



Georgia Association of REALTORS[®], Inc.

CONSTITUTION

AND

BYLAWS

Amended September 2, 2022

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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 "GAR").

ARTICLE II

OBJECTIVES

Section 1. The objectives of GAR shall be to unite local Boards and Associations of REALTORS® in the state of Georgia (hereinafter referred to as "Member Associations") and their members (hereinafter referred to as REALTOR® "Association 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 GAR shall consist of eight classes: (1) Member Association, (2) Association 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 Association 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 GAR and in the National Association of REALTORS® (hereinafter referred to as the "National Association"), except that the Board of Directors of GAR may approve a separate written agreement defining state membership requirements in instances where a Member Association maintains territorial jurisdiction in the state of Georgia and a state contiguous thereto. The "Requirements to Establish a New Member Association of the NATIONAL ASSOCIATION OF REALTORS®" is adopted as the "Requirements to Establish a New Member Association of GAR and shall be considered part of the Policies and Procedures of GAR and shall, in the future, be deemed to be amended and changed whenever said "Requirements to Establish a New Member Association of the NATIONAL ASSOCIATION OF REALTORS®" is amended or changed by the National Association.

B. Association 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 GAR 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 GAR and to the National Association of REALTORS®; and (2) Affiliate members in good standing having paid dues to GAR. Member Council services, rights, responsibilities, and fees are established by the Board of Directors as defined in the GAR 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 GAR without holding membership in a Member Association 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 GAR.

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 Association 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 accordance with the objectives of GAR. Such member must hold membership in a Member Association.

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 GAR. 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 Associations of GAR must be and continue to be, as a condition of continued membership in GAR, 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 Association within the state of Georgia shall be elected to membership in GAR unless it shall be a member of the National Association (or shall become such member within ninety days thereafter) and Member Associations of GAR, as a condition of continued membership in GAR, shall maintain their membership in the National Association.

ARTICLE V

DUES

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

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

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

independent contractors with Association Members. In calculating the dues payable by a Member Association 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 Association or Member Council in the state or a state contiguous thereto as herein before defined, provided the Member Association and/or Member Council notifies GAR in writing (or in any form required) of the identity of the Member Association 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 GAR, times the number of Affiliate Members.

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

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

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 GAR.

Section 5. REALTOR® Emeritus Members, Honorary Members and Past Presidents of GAR shall be exempt from GAR 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 GAR.

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

Section 8. With the payment of dues, each Member Association and Member Council shall file with GAR, a dues transmittal form provided by GAR 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 Association shall collect from each of its members an amount as determined by the Board of Directors of GAR for the Legal Defense Fund.

Section 10. The GAR magazine shall be sent to each member of GAR and \$2.00 of each member's annual dues of \$100.00 shall be for a year's subscription to that publication.

ARTICLE VI

RIGHTS AND RESPONSIBILITIES

Section 1. Association Members, Secondary 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 GAR. Section 14-3-621 of the Georgia Association Nonprofit Corporation Code shall not apply to GAR 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. GAR 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 Association (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 Associations, Association Members, Secondary members, and REALTOR® Emeritus Members of GAR 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. An Association 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 Association 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 GAR shall consist of a President, a President-Elect, the Immediate Past President, a First Vice President, 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. The Vice President of Governmental Affairs, the Vice President of Member and Public Services, and the Vice President of Professional Development shall serve one-year terms or until their successors are qualified and elected. The Regional Directors shall serve two-year terms or until their successors are qualified and elected. No member shall serve more than three consecutive years as a Vice President (Governmental Affairs, Member and Public Services, or Professional Development).

C. The formal installation ceremony of all officers and NAR Directors shall be conducted at the same

time at the Inaugural Conference following their election.

D. The President shall be the official spokesperson of GAR 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 GAR 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 First Vice President 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 First Vice President shall succeed to the office of President-Elect. The First Vice President 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 GAR 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. GAR 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. The office of President-Elect shall succeed to the office of President the following year.
- C. The office of First Vice President is tantamount to election to the office of President-Elect the following year.
- D. At least sixty days prior to the meeting of the Nominating Committee, GAR shall announce a call for submission of Nominations for Officers as outlined in Article XIX, Section 3. All applications for officers, except as otherwise provided in Article VIII, Section 2.G of this Constitution and Bylaws shall be received in the GAR office no later than 11:59 pm on April 15 each calendar year.
- E. The Nominating Committee shall meet during the month of May and select a slate of officers for GAR. Said slate shall consist of one candidate for First Vice President, one candidate for Vice President of Governmental Affairs, one candidate for Vice President of Member and Public Services, one candidate for Vice President of Professional Development, 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 ensure that all members whose names were considered as possible candidates for officers of GAR are notified of the recommendations of the Nominating Committee in a timely manner.
- F. Any nominee for the position of Vice President (Governmental Affairs, Member and Public Services, or Professional Development) must have completed a full term as a Regional Director, prior to taking office, as defined in Article VIII, Section 1.B of these bylaws.
- G. Any nominee for the position of First Vice President 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 GAR 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 GAR recommended by the Nominating Committee will be reported in the next issue of the official GAR magazine as outlined in Article XIX, Section 3 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 GAR office no later than 10 days following the May meeting of the Nominating Committee. Such notice must include the name of the nominee they are challenging. (*Qualified Candidates shall be applicants who submitted an application by the 11:59 pm on April 15th deadline, completed the Nominating process, and are unslated).
- 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 GAR.

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 of GAR. The order of election shall be First Vice President, Vice President of Governmental Affairs, Vice President of Member and Public Services, Vice President of Professional Development, and

Regional Directors in numerical order.

B. If there is only one nominee for First Vice President, then the election may be by voice vote. If there is more than one nominee for First Vice President, then the election shall be by secret written ballot. When any nominee / candidate receives a majority vote from those voting, that nominee / candidate is duly elected to the position. If no nominee / candidate receives a majority vote on any ballot taken, then the nominee / candidate with the lowest number of votes on that ballot shall be dropped from the ballot, and the remaining nominees / candidates 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 / candidate selected on the ballot shall be disqualified and not counted in the vote.

C. The Vice President of Governmental Affairs shall be elected in accordance with Article VIII, Section 3. B.

D. The Vice President of Member and Public Services shall be elected in accordance with Article VIII, Section 3. B.

E. The Vice President of Professional Development shall be elected in accordance with Article VIII, Section 3. B.

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

G. If any office, with the exception of the President and President-Elect, becomes vacant for any reason, the Nominating Committee shall accept applications for no less than 10 days from the time the office becomes vacant. The Nominating Committee shall meet within 10 days from the application deadline to select the nominee and forward the name to the Executive Committee. The Executive Committee shall have no more than 20 days following the Nominating Committee meeting to consider and/or appoint by majority vote the nominee to serve the unexpired term.

Section 4. Selection of NAR Directors At-Large Candidates

A. GAR desires to recommend to the NAR Board of Directors the most qualified REALTORS® in the membership which meet the criteria as determined by the National Association of REALTORS® 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 GAR shall be recommended to the NAR Board of Directors to serve as an NAR Director At-Large for a one-year term. The First Vice President of GAR 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 GAR shall be recommended to the NAR Board of Directors to serve as an NAR Director At-Large for a minimum of a two-year term. If a circumstance arises where the President-Elect, First Vice President, or Immediate Past President has a seat on the NAR Board of Directors by virtue of an NAR appointment that position shall be filled by an At-Large appointment for one-year.

B. All NAR Director At-Large applications, including those designated by NAR for small board, medium, board, and large board allotted positions, must be received in the GAR office no later than 11:59 pm on April 15 each calendar year.

C. At least sixty days prior to the meeting of the GAR Nominating Committee, GAR shall publish in accordance with Article XIX, Section 3 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 GAR office no later than 11:59 pm on April 15 each calendar year.

D. The NAR Directors Nominating Committee, as identified in the GAR Policies and Procedures Manual under National Association of REALTORS® 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 GAR in accordance with the Constitution and Bylaws of the National Association. Additionally, the NAR Directors Nominating Committee shall identify four eligible members as defined in Article VIII, Section 4. A. to serve as NAR Director At-Large alternates to fill any positions that may become vacant and/or available. The Chair of the NAR Directors Nominating Committee shall ensure that all members whose names were considered as NAR Directors At-Large representing GAR are notified of the selections of the NAR Directors Nominating Committee immediately following the meeting. Said notice shall include Article VIII, Section 4. F. and include the specific deadline date to submit to be placed in nomination.

E. The slate of NAR Directors At-Large for GAR selected by the NAR Directors Nominating Committee shall be forwarded to the GAR Nominating Committee to be included with the slate to be reported in accordance with Article XIX, Section 3 after the selections have been made by the NAR Directors Nominating Committee.

F. Names of NAR Director At-Large qualified* candidates in addition to those selected by the NAR Directors Nominating 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. Such notice must include the name and term of the nominee they are challenging and be received in the GAR office no later than 10 days following the May GAR Nominating Committee meeting. (*Qualified Candidates shall be applicants who submitted an application by the 11:59 pm April 15 deadline and completed the NAR Directors selection process).

G. The slate of NAR Directors At-Large selected by the NAR Directors Nominating Committee, as well as the names of qualified candidates placed in nomination by written notice of intent, shall be displayed as identified in Article VIII, Section 2. L.

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 conducted at the meeting of the Board of Directors of GAR held in the last six months of the year per Article VIII, Section 4. A.

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. GAR desires to recommend to the NAR Region 5 Nominating Committee / Caucus the most qualified REALTOR® 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 GAR office no later than 11:59 pm on April 15 each calendar year.

C. The NAR Directors Nominating Committee shall meet between April 15 – 30 to select the nominee for NAR Regional Vice President representing GAR in accordance with the Constitution and Bylaws of the National Association. The Chair of the NAR Directors Nominating Committee shall ensure that all members whose names were considered as NAR Regional Vice President candidate representing GAR are notified of the selection of the NAR Directors Nominating Committee immediately following the meeting. Said notice shall include Article VIII, Section 6. E. and include a specific deadline date to submit to be placed in nomination.

D. The NAR Regional Vice President Candidate for GAR selected by the NAR Directors Nominating Committee shall be forwarded to the GAR Nominating Committee to be included with the slate to be

reported in accordance with Article XIX, Section 3 after the selections have been made by the NAR Directors Nominating Committee.

E. Names of the NAR Regional Vice President qualified* candidates in addition to the selected candidate by the NAR Directors Nominating 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 GAR office no later than 10 days following the May GAR Nominating Committee meeting. (*Qualified Candidates shall be applicants who submitted an application by the 11:59 pm April 15 deadline and completed the NAR Region 5 RVP selection process).

F. The NAR Regional Vice President Candidate selected by the NAR Directors Nominating Committee, as well as the names of qualified candidates placed in nomination by written notice of intent, shall be displayed as identified in article VIII, Section 2. L.

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 conducted at the meeting of the Board of Directors of GAR held in the last six months of the year per Article VIII, Section 4. A.

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 GAR shall consist of the following members: (1) the Executive Committee of GAR, (2) the Chair of all GAR Committees/Forums/Councils/Networks, (3) the Chair of all Member Councils, (4) the NAR Directors, (5) the President of each Member Association, (6) the elected / appointed State Directors from Member Associations, (7) Past Presidents of GAR 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. Each Member Association shall be entitled to designate alternates. Written or electronic notice of the elected / appointed State Directors and Alternates from Member Associations and the designated representative from each of the Institutes, Societies, and Councils must be provided to GAR no later than 11:59 pm December 1 each calendar year. Effective January 1, 2021 the qualifications as adopted by the GAR Board of Directors in the GAR Policies and Procedures Manual under "STATE DIRECTORS" must be met for all State Directors and Alternates, prior to participating as a State Director.

B. The elected / appointed State Directors shall take office at the beginning of the elective year and serve until their successors have been elected / appointed. The number of elected / appointed State Directors and Alternates from each Member Association is determined by the total membership of each Member Association 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:	NUMBER OF ALTERNATES
50 and under members	1 director	2
51 - 150 members	2 directors	2
151 - 300 members	3 directors	2
301 - 450 members	4 directors	2
451 - 600 members	5 directors	2
601 - 750 members	6 directors	2
751 - 900 members	7 directors	3
901 - 1050 members	8 directors	3
1051 - 1200 members	9 directors	3
1201 - 1350 members	10 directors	4
1351 - 1500 members	11 directors	4
1501- 1750 members	12 directors	4
1751 - 2000 members	13 directors	4
2001 and more members	13 directors plus 1 additional director for each 500 members or portion thereof exceeding 2000 members	5

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

Section 2. Vacancies

A. Should the President or an elected / appointed State Director of a Member Association be unable to attend a meeting of the Board of Directors, the Member Association may designate via the electronic GAR BOD Reporting Tool an Alternate to serve as a voting State Director for that meeting. Such designation must be entered into the BOD Reporting Tool and received at least forty-eight hours prior to the call to order of the Board of Directors meeting. 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 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 GAR 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 GAR.

D. The Board of Directors shall prescribe the method of election of members to GAR.

E. The Board of Directors shall have the power to expel or suspend any State Director 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, Committees, Councils and Forums. 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 GAR.

Section 4. Meetings

A. GAR shall have two general membership meetings each year. The “Inaugural 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 GAR 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 GAR. Upon receipt of such written request to GAR, 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.

Section 5. Electronic Transaction of Business

To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

ARTICLE X

COMMITTEES

Section 1. The standing committees of GAR 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 GAR, 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 GAR, 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 Association Members, Institute Affiliate Members, Affiliate Members, REALTOR® Emeritus Members, Association Executives and Staff Specialists in good standing of GAR to serve as Chairs, Vice Chairs 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 GAR, 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 GAR 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 GAR 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 GAR and shall be considered a part of its Policies and Procedures. The Code of Ethics of GAR 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 GAR and shall be considered a part of its Policies and Procedures. The Code of Ethics and Arbitration Manual of GAR 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 Association, prior to referring an ethics complaint or arbitration request for review to GAR, 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 Association 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 Association cannot impanel an impartial tribunal, the Member Association may refer the matter to GAR, and GAR may delegate to another Member Association or a regional enforcement facility, the authority to hear the case on behalf of GAR. No Member Association or regional enforcement facility, however, may be required to accept this delegation of authority. If no other entity is amenable to conducting the review, GAR 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 Association Members and between Association Members and their customers or clients may be submitted to the Grievance Committee of

GAR under the following circumstances:

- A. Allegations of unethical conduct made against an Association Member who is directly a member of GAR and not a member of any Member Association.
- B. Allegations of unethical conduct made against an Association Member in the instance in which the Member Association, because of size or other valid reason, determines that it cannot provide a due process hearing of the matter, and petitions GAR to conduct a hearing.
- C. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Association Members who are not members of the same Member Association where the matter has been referred to GAR by both Member Associations.
- D. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Association Members who are directly members of GAR and are not members of any Member Association.
- 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 Association, but is directly a member of GAR, and an Association Member who is a member of a Member Association.
- F. Contractual disputes (and specific non-contractual disputes as defined in Standard of Practice 17-4) between Association Members of the same Member Association where the Member Association with good and sufficient reason is unable to arbitrate the controversy. (Explanation: This provision is not designed to relieve a Member Association of its primary responsibility to resolve differences arising between members of the same Member Association. The section recognizes that in some Member Association with limited membership, usual arbitration procedures may be impossible.)
- G. Contractual disputes between a customer or a client and an Association Member where the Member Association with good and sufficient reason is unable to arbitrate the dispute or the Secondary Member is a direct member of GAR.

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, which will be deemed amended and changed whenever the Code of Ethics and Arbitration Manual of the National Association is amended or changed.

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 GAR and shall be governed by the Code of Ethics and Arbitration Manual of the National Association of REALTORS® and the signed agreements between GAR 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 written (including online), verbal or physical conduct including but not limited to threatening or obscene language, unwelcome sexual advances, stalking, actions including but not limited to 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.

ARTICLE XIV
HEADQUARTERS

Section 1. GAR 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 GAR shall be the calendar year.

Section 2. The elective year of GAR 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. In the event circumstances prevent the annual NAR Conference from taking place the elective year shall begin and end on the day that the NAR Board of Directors designates for the regular BOD meeting per the NAR Constitution and Bylaws, Article IV, Section 4.

ARTICLE XVI
POLICIES AND PROCEDURES

Section 1. The Board of Directors shall establish and amend Policies and Procedures of GAR.

ARTICLE XVII
INDEMNIFICATION

Section 1. GAR 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 GAR 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 GAR of such request and shall afford GAR 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 GAR.

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 GAR 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 GAR, 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.