A Member Board shall be any Board or Association within, or with territorial jurisdiction over any portion of, the State of Georgia, in which all REALTOR® Members hold membership in the Georgia Association and in the National Association of REALTORS® (hereinafter referred to as the "National Association"), except that the Board of Directors of the Georgia Association may approve a separate written agreement defining state membership requirements in instances where a Member Board maintains territorial jurisdiction in the state of Georgia and a state contiguous thereto. The "Requirements to Establish a New Member Board of the NATIONAL ASSOCIATION OF REALTORS®" is adopted as the "Requirements to Establish a New Member Board of the Georgia Association" and shall be considered part of the Policies and Procedures of the Georgia Association and shall, in the future, be deemed to be amended and changed whenever said "Requirements to Establish a New Member Board of the NATIONAL ASSOCIATION OF REALTORS®" is amended or changed by the National Association.

B. Board Members shall be either REALTOR® or Institute Affiliate Members of a Member Board in good standing.

C. A Member Council shall be a council located within the jurisdiction of the Georgia Association of REALTORS® as defined by the National Association of REALTORS®. Member Councils shall be comprised of (1) REALTOR® members in good standing having paid dues to the Georgia Association of REALTORS® and to the National Association of REALTORS®; and (2) Affiliate members in good standing having paid dues to the Georgia Association of REALTORS®. Member Council services, rights, responsibilities, and fees are established by the Board of Directors as defined in the Georgia Association of REALTORS® Policies and Procedures Manual and are subject to amendment as deemed appropriate from time to time by the Board of Directors

D. A Secondary Member shall be a REALTOR® or an Affiliate Member who holds primary membership in another state and who holds membership in the Georgia Association without holding membership in a Member Board in the State of Georgia.

E. A REALTOR® Emeritus Member shall be any individual who has been designated "REALTOR® Emeritus" by the Board of Directors of the National Association. Such individual shall automatically become a REALTOR® Emeritus Member of the Georgia Association.

F. An Institute Affiliate Member shall be any individual who holds a professional designation awarded by an Institute, Society or Council affiliated with the National Association that addresses a specialty area other than residential and/or commercial brokerage, or individuals who otherwise hold a class of membership in such Institute, Society or Council that confers the right to hold office. Any such individual, if otherwise eligible, may elect to be a Board Member, subject to payment of applicable dues for such membership

G. An Affiliate Member shall be any real estate brokerage firm owner and any other individual or firm (one designated representative per company per membership) not actively engaged in the real estate business as a broker or salesperson in the state of Georgia, and who is in sympathy with the objectives of the Georgia Association. Such member must hold membership in a Member Board.

H. An Honorary Member shall be any individual of good character and standing who has rendered outstanding services to the real estate profession or to the Georgia Association. Honorary Members must be recommended by the Executive Committee and elected by the Board of Directors.

ARTICLE IV

THREE-WAY MEMBERSHIPS

Section 1. The Board of Directors may enter into a membership agreement with the National Association, which shall provide that all of the Member Boards of the Georgia Association must be and continue to be, as a condition of continued membership in the Georgia Association, members of the National Association. The Board of Directors is empowered to make application for such a membership agreement in accordance with the provisions of the Constitution and Bylaws of the National Association and meet the requirements and conditions thereof.

Section 2. When the Board of Directors has entered into a membership agreement with the National Association complying with the terms set forth in Section 1 of this Article, no Member Board within the state of Georgia shall be elected to membership in the Georgia Association unless it shall be a member of the National Association (or shall become such member within ninety days thereafter) and Member Boards of the Georgia Association, as a condition of continued membership in the Georgia Association, shall maintain their membership in the National Association.

ARTICLE V

DUES

Section 1. The annual dues of each Member Board shall be an amount equal to:

A. An amount to be determined from time to time by the Board of Directors of the Georgia Association, times the number of Board Members who hold primary membership in a Member Board or a Member Council;

B. Plus an amount to be determined from time to time by the Board of Directors of the Georgia Association, times the number of real estate salespersons, licensed or certified appraisers and licensed community association managers, who are not themselves Board Members and are employed by or

affiliated as independent contractors with Board Members. In calculating the dues payable by a Member Board or Member Council, nonmembers (as defined in the preceding sentence), shall not be included in the computation of dues if dues have been paid to another Member Board or Member Council in the state or a state contiguous thereto as herein before defined, provided the Member Board and/or Member Council notifies the Georgia Association in writing (or in any form required) of the identity of the Member Board or Member Council to which dues have been remitted;

C. Plus an amount to be determined from time to time by the Board of Directors of the Georgia Association, times the number of Affiliate Members.

D. Minus an amount to be determined from time to time by the Board of Directors of the Georgia Association, times the number of Board Members, Affiliate Members and Institute Affiliate Members who maintain primary membership in another Member Board or Member Council in the state of Georgia. In either case, the Georgia Association must be notified in writing (or in any form required) of the name of the Member Board, Member Council or state association where dues have been paid. In the case of a Board Member who maintains primary membership in another Member Board or Member Council in the state of Georgia, the Georgia Association dues must be paid by the other Member Board or Member Council.

Section 2. The annual dues of each Secondary Member holding membership directly in the Georgia Association shall be an amount as determined by the Board of Directors of the Georgia Association.

Section 3. The annual dues of each Institute Affiliate Member shall be as established in Article II of the Bylaws of the National Association of REALTORS®.

Section 4. The annual dues of each Affiliate Member shall be an amount as determined by the Board of Directors of the Georgia Association.

Section 5. REALTOR® Emeritus Members, Honorary Members and Past Presidents of the Georgia Association shall be exempt from Georgia Association annual membership dues.

Section 6. Upon payment of dues required under any Section of this Article, the individual making such payment shall be deemed a member, as designated, in good standing of the Georgia Association.

Section 7. All dues shall be due and payable on January 1 of each calendar year. Any Member Board, Member Council or other member may be dropped from membership in the Georgia Association if dues have not been received by the Georgia Association on or before March 31 of that year. If annual dues are not paid by April 1, the Georgia Association shall assess such late fees as may be established by the Board of Directors.

Section 8. With the payment of dues, each Member Board and Member Council shall file with the Georgia Association of REALTORS®, a dues transmittal form provided by the Georgia REALTORS® with each dues transaction submitted. Dues for those enrolled after January 31 of each calendar year shall be prorated on a monthly basis.

Section 9. Annually each Member Board shall collect from each of its members an amount as determined by the Board of Directors of the Georgia Association for the Legal Defense Fund.

ARTICLE VI

RIGHTS AND RESPONSIBILITIES

Section 1. Board Members and REALTOR® Emeritus Members shall have the right to hold office, serve on committees, and serve on the Board of Directors.

Section 2. Affiliate Members, Associate Executives and Staff Specialists shall have the right to serve on committees, and serve on the Board of Directors.

Section 3. Honorary Members shall not have the right to hold office or serve on the Board of Directors, but may serve on committees.

Section 4. No member shall have any property right in his or her membership in the Georgia Association. Section 14-3-621 of the Georgia Association Nonprofit Corporation Code shall not apply to the Georgia Association or its members, and no member shall have any right to a hearing except as provided in the Code of Ethics of the National Association in connection with suspension or termination of membership.

ARTICLE VII

USE OF THE TERM 'REALTOR®' or 'REALTORS®'

Section 1. Use of the terms "REALTOR®" or "REALTORS®" by members shall, at all times, be subject to the provisions of the Constitution and Bylaws of the National Association and to the Rules and Regulations prescribed by its Board of Directors. The Georgia Association shall have the authority to control, jointly and in full cooperation with the National Association, use of the terms within those areas of the state of Georgia not within the jurisdiction of a Member Board (unassigned territory). Any misuse of the terms by members is a violation of a membership duty and may subject members to disciplinary action by the Board of Directors after a hearing as provided in the Association's Code of Ethics and Arbitration Manual.

Section 2. Member Boards, Board Members and REALTOR® Emeritus Members of the Georgia Association shall have the privilege of using the terms REALTOR® and REALTORS® in connection with their business so long as they remain members in good standing. No other class of membership shall have this privilege.

Section 3. A Board Member who is a principal of a real estate firm, partnership or corporation may use the terms REALTOR® or REALTORS® only if all the principals of such firm, partnership or corporation who are actively engaged in the real estate profession within the state or a state contiguous thereto are Board Members or Institute Affiliate Members.

Section 4. Institute Affiliate Members, Affiliate Members and Honorary Members shall not use the term "REALTOR®" or "REALTORS®" and shall not use the imprint of the emblem seal of the National Association.

ARTICLE VIII

OFFICERS AND NAR DIRECTORS AT-LARGE

Section 1. Officers

A. The elected officers of the Georgia Association shall consist of a President, a President-Elect, the Immediate Past President, a Vice President of Administration and Finance, a Vice President of Governmental Affairs, a Vice President of Member and Public Services, a Vice President of Professional Development and a Regional Director from each region.

B. All officers shall serve one-year terms or until their successors are qualified and elected, except the Regional Directors who shall serve two-year terms or until their successors are qualified and elected. No member shall serve more than four consecutive years as a Vice President.

C. The formal installation ceremony of all officers and NAR Directors shall be conducted at the same time at the Inaugural and Legislative Conference following their election.

D. The President shall be the official spokesperson of the Georgia Association and shall perform such duties as are usual to the office. The President shall also serve as Chairman of the Executive Committee and the Board of Directors. No member may serve as an elected officer of the Georgia Association and simultaneously serve as president of a local board/association except during that portion of the year between the official closing of the annual REALTORS® Conference and Expo of the National Association and the last calendar day of the year.

E. The President-Elect, in the absence of the President, or at any time when requested to do so by the President, shall discharge the duties of the President. The President-Elect shall succeed to the office of President. The President-Elect shall also serve as identified in the Policies and Procedures Manual.

F. The Immediate Past President, in the absence of the President and the President-Elect, shall discharge the duties of the President. The Immediate Past President shall perform such other duties as directed by the President or the Board of Directors. If the offices of President and President-Elect become vacant, the Immediate Past President shall succeed to the office of President until such time as the Board of Directors selects a new President.

G. The Vice President of Administration and Finance shall serve as Secretary of the Corporation and shall have such duties and powers as may be prescribed by the Board of Directors, the Executive Committee or the President. The Vice President of Administration and Finance shall serve as identified in the Policies and Procedures Manual.

H. The Vice President of Governmental Affairs shall have such duties and powers as may be prescribed by the Board of Directors, the Executive Committee or the President. The Vice President of Governmental Affairs shall serve as identified in the Policies and Procedures Manual.

I. The Vice President of Member and Public Services shall have such duties and powers as may be prescribed by the Board of Directors, the Executive Committee or the President. The Vice President of Member and Public Services shall serve as identified in the Policies and Procedures Manual.

J. The Vice President of Professional Development shall have such duties and powers as may be prescribed by the Board of Directors, the Executive Committee or the President. The Vice President of Professional Development shall serve as identified in the Policies and Procedures Manual.

K. Nine Regional Directors shall represent the nine Regions of the Georgia Association and shall perform such duties as may from time to time be established by the Board of Directors, which shall designate the exact territorial boundaries of said Regions, and shall serve as identified in the Policies and Procedures Manual.

L. Any Officer may be removed from office under the following procedure: (1) A petition for removal, setting forth the reason(s) the individual is deemed incapable of fulfilling the duties for which elected, signed by a majority of the members of the Executive Committee, shall be filed with the President, or if the President is the subject of the petition, with the Immediate Past President; (2) Within ten days after receipt of the petition, the Officer who is the subject of the petition shall be provided with a copy of the petition and be given an opportunity to resign from office; (3) In the event the Officer does not resign, not less than twenty days nor more than forty-five days after receipt of the petition, a special meeting of the Executive Committee shall be held, and the sole business of the meeting shall be to consider the petition; (4) The special meeting shall be noticed to all Executive Committee members at least ten days prior to the meeting, and shall be conducted by the President unless the President is the subject of the petition, in which case the Immediate Past President will conduct the meeting; (5) Provided a quorum is present, a two-thirds vote of the members present and voting shall be required for removal from office.

Section 2. Nomination of Officers

A. The Georgia Association desires to elect to its various offices the most qualified people in the

membership and, in the election process, desires to pursue those election procedures which create harmony and goodwill and conscientiously avoid divisiveness and ill feelings.

B. Only the office of President-Elect is tantamount to election to the office of President the following year. The election to any other executive position is not a necessary prerequisite to ultimate election to the office of President-Elect, and is not necessarily an endorsement for any other executive position in subsequent years.

C. Recommendations from Member Boards for officers for the Georgia Association will be both solicited and considered, but these recommendations do not bind the Nominating Committee in its selection process.

D. At least sixty days prior to the meeting of the Nominating Committee, the Georgia Association shall publish in the official Georgia Association magazine the deadline for submission of nominations for officers, and shall request recommendations for nominations. All applications for officers, except as otherwise provided in Article VIII, Section 2.G of this Constitution and Bylaws shall be received in the Georgia Association office no later than April 15 each calendar year.

E. The Nominating Committee shall meet during the month of May and select a slate of officers for the Georgia Association. Said slate shall consist of one candidate each for President-Elect, four candidates for Vice President, and a Regional Director for each Region when the term of the current Regional Director will expire at the end of the year. The Chair of the Nominating Committee will insure that all members whose names were considered as possible candidates for officers of the Georgia Association are notified of the recommendations of the Nominating Committee in a timely manner.

F. Any nominee for the position of Vice President must have served as a Regional Director.

G. Any nominee for the position of President-Elect must have served as a Vice President.

H. Any candidate who accepts a nomination shall be prohibited from running from the floor for any other position except when a vacancy occurs after the nomination and prior to the election.

I. Any Regional Director currently holding a Georgia Association position must submit his or her resignation immediately after accepting the nomination for another position. The effective date of the resignation will be the first day following the Annual REALTORS® Conference and Expo of the National Association.

J. The slate of officers for the Georgia Association recommended by the Nominating Committee will be reported in the next issue of the official Georgia Association magazine published after the nominations have been made by the Nominating Committee.

K. Names of qualified* candidates in addition to those recommended by the Nominating Committee may be placed in nomination by giving written notice of intent to be a candidate for a particular office. Said notice must be received in the Georgia Association office no later than 30 days following the May meeting of the Nominating Committee. (*Qualified Candidates shall be applicants who submitted an application by the April 15th deadline and completed the Nominating process).

L. The slate of officers recommended by the Nominating Committee, as well as the names of individuals placed in nomination by written notice of intent, shall be conspicuously displayed at the entrance of the convention hall forty-eight hours prior to the meeting of the Board of Directors at the Annual Conference and Expo of the Georgia REALTORS®.

Section 3. Election of Officers

A. The election of officers shall be held at the meeting of the Board of Directors at the Annual Conference and Expo of the Georgia REALTORS®. The order of election shall be President-Elect, Vice

Presidents and Regional Directors.

B. If there is only one nominee for President-Elect, then the election may be by voice vote. If there is more than one nominee for President-Elect, then the election shall be by secret written ballot. When any nominee receives a majority vote from those voting, that nominee is duly elected to the position. If no nominee receives a majority vote on any ballot taken, then the nominee with the lowest number of votes on that ballot shall be dropped from the ballot, and the remaining nominees shall be voted on in the next ballot. Abstentions are not considered a vote, and any ballot for a single position with more or less than one nominee selected on the ballot shall be disqualified and not counted in the vote.

C. If there are only four nominees for the Vice President positions, then the election may be by voice vote. If there are more than four nominees for the four Vice President positions, then the election shall be by secret written ballot(s) or electronic voting with each director casting a vote for different nominees equal to the exact number of positions available. When only one nominee receives a majority vote from those voting, then that nominee is duly elected to the position of Vice President, and the remaining nominees shall be voted on again by written ballot or electronic voting. When more than one nominee receives a majority vote from those voting, then the nominee receiving the highest number of votes shall be duly elected to the position of Vice President, and the remaining nominees shall be voted on again by written ballot or electronic voting. If no nominee receives a majority vote on any ballot taken, the nominee with the lowest number of votes on that ballot shall be dropped from the ballot, and the remaining nominees shall be included on the next ballot. In the event a nominee is dropped from a ballot because no nominee received a majority vote, that nominee shall be included on the first ballot following the election of Vice President. Written ballots or electronic voting shall be taken until four Vice Presidents are elected. Abstentions are not considered a vote, and any ballot with more or less than the exact number of names of nominees voted on for the position(s) available shall be disqualified and not counted in the vote. (For example, in the first ballot taken, there will be four Vice President positions available; therefore, on that ballot, each director voting must vote for no more nor less than four nominees. If the ballot is taken with only three positions remaining available, then any ballot with more or less than three nominees selected shall be disqualified and not counted in the vote. If the ballot is taken with only two positions remaining available, then any ballot with more or less than two nominees selected shall be disqualified and not counted in the vote. If three Vice Presidents have been elected by majority vote, then only one position remains and any ballot with more or less than one nominee selected to fill the position available shall be disqualified and not counted in the vote.)

D. Regional Directors shall be elected in accordance with Article VIII, Section 3. B

E. No later than 14 days following the Annual Conference and Expo, the President-Elect shall appoint from the four (4) Vice Presidents elected by the Board of Directors, the Vice President of Administration and Finance, the Vice President of Member and Public Services, the Vice President of Governmental Affairs and the Vice President of Professional Development.

F. If any office, with the exception of the President, becomes vacant for any reason, such office shall be filled by an eligible member selected and approved by the Executive Committee to serve for the unexpired term.

Section 4. Selection of NAR Directors At-Large Candidates

A. The Georgia Association desires to recommend to the NAR Board of Directors the most qualified people in the membership to serve as NAR Directors At-Large and, in the selection process, desires to pursue those selection procedures which create harmony and goodwill and conscientiously avoid divisiveness and ill feelings. The President-Elect of the Georgia Association shall be recommended to the NAR Board of Directors to serve as an NAR Director At-Large for a one-year term. The Immediate Past President of the Georgia Association shall be recommended to the NAR Board of Directors to serve as an NAR Director At-Large for a minimum of a one-year term.

B. All NAR Director At-Large applications must be received in the Georgia Association office no later than April 15 each calendar year.

C. At least sixty days prior to the meeting of the Nominating Committee, the Georgia Association shall publish in the official Georgia Association magazine the deadline for submission of applications for NAR Directors At-Large. All applications for NAR Directors At-Large, except as otherwise provided in Article VIII, Section 4. E. of this Constitution and Bylaws, shall be received in the Georgia Association office no later than April 15 each calendar year.

D. The NAR Directors Committee shall meet between April 15 – 30 to select members to fill the estimated number of available positions as NAR Directors At-Large representing the Georgia Association in accordance with the Constitution and Bylaws of the National Association. Additionally, the NAR Directors Committee shall identify four eligible members to fill NAR Director At-Large alternate positions that may become available. The Chair of the NAR Directors Committee will insure that all members whose names were considered as NAR Directors At-Large representing the Georgia Association are notified of the selections of the NAR Directors Committee immediately following the meeting.

E. The slate of NAR Directors At-Large for the Georgia Association selected by the NAR Directors Committee will be reported in the next issue of the official Georgia Association magazine published after the selections have been made by the NAR Directors Committee.

F. Names of NAR Director At-Large qualified* candidates in addition to those selected by the NAR Directors Committee may be placed in nomination for a one year term by giving written notice of intent to be a candidate for NAR Director At-Large. Said notice must be received in the Georgia Association office no later than 30 days following the May Nominating Committee meeting. (*Qualified Candidates shall be applicants who submitted an application by the April 15 deadline and completed the ANR Directors selection process).

G. The slate of NAR Directors At-Large selected by the NAR Directors Committee, as well as the names of qualified candidates placed in nomination by written notice of intent, shall be conspicuously displayed at the entrance of the convention hall 48 hours prior to the meeting of the Board of Directors at the Annual Conference and Expo.

Section 5. Election of NAR Directors At-Large

A. The election of NAR Directors At-Large to be recommended to the NAR Board of Directors shall be held at the meeting of the Board of Directors at the Annual Conference and Expo of the Georgia REALTORS®.

B. If the number of nominees for NAR Director At-Large is equal to the number of vacancies to be filled, the election may be by voice vote. If the number of nominees for NAR Director At-Large is greater than the number of vacancies to be filled, the election shall be by secret written ballot(s) in accordance with the same procedure for the election of officers set forth in Article VIII, Section 3.B. of this Constitution and Bylaws.

Section 6. Selection of NAR Regional Vice President Candidate

A. The Georgia Association desires to recommend to the NAR Board of Directors the most qualified people in membership to serve as NAR Regional Vice President and, in the selection process, desires to pursue those selection procedures which create harmony and goodwill and conscientiously avoid divisiveness and ill feelings.

B. All NAR Regional Vice President applications must be received in the Georgia Association office no later than April 15 each calendar year.

C. The NAR Directors Committee shall meet between April 15 – 30 to select the NAR Regional Vice President representing the Georgia Association in accordance with the Constitution and Bylaws of the National Association. The Chair of the NAR Directors Committee will ensure that all members whose names were considered as NAR Regional Vice President candidate representing the Georgia Association are notified of the selection of the NAR Directors Committee immediately following the meeting.

D. The NAR Regional Vice President Candidate for the Georgia Association selected by the NAR Directors Committee will be reported in the next issue of the official Georgia Association magazine published.

E. Names of the NAR Regional Vice President qualified* candidates in addition to the selected candidate by the NAR Directors Committee may be placed in nomination by giving written notice of intent to be a candidate for NAR Regional Vice President. Said notice must be received in the Georgia Association office no later than 30 days following the May Nominating Committee meeting. (*Qualified Candidates shall be applicants who submitted an application by the April 15 deadline and completed the NAR Directors selection process).

F. The NAR Regional Vice President Candidate selected by the NAR Directors Committee, as well as the names of qualified candidates placed in nomination by written notice of intent, shall be conspicuously displayed at the entrance of the convention hall 48 hours prior to the meeting of the Board of Directors at the Annual Conference and Expo.

Section 7. Election of NAR Regional Vice President Candidate

A. The Annual nomination of the National Association Region 5 Regional Vice President shall be made in accordance with the latest edition of the “Policies and Procedures of the Region 5 Caucus of the National Association of REALTORS®” which, by this reference is made a part of this Constitution and Bylaws as Appendix B.

B. The election of NAR Regional Vice President Candidate to be recommended to the Region 5 Nominating Committee shall be held at the meeting of the Board of Directors at the Annual Conference and Expo of the Georgia REALTORS®.

C. If the number of nominees for NAR Regional Vice President Candidate is equal to the number of vacancies to be filled, the election may be by voice vote. If the number of nominees for NAR Regional Vice President Candidate is greater than the number of vacancies to be filled, the election shall be by secret ballot(s) in accordance with the same procedure set forth in Article VIII, Section B. of this Constitution and Bylaws.

ARTICLE IX

BOARD OF DIRECTORS

Section 1. Composition

A. The Board of Directors of the Georgia Association shall consist of the following members: (1) the Executive Committee of the Georgia Association, (2) the Chair of all Georgia Association Committees/Forums/Councils/Networks, (3) the Chair of all Member Councils, (4) the NAR Directors, (5) the President of each Member Board, (6) the elected State Directors from Member Boards, (7) Past Presidents of the Georgia Association provided he or she maintains Board Member status, and (8) one designated representative from each of the Institutes, Societies and Councils affiliated with the National Association with a chapter or chapters within the State of Georgia. Written or electronic notice of the elected State Directors from Member Boards and the designated representative from each of the Institutes, Societies, and Councils must be provided to the Georgia Association no later than December 15 each calendar year.

B. The elected State Directors shall take office at the beginning of the elective year and serve until their successors have been elected. The number of elected State Directors from each Member Board is determined by the total membership of each Member Board as of July 31 of the preceding year using the following formula:

MEMBERSHIP AS OF JULY 31 OF THE PRECEDING YEAR:	NUMBER OF AUTHORIZED STATE DIRECTORS:
50 and under members	1 director
51 - 150 members	2 directors
151 - 300 members	3 directors
301 - 450 members	4 directors
451 - 600 members	5 directors
601 - 750 members	6 directors
751 - 900 members	7 directors
901 - 1050 members	8 directors
1051 - 1200 members	9 directors
1201 - 1350 members	10 directors
1351 - 1500 members	11 directors
1501 - 1750 members	12 directors
1751 - 2000 members	13 directors
2001 and more members	13 directors plus 1 additional director for each 500 members or portion thereof exceeding 2000 members

i.e. 2001 - 2500 = 14; 2501 - 3000 = 15; 3001 - 3500 = 16; 3501 - 4000 = 17.

Section 2. Vacancies

A. Should the President or an elected State Director of a Member Board be unable to attend a meeting of the Board of Directors, the Member Board may designate in writing or via electronic notice another member of the Member Board to serve as a voting State Director for that meeting. Such designation must be in writing or via electronic notice and received at least twenty-four hours prior to the call to order of the Board of Directors meeting.

Section 3. Duties and Powers

- A. All corporate powers shall be vested in the Board of Directors.
- B. The Board of Directors shall administer the finances of the Georgia Association and shall have authority to appropriate money.
- C. The Board of Directors shall have full power to borrow money, to issue notes, bonds or certificates of indebtedness as may be deemed necessary to carry out the objectives of the Georgia Association.
- D. The Board of Directors shall prescribe the method of election of members to the Georgia Association.
- E. The Board of Directors shall have the power to expel or suspend any member for cause, upon a two-thirds vote of the Directors present at any regular meeting or any special meeting called for that purpose, provided a quorum is present.
- F. The Board of Directors shall have general control and supervision over its Regions, Institutes, Societies, Councils, and Committees. They shall have the authority to create such Regions and Committees as their judgment and discretion may deem best.

G. The Board of Directors shall have full power in establishing the amount of bond to be furnished by the person or persons entrusted with the funds of the Georgia Association, its Regions, Institutes, Societies, Councils and Committees.

H. Except for Past Presidents, absence from two consecutive scheduled meetings of the Board of Directors will constitute automatic resignation from the Board of Directors.

Section 4. Meetings

A. The Georgia Association shall have two general membership meetings each year. The "Inaugural and Legislative Conference" shall take place during the first six months of the calendar year and the "Annual Conference and Expo" will take place during the last six months of the calendar year. The Board of Directors shall meet during each of these two regularly scheduled meetings. Notification of the date, time and place of such meetings will be made no later than thirty days in advance in the Georgia REALTOR® magazine.

B. Special meetings of the Board of Directors may be called by the President or upon the written request of twenty percent of the State Directors, no more than 20 of whom shall be from any one Region of the Georgia Association. Upon receipt of such written request to the Georgia Association, the President shall notify each State Director, in writing, of such meeting, fixing the time and place thereof not less than ten nor more than thirty days from the date of said notice.

C. A quorum of the Board of Directors shall consist of one-third of the State Directors holding office immediately prior to the meeting. Unless otherwise specified in this Constitution and Bylaws or Roberts Rules of Order, the affirmative vote of a majority of State Directors present and voting shall constitute an action of the Board of Directors, provided a quorum is present when the vote is taken.

D. A Director must be registered for the conference prior to regularly scheduled meetings of the Board of Directors to be entitled to vote. At regularly scheduled meetings and special meetings of the Board of Directors, each State Director shall have one vote and must cast it in person. No vote by proxy shall be valid.

ARTICLE X

COMMITTEES

Section 1. The standing committees of the Georgia Association are the: Executive and Professional Standards Committees. Other Committees are identified in the Policies and Procedures Manual.

Section 2. Committees shall have such duties as their titles indicate and as the Board of Directors may assign. Participation in committee meetings via electronic means shall constitute participation for the purposes of voting and establishing a quorum. Except as otherwise specified in the Policies and Procedures of the Georgia Association, actions of all committees (except the Nominating Committee recommended slate of officers and NAR Directors) shall be subject to review by the Executive Committee prior to being reported to the Board of Directors. Actions of all committees should be reported to the Board of Directors as originally submitted to the Executive Committee.

Section 3. Unless otherwise provided in this Constitution and Bylaws and/or the Policy and Procedures of the Georgia Association, the President-Elect, shall, between the Annual Conference, but no later than November 1 of the year prior to his or her term as President, appoint Board Members, Institute Affiliate Members, Affiliate Members, REALTOR® Emeritus Members, Association Executives and Staff Specialists in good standing of the Georgia Association to serve as Chairman, Vice Chairman and members on committees. The President-Elect may also appoint contributing members (non-voting status). Said appointees shall serve from the beginning of the elective year a term as specified in the Policies and Procedures Manual. Should a vacancy occur for any reason, the President shall appoint a successor to fill the unexpired term.

Section 4. The President, with the approval of the Executive Committee, may appoint such other committees, forums and task forces as he or she deems advisable.

Section 5. The President and President-Elect shall be ex-officio members of all committees as identified in the Policies and Procedures and shall be notified of all meetings.

Section 6. All committees shall report to the President at the President's request.

Section 7. Unless otherwise specified in this Constitution and Bylaws or in the Policies and Procedures of the Georgia Association, a minimum of three committee members shall constitute a quorum, except when a committee consists of more than nine members; for committees of more than nine members, a quorum shall consist of the greater of five members or one-third of the total number of members on the committee.

Section 8. Absence from two consecutive scheduled committee meetings (except the Advisory Council) will constitute automatic resignation from the committee. Voting by proxy is not permitted.

Section 9. The Executive Committee may employ, or may empower the President to employ, a Chief Executive Officer and may otherwise prescribe functions of the Chief Executive Officer. The Executive Committee may also authorize the employment of such other persons as may be deemed necessary to properly conduct the activities of the Georgia Association and may employ legal counsel and fix the terms of compensation for services rendered. The Executive Committee may upon the recommendation of the Administration and Operations Committee remove the Chief Executive Officer for cause.

Section 10. The Executive Committee shall, in the event a decision or action is required between meetings of the Board of Directors on matters which the Board of Directors has not established a policy or guideline, be authorized to take action and make decisions as necessary to carry out the objectives and purposes of the Georgia Association of REALTORS® expressed in the Constitution and Bylaws.

ARTICLE XI

CODE OF ETHICS

Section 1. The Code of Ethics of the National Association is adopted as the Code of Ethics of the Georgia Association and shall be considered a part of its Policies and Procedures. The Code of Ethics of the Georgia Association shall, in the future, be deemed to be amended and changed whenever the Code of Ethics of the National Association is amended or changed.

Section 2. The Code of Ethics and Arbitration Manual of the National Association is adopted as the Code of Ethics and Arbitration Manual of the Georgia Association and shall be considered a part of its Policies and Procedures. The Code of Ethics and Arbitration Manual of the Georgia Association shall, in the future be deemed to be amended and changed whenever the Code of Ethics and Arbitration Manual of the National Association is amended or changed.

ARTICLE XII

PROFESSIONAL STANDARDS

A Member Board, prior to referring an ethics complaint or arbitration request for review to the Georgia Association, should exhaust all efforts to impanel an impartial tribunal to conduct either the original hearing or the appeal or procedural review. These efforts may include the appointment of knowledgeable members of the Member Board on an ad hoc basis to serve on either a Hearing Panel or on behalf of the Board of Directors. If, because of notoriety, etc., the Member Board cannot impanel an impartial tribunal, the Member Board may refer the matter to the Georgia Association, and the Georgia Association may delegate to another Member Board or a regional enforcement facility, the authority to hear the case on behalf of the Georgia Association. No Member Board or regional enforcement facility, however, may be

required to accept this delegation of authority. If no other entity is amenable to conducting the review, the Georgia Association shall be responsible for conducting the hearing.

Section 1. Allegations of ethical violations and contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Board Members and between Board Members and their customers or clients may be submitted to the Grievance Committee of the Georgia Association under the following circumstances:

A. Allegations of unethical conduct made against a Board Member who is directly a member of the Georgia Association and not a member of any Member Board.

B. Allegations of unethical conduct made against a Board Member in the instance in which the Member Board, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter, and petitions the Georgia Association to conduct a hearing.

C. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Board Members who are not members of the same Member Board where the matter has been referred to the Georgia Association by both Member Boards.

D. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Board Members who are directly members of the Georgia Association and are not members of any Member Board.

E. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between a Secondary Member who does not hold membership in any Member Board, but is directly a member of the Georgia Association, and a Board Member who is a member of a Member Board.

F. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Board Members of the same Member Board where the Member Board with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a Member Board of its primary responsibility to resolve differences arising between members of the same Member Board. The section recognizes that in some Member Boards with limited membership, usual arbitration procedures may be impossible.)

G. Contractual disputes between a customer or a client and a Board Member where the Member Board with good and sufficient reason is unable to arbitrate the dispute or the Secondary Member is a direct member of the Georgia Association.

Section 2. Professional standards hearings, and the organization and procedures incident thereto, shall be governed by the Code of Ethics and Arbitration Manual of the National Association, as from time to time amended.

Section 3. The enforcement of the Code of Ethics, the disciplining of REALTOR® Members, the arbitration of disputes, and the organization and procedures incident thereto shall be performed by the Georgia Association of REALTORS® and shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS® and the signed agreements between the Georgia Association of REALTORS® and the local Boards/Associations.

ARTICLE XIII

HARASSMENT

Section 1. Any member of the association may be reprimanded, placed on probation, suspended or expelled for harassment of an association employee or harassment of a member in connection with a GAR association program, service or event after an investigation in accordance with the procedures of

the association. As used in this section, harassment means any verbal or physical conduct including threatening or obscene language, unwelcome sexual advances, stalking, actions including strikes, shoves, kicks, or other similar physical contacts, or threats to do the same, or any other conduct with the purpose or effect of unreasonably interfering with an individual's work performance by creating a hostile, intimidating or offensive work environment. The decision of the appropriate disciplinary action to be taken shall be made by the investigatory team comprised of the president, president-elect and/or a vice president and one member of the board of directors selected by the highest ranking officer not named in the complaint, upon consultation with legal counsel for the association. Disciplinary action may include any sanction authorized in the association's Code of Ethics and Arbitration Manual. If the complaint involves the President, President-Elect or a Vice President, they may not participate in the proceedings and shall be replaced by the Immediate Past President or, alternatively, by another member of the Board of Directors selected by the highest ranking officer not named in the complaint.

ARTICLE XIV

HEADQUARTERS

Section 1. The Georgia Association shall maintain headquarters in such location in the state of Georgia as designated by the Board of Directors.

ARTICLE XV

FISCAL YEAR AND ELECTIVE YEAR

Section 1. The fiscal year of the Georgia Association shall be the calendar year.

Section 2. The elective year of the Georgia Association shall begin the day following the official closing of the annual REALTORS® Conference and Expo of the National Association and end at the last day of the annual REALTORS® Conference and Expo of the National Association.

ARTICLE XVI

POLICIES AND PROCEDURES

Section 1. The Board of Directors shall establish and amend Policies and Procedures of the Georgia Association.

ARTICLE XVII

INDEMNIFICATION

Section 1. Section 1. The Georgia Association shall indemnify its directors, officers, employees and agents against liability for their acts and omissions to the fullest extent of the law, except in circumstances involving intentional wrongdoing or criminal conduct on the part of the director, officer, employee or agent. This shall include the obligation of the Georgia Association to advance funds to pay for or reimburse expenses in accordance with Code Section 14-3-853. Any director, officer, employee or agent seeking indemnification shall immediately notify the Georgia Association of such request and shall afford the Georgia Association the right to select legal counsel and other professionals whose services may be

needed to fulfill the indemnification obligation. The indemnification obligation shall extend to reimbursing directors, officers, employees and agents for expenses incurred in connection with their appearance as a witness in a proceeding in which the director, officer, employee or agent is not a party.

ARTICLE XVIII

RULES OF ORDER

Section 1. Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Charter, this Constitution and Bylaws, or the Policy and Procedures of the Georgia Association.

ARTICLE XIX

AMENDMENTS AND NOTICES

Section 1. This Constitution and Bylaws may be amended and/or changed at any meeting of the Board of Directors by a majority vote of the State Directors present provided, however, that written or published notice of the proposed amendment has been sent to each State Director at least thirty days prior to the meeting at which the amendment(s) or change(s) is (are) to be considered, except that the Board of Directors may, at any meeting of the Board of Directors, approve amendments to the Constitution and Bylaws which are mandated by NAR policy without the requirement for thirty day notice prior to the meeting.

Section 2. Amendments to this Constitution and Bylaws affecting the admission or qualifications of Board Members, and Institute Affiliate Members, the use of the terms REALTOR®, REALTORS®, or any alteration in the territorial jurisdiction of a Member Board shall become effective upon approval by the Board of Directors of the National Association.

Section 3. Unless otherwise provided herein, all notices referred to in this Constitution and Bylaws may be given by publication in the official Georgia Association magazine, electronically or sent by regular mail.

ARTICLE XX

DISSOLUTION

Section 1. In any event of the dissolution or winding up of the affairs of the Georgia Association, any assets remaining after the payment of all obligations shall be distributed to any other nonprofit, tax exempt organization within the discretion of the Board of Directors.

National Association of REALTORS®

Region 5

Policies and Procedures

Adopted February 21, 1999

Revised 5/10/05

Revised 10/30/05

Revised 11/15/09

Revised 4/24/2015

ARTICLE I

Name and Objectives

Section 1. The name of the organization shall be the National Association of REALTORS® Region 5 Caucus, as defined by the National Association of REALTORS® (hereinafter referred to as "NAR"), consisting of the following states and territories: Alabama, Florida, Georgia, Mississippi, Puerto Rico and the U.S. Virgin Islands, hereinafter referred to as the "Caucus"

Section 2. The objectives of the Caucus shall be to unite Region 5 of the NAR to accomplish common goals and interests, and to be the most effective Region in the country at the national level.

ARTICLE II

Members

Section 1. Members shall be any REALTOR® or REALTOR® Associate who is a member in good standing of any state or territorial association within the Caucus, hereinafter referred to as "Members".

Section 2. Voting Members shall be those Members who are currently serving on the Board of Directors of the National Association of REALTORS® hereinafter referred to as "Voting Members".

Section 3. No proxies shall be allowed.

ARTICLE III

Officers, Duties, and Leadership Team

Section 1. The officers of the Caucus shall be the Regional Vice President (hereinafter referred to as "RVP") and a Secretary-Treasurer, who shall be the Executive Officer of the home state or territory of the RVP, or such other individual within the region willing to serve at the request of the RVP. The Leadership Team of the Caucus shall include the RVP, the Regional Vice President-Elect, Secretary-Treasurer, and the Presidents, Presidents-Elect, and Association Executives of each of the states and territories. The Leadership Team will meet during the NAR November and May national meetings. The President-Elect nominee from each of the states and territories shall be invited as a non-voting participant to attend the Leadership Team meeting held during the November national meeting.

Section 2. The duties and basic functions of the RVP are as follows:

- A. To oversee the work of NAR in the Caucus and act as the representative of the President in such matters as may be assigned to them.
- B. To know and understand the issues of importance to the Caucus and bring matters concerning the Caucus to the attention of the NAR.

- C. To know and understand the issues of importance to the NAR and report matters of concern and actions taken by the Board of Directors back to the Caucus.
- D. To be available as a resource to first-time directors in case the directors have any questions regarding the Board of Directors or any of the NAR processes.
- E. To attend all called meetings for RVPs including but not limited to the Executive Committee meetings and Board of Directors meetings.
- F. To assist the Credentials Committee members in collecting ballots in the event there is a roll call vote at the Delegate Body Meeting.
- G. To prepare and distribute meeting agendas, chair the regional Caucus and to communicate programs, policies, and other pertinent information to the Caucus.
- H. To contact each state and territorial President and Executive Officer to introduce yourself, to discuss areas of concern and to work with them to stimulate a team effort throughout the year.
- I. To invite appropriate speakers to meetings of the Caucus (such as NAR officers and/or appropriate staff members, prospective NAR Leadership, member affiliates, etc.), in order to keep members informed of matters of importance to the Caucus. When applicable, to recognize a NAR committee member to report from a committee which has taken action pertinent to the Caucus.
- J. To encourage state and territorial presidents to recommend qualified members for national committee chairmen and vice chairmen. To be an advocate for those members of the Caucus who seek National Committee appointments and leadership positions.
- K. To organize and host a Region 5 Leadership Team Summit to be held in addition to normally scheduled meetings. Spouses/guests may be invited to attend Region 5 Leadership Team Summits provided however that costs relative to spouse/guest attendance are to be the responsibility of each state or territory.

Section 3. The duties and responsibilities of the Secretary-Treasurer are as follows:

- A. To record all Region 5 meeting minutes and distribute same to each State or Territorial President, State or Territorial Executive Officer and the RVP in a timely manner, following RVP approval; and to record other regional meetings important to the Caucus upon the request of the RVP.
- B. To assist the RVP in administrative functions, including but not limited to, arranging of Caucus meeting rooms.
- C. To have on hand for Caucus meetings the NAR Constitution and Bylaws, the Region Caucus Policies and Procedures, Robert's Rules of Order, newly revised edition, and minutes of the previous meeting.
- D. To maintain a permanent record of minutes and correspondence and provide successor with said records in a timely manner.
- E. To manage, account and report for all funds held by Region 5 for any agreed upon purpose, meeting or activity.

F. To attend all Region 5 Leadership Team meetings.

ARTICLE IV Meetings

Section 1. The Caucus shall meet at NAR meetings where a meeting of the NAR Board of Directors is scheduled.

Section 2. Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Caucus except where otherwise provided in these Policies and Procedures. The RVP shall have the authority to appoint a Parliamentarian, as needed.

Section 3. The RVP shall preside at Caucus meetings. In the absence of the RVP, the most recent RVP in attendance and willing shall preside.

Section 4. A quorum shall be those Voting Members present. A majority vote of the Voting Members present and voting will constitute approval or defeat of any motion.

Section 5. A special meeting of either the Leadership Team or the Caucus may be called by the RVP or upon written request of three or more presidents of the states or territories of Region 5 provided that 10 days notice is given by written, electronic form or telephone to all voting members stating the reason and purpose of the meeting. In the case of an emergency, the RVP has the discretion to call a special meeting of either the Leadership Team or the Caucus with less than 10 days notice, as long as all states and territories have been notified in advance of the meeting.

ARTICLE V Selection of Regional Vice Presidential Nominee

Section 1. The selection of the Regional Vice Presidential nominee by the Caucus shall be held annually during the NAR November meeting and shall be determined by a vote as outlined in Section 4 below.

Section 2. The qualifications for a Potential Candidate or Eligible Candidate for the office of RVP shall be set by the Caucus which will include, but not be limited to, those set by NAR as outlined below.

- A. The Potential Candidate or Eligible Candidate should have broad leadership experience from their board and state or territorial association and should have served as state or territorial president.
- B. The Potential Candidate or Eligible Candidate must have served as a Director of the National Association of REALTORS®.
- C. The Potential Candidate or Eligible Candidate must have served as a member of an NAR Committee other than the State Leadership Forum.
- D. The Potential Candidate or Eligible Candidate must have the endorsement of their state or territorial association.
- E. The Potential Candidate or Eligible Candidate should have other REALTOR® civic and governmental activity and experience as would indicate leadership ability and potential.
- F. The Potential Candidate or Eligible Candidate shall pledge to spend the time and effort to serve in the position to the best of their ability.

Section 3. The Region 5 Nominating Committee shall nominate to the Caucus a potential and/or eligible candidate to serve as RVP at the NAR November meeting the year prior to taking office. The Nominating

Committee shall be composed of a representative from each state or territory plus the most recent Past RVP willing and able to serve, who shall serve as the Chairman. Each state or territorial association shall have the right to select their Nominating Committee member by its own procedure and shall report the name of that individual to the Nominating Committee Chairman.

Section 4. The Region 5 Nominating Committee voting procedure shall be as follows: Florida will have nine votes; Georgia will have four votes; Alabama and Mississippi will have two votes each; Puerto Rico and the Virgin Islands will have one vote each. The aforementioned vote allocation will be reviewed every three years beginning in May 2009 and shall be so noted in the Minutes of that meeting. The Chairman will have one vote to cast only in the event of a tie. Each state or territory may offer one potential candidate each year for the consideration of the Nominating Committee if they so desire. The selection of the Nominating Committee shall be based upon the qualifications for the office of the RVP and other relevant criteria.

Section 5. Election Procedure:

- A. The Region 5 Nominating Committee chairman shall place into nomination the name of the individual recommended by the Nominating Committee for the office of RVP.
- B. Nominations shall be accepted from the floor. In such event, each potential candidate shall be allowed five minutes to address the Caucus, prior to the vote of the Caucus. In the event that more than two potential candidates are voted on, and a majority is not obtained by a candidate, the candidate receiving the fewest votes will be eliminated, the remaining candidates will be voted on in the same fashion until a majority is reached. That person receiving a majority of the votes cast shall be the Regional Vice Presidential nominee and shall submit an NAR application for Elected Office; and once deemed an eligible candidate, his/her name shall be forwarded to the NAR Board of Directors.

ARTICLE VI
Membership on the NAR Nominating Committee

Section 1. Pursuant to the Constitution and Bylaws of NAR, the RVP shall forward to the National Association President-Elect, the name of the appointed representative selected from Region 5 to serve on the National Association Elections Committee, as well as the name of an alternate representative. Those individuals shall be selected by the state or territorial association of the Immediate Past RVP by its own procedure and in accordance with the criteria set forth in the NAR constitution, Article X, Section 2(C). The member and alternate selected to serve on the NAR Elections Committee will be reported to the NAR in accordance with the NAR committee appointment timeline..

Section 2. The name of the individual shall be reported to the Caucus at the first meeting of the Caucus following the selection.

Section 3. The nominee to serve on the Elections Committee of the NAR shall agree to be present at all meetings called by the Chairman of the Committee including the organizational meeting and the meetings that are part of the NAR meetings for the purpose of interviewing and reviewing candidates for national office.

ARTICLE VII
Duties of Each State and Territory to the Caucus

Section 1. The Duties of each State and Territory to this Caucus shall be:

- A. To furnish the RVP with contact information for the Leadership Team of Region 5.
- B. To assist the RVP in setting goals for the region.

- C. To submit a "President's Report" at each Caucus meeting.
- D. To invite the RVP to their state or territorial convention, or other appropriate state or territorial meetings.
- E. To add the RVP to the distribution list for their state and territorial publication. F. To contribute a mutually agreed upon amount for any agreed upon purpose.

ARTICLE VIII Amendments

These Policies and Procedures may be amended by recommendation of any state or territory at any regular meeting of the Caucus by an affirmative two-thirds vote, provided that notice of the substance of any proposed amendment shall first have been given to each state or territorial President, state or territorial Executive Officer and the RVP by fax or electronic transmission at least 30 days prior to the meeting.