

**AMENDED AND RESTATED  
BYLAWS OF  
GEORGIA REAL ESTATE  
EDUCATORS ASSOCIATION, INC.**

## ARTICLE I

### NAME, PURPOSE AND AFFILIATION

Section 1. Name. The name of this organization is the Georgia Real Estate Educators Association, Inc., herein after referred to as "GREEA," or as "the Association." The Association is a non-profit corporation duly formed in the State of Georgia. The Association's scope is statewide, encompassing real estate educational activities.

Section 2. Purposes. The purposes of the Association shall be as follows:

- (a) Education. To facilitate communications and cooperation between and among all concerned with instruction, administration, and regulation of real estate education, and to raise the competence and performance of these people to the highest possible level.
- (b) Professional Practice. To promote education, professional standards of competence, performance, and ethics among all real estate practitioners.
- (c) Recognition. To recognize members of the Association who make notable contributions to real estate education.

Section 3. Affiliation. GREEA is not affiliated with any organization, institution or agency and is organized and governed by its own membership through its elected Officers and Directors.

Section 4. Mission. GREEA is a statewide association of real estate educators whose mission is to promote high standards in real estate education, camaraderie among its members and opportunities for professional development.

GREEA fulfills its mission by:

- Sponsoring formal and informal venues for sharing ideas and experiences.
- Participating in program development.
- Recognizing and supporting members who make notable contributions to real estate education in Georgia.
- Providing opportunities for personal and professional growth.
- Evaluating current information on legislation affecting real estate education and the industry.
- Researching and developing new programs and materials.
- Maintaining an effective working relationship with the Georgia Real Estate Commission.
- Acting as a liaison with other real estate education networks and providers.

## ARTICLE II

### MEMBERSHIP

Section 1. Membership in the Association is open to any person or any organization actively involved in or concerned with real estate education and training.

Section 2. Classes of Membership.

- (a) Individual Membership. Only individual members in good standing may hold office and vote.
- (b) Affiliate Membership. Colleges, proprietary schools, community colleges, real estate regulatory agencies, professional organizations and like groups or entities may affiliate only as institutional members in order to participate in GREEA events and to provide financial support to the Association. Institutional members may not hold office or vote.
- (c) Charter Membership shall include any person or institution that joined the Association before May 15, 1990. This designation carries no special privileges.

Section 3. Retention of membership is conditioned upon being in good standing with the Association, which means that members of the Association shall pay dues on or by such date and in such amount as established by the Board of Directors, shall not be otherwise indebted to the Association, and shall conform with these bylaws. Any member who fails to maintain good standing shall be removed as a member of the Association by appropriate action of the Board of Directors, and shall be reinstated only upon fulfilling all requirements for good standing as existed at the time of removal.

## ARTICLE III

### BOARD OF DIRECTORS

The Board of Directors shall have general charge and control of affairs, funds and property of the Association and shall govern the Association and carry out its purposes in accordance with these bylaws. The Board of Directors shall be responsible for the governance of and general policy and planning for the Association, but the Board of Directors may not alter, amend, or rescind any resolution or motion duly adopted at a meeting of the Association.

Section 1. Composition. The Board of Directors shall consist of the President, President-Elect, Secretary, Treasurer, immediate Past President, six At-Large-Directors, and all Standing Committee Chairpersons.

Section 2. Election. Officers, Directors and Committee Chairpersons shall be elected at the annual business meeting of the members as provided herein.

Section 3. Term of Officers. The President, President-Elect, Secretary and Treasurer shall be elected and installed at the Association's annual business meeting but shall not take office until January 1 of the following year. Such Officers shall serve for one year or until successors are elected and installed.

Section 4. Term of Directors. The At-Large-Directors shall be elected for three-year staggered terms as determined by the Board of Directors. Three-year At-Large-Directors shall not succeed themselves in office.

Section 5. Terms of Committee Chairperson. Committee Chairpersons shall serve one (1) year terms.

Section 6. Election Results and Installation. Election results shall be announced at the annual business meeting of the members. Elected Officers, Directors and Committee Chairpersons shall be installed at this annual business meeting of the members.

Section 7. Meetings. The Board of Directors shall meet at the time and place of the annual business meeting of the members and at other times, places, and in such manner as shall be called by the President. The Board of Directors also shall meet upon a written request addressed to the Secretary by any three members of the Board of Directors, but in such instance, at least ten (10) days' notice of such meeting shall be given. Notices shall state the time, place, and manner of the meeting but need not state the purpose. For purposes of this section, notice may be given in any form reasonably calculated to inform the members of the Board of Directors.

Section 8. Quorum. Six or more members of the Board shall constitute a quorum. The affirmative vote of majority of Directors present shall constitute an action of the Board of Directors, if a quorum is present when the vote is taken.

Section 9. Removal from or Vacancy on Board of Directors. Any member of the Board of Directors other than the Past President may be removed for any reason whatsoever (including but not limited to, unexcused absences from three consecutive meetings of the Board of Directors) by two-thirds (2/3) affirmative vote of the Board of Directors. Any member of the Board of Directors may resign.

Section 10. Replacement. Vacancies in the Board caused by any reason whatsoever shall be filled by a vote of the majority of the remaining Board of Directors, even if less than a quorum, at any Board meeting. The successor so selected shall hold office for the remainder of the staggered term of the Director position being filled.

Section 11. Requirement of Good Standing. Each member of the Board must be an individual member of the Association in good standing at the time of election and throughout the term of office.

Section 12. Action Without Meeting. The Board of Directors may act without a meeting if a majority of the members of the Board of Directors consent to such action in writing.

## ARTICLE IV

### ADMINISTRATION, RESPONSIBILITY OF OFFICERS

The duties and responsibilities of the Officers of the Board of Directors shall be as follows:

Section 1. The President shall be the general administrator and chief executive officer of the Association and shall preside at all meetings of the Association and the Board of Directors; shall appoint all committees and task forces and shall serve as an ex officio member of same; shall enforce bylaws of the Association; shall conduct correspondence appropriate to carrying out the duties of the office; shall arrange for the annual business meeting and notice thereof to the membership; and shall perform all other duties ordinarily appertaining to the office of President.

Section 2. The President-Elect shall be responsible for long range planning and shall attend to such other duties assigned by the President or the Board of Directors. In the event of the absence, disability or refusal of the President to act, the President-Elect shall act in the President's stead. In addition, the President-Elect shall automatically accede to the office of President when the Presidents' term of office ends.

Section 3. In the event of the absence of the President and the President-Elect, the Board of Directors shall designate a Board member to act in the interim.

Section 4. The Treasurer, as the principal fiscal officer, shall be in charge of and responsible for the funds and books of account of Association, and shall attend such other duties as assigned by the Board of Directors. The Treasurer shall have charge of all funds and securities of the Association, which shall be kept in FDIC insured banks or other depositories or invested in accordance with a written policy approved by the Board of Directors. The Treasurer shall also be responsible for maintaining a current list of members in good financial standing, which is prepared by the Membership Chairperson and transmitted to the Board of Directors annually. The Treasurer shall, on or before the end of the fiscal year, prepare a budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year to be submitted to the Board of Directors for approval.

Section 5. The Secretary shall keep full and complete minutes of the meetings of the membership and of the Board of Directors; conduct correspondence; issue notices; and shall perform all other duties usually appertaining to the office of Secretary and such other duties as assigned by the Board of Directors. The Secretary also shall oversee and confirm that the Association's accounting firm has properly and timely filed the Association's annual report and annual registration with the Secretary of State's Office and report same to the Board of Directors. If the Secretary is absent from any such meeting the President shall appoint any person in attendance to act as Secretary of the meeting.

Section 6. The Immediate Past President shall be chairperson of the Nominating Committee and shall perform such duties as the President and the Board of Directors may request.

## ARTICLE V

### MEETING OF MEMBERS AND VOTING PROCEDURES

Section 1. Place of Meeting. All meetings of the membership shall be held at such place, within or outside the State of Georgia, as may be determined by the Board of Directors or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 2. Annual Business Meetings. The annual business meeting of members for the election of Officers and Directors and for the transaction of such other business as may come before the Meeting shall be held each year at such time and place as fixed by the Board of Directors.

Section 3. Special Meetings. A special meeting of the membership for any purpose or purposes, unless otherwise prescribed by statute, may be called at any time by order of the Board of Directors, and shall be called by the President or the Secretary at the request of at least twenty percent (20%) of members of the Association entitled to vote at such meeting.

Section 4. Members Eligible to Vote and Voting Lists. Only members in good standing on the date the meeting notice is sent to the members shall be eligible to vote at such meeting. The Treasurer and/or Membership Chairperson shall make and provide (as of the date the meeting notice is sent to the members) a complete list of members in good standing on that date. The list of Members in good standing shall be arranged in alphabetical order. A member in good standing is a member who has paid current membership dues.

Section 5. Notice of Meetings. Except as otherwise provided by statute, notice of each meeting of the membership, whether annual or special, shall be given at least thirty (30) days before the day on which the meeting is to be held. Such notice shall be given to each member of the Association (even if a member is not in good standing as of the date the meeting notice is sent to the members). Such notice shall be deemed to be delivered on date of email transmission or when deposited in the United States mail in a sealed envelope addressed to the member at his/her address as it appears on the records of the Association, with first class postage thereon paid. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise provided in these Bylaws or by statute expressly provided or required. Notice of any adjourned meeting of the membership shall not be required to be given, except when expressly required by law.

Section 6. Nomination of Board Members. In order to be nominated for a position on the Board, as described in Article III, Section 1 of these Bylaws, a person must be a member in good standing for at least one (1) full calendar year prior to nomination. Additionally,

whenever practicable, the Nominating Committee shall slate nominees for President-Elect, Secretary, and Treasure who have served a minimum of one year on the Board of Directors. A call for nomination shall be sent to the members at least thirty (30) days but not more than sixty (60) days prior to the date nominations are due to the nominating committee. Nomination for each position shall be made by the nominating committee, and presented to the Board during the October Board meeting.

Section 7. Ballot. Ballots shall be used only for the purpose of electing Officers and Directors if more than one person is nominated for a particular position. In such situation, ballots shall be distributed to each member entitled to vote at an annual business meeting of the members. Ballots shall be collected and counted prior to the installation ceremony at the annual business meeting.

Section 8. Quorum. At each meeting of the membership, twenty (20%) percent of the members entitled to vote shall constitute a quorum for the transaction of business, except where otherwise provided by law, by these Bylaws, or by the Articles of Incorporation.

Section 9. Voting. At each annual business meeting, each individual member entitled to vote shall have one vote which must be cast in person. No proxies are permitted. Individual members may vote for the election of Officers and Directors at the annual business meeting of the Members by acclamation or, if more than one person is nominated for the same position, voting for that position shall be done by ballot as described in Section 7 above.

At all meetings of the membership, all matters (except the election of Officers and Directors) shall be decided by the vote of a majority of members present in person and entitled to vote at the meeting, a quorum being present. Unless required by law or demanded by a member present in person at any meeting and entitled to vote at the meeting, the vote on any question need not be by ballot. Upon a demand for a vote by ballot, upon any question, by any member present in person at any meeting and entitled to vote thereat, such vote by ballot shall immediately be taken.

Section 10. Procedures. Meetings of the membership and of the Board of Directors shall be conducted according to the current edition of Robert's Rules of Order, Revised.

## ARTICLE VI

### DUES, FINANCIAL DISCLOSURE; FISCAL YEAR

Section 1. Dues. The Board of Directors shall establish dues at a level necessary to carry out the purposes of the Association. Dues for individual members may be set at a different level than for institutional members. Dues shall be paid in U.S. currency or its equivalent.

Section 2. Financial Disclosure. The Board of Directors shall place before the members at every annual business meeting of the members (a) financial statements for the current fiscal year ended and (b) any further information regarding the financial affairs of the Association.

Section 3. Fiscal Year. Starting on July 1 of the year after these Amended and Restated Bylaws are approved by the membership, the fiscal year of the Association shall be July 1-June 30, unless otherwise determined by the Board of Directors.

## ARTICLE VII

### COMMITTEES

The President may recommend committees as necessary to carry out the purposes of the Association, in addition to the following standing committees: (1) Awards Committee; (2) Georgia Instructor Training Committee; (3) Annual School Meeting Committee; (4) Membership Committee; (5) Nominating Committee; (6) Events Committee; (7) Communications Committee. Recommendations of all committees shall be subject to approval by the Board of Directors and the Board may create any new standing committees (whose chairpersons will be Board Members) as the Board deems necessary from time to time.

Section 1. Awards Committee. The Awards Committee shall: (1) create and maintain criteria for the Association's annual awards program recognizing the accomplishments of individuals, programs, and/or organizations; (2) publicize these criteria; (3) accept and process award nominee applications; and (4) determine the award recipients unless the Board of Directors reserves such right for itself. The Committee may recommend other forms of recognition, as it deems appropriate. The President, in his/her discretion, may bestow the President's Award.

Section 2. Georgia Instructor Training Committee. The Committee shall schedule the GIT workshops and facilitate the delivery and, as necessary, revision of the Instructor Development Workshop materials in coordination with the Georgia Real Estate Commission. The Committee, at the request of the Board of Directors, shall initiate instructor training, instructor certifications, and professional designations as necessary to carry out the purposes of the Association and support initiatives of the Georgia Real Estate Commission.

Section 3. Annual School Meeting Committee. The Committee shall develop, schedule and coordinate the Annual School Meeting and pre-meeting instructor continuing education classes, if any, as approved by the Board of Directors in cooperation with the Georgia Real Estate Commission.

Section 4. Membership Committee. The Membership Committee shall: (1) develop systems to review and analyze membership recruitment and involvement; (2) encourage membership participation; and (3) coordinate membership records with the Treasurer and any other committee and Board Member. The Membership Committee shall publicize and promote the events and benefits of membership in the Association.

Section 5. Nominating Committee. In accordance with Article V, Section 6 of these Bylaws, for each annual election, the Nominating Committee shall propose one or more candidates in accordance with policies established by the Board of Directors for each



office or position in the Association to be filled, except no nominees shall be proposed for President unless the President-Elect is unable to accede to this office. The Nominating Committee shall attempt to nominate and slate candidates for Director positions in such a manner as will assure continuing balanced representation of the membership's organizational affiliation and educational activities on the Board of Directors. The Immediate Past President of the Association shall be the chairperson of the Nominating Committee.

Section 6. Events Committee. The Committee shall make all arrangements for special programs and networking events for the membership as approved by the Board of Directors.

Section 7. Communications Committee. The Committee shall oversee the GREEA website and other social media sites, if any, and shall assist the Membership Committee in promoting and publicizing the Association.

## ARTICLE VIII

### COMMUNICATIONS

The Board of Directors may initiate communications as necessary to carry out the purposes of the Association.

## ARTICLE IX

### AMENDMENTS

These Bylaws may be amended by at least a two-thirds (2/3) vote of the members present in person or by proxy at an annual business meeting of the members so long as: (1) notice of intent to amend has been mailed or emailed to all members with the notice of the annual business meeting of the members (at least thirty (30) days prior to such annual business meeting of the members); and (2) a quorum is present at such meeting. This notice of intent to amend requirement may not be waived.

## ARTICLE X

### OPERATING POLICIES AND PROCEDURES

The Board of Directors may initiate and approve additional organizational policies and procedures for the Association as necessary. Approved policies and procedures shall be available to any member on request, but the Board of Directors shall be required to publish such approved policies and procedures to the entire membership.

## ARTICLE XI

### OUTSIDE CONTRACTORS

The President may engage paid administrative staff, legal counsel, and financial or investment consultants or other outside contractors to carry on the affairs of the Association if the Board of Directors determines that the need exists and that adequate financial resources are available.

## ARTICLE XII

### INDEMNIFICATION

Section 1. Right of Indemnity. To the full extent authorized by law for the good faith exercise of judgment in the performance of assigned duties, the Association shall indemnify any person made or threatened to be made a party to any action, suit, or proceeding, whether criminal, civil, administrative, or investigative, by reason of the fact that the person is or was a member of the Board of Directors or any other committee, an Officer, employee, or any member acting as an authorized agent of the Association or any affiliated entity or serves or served any other enterprise as a Director, trustee, Officer, or employee at the request of the Association against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, by reason of the fact that the person is or was an agent, so long as said agent was acting within the scope of the agent's duties to (or, where applicable, employment with) the Association.

Section 2. Advancement of Expenses. Upon prior written request made to the President, and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under this Article in prosecuting or defending any proceeding covered by these sections may be advanced by GREEA before final disposition of the proceeding. All such advances made to such person shall be repaid by that person unless it is ultimately determined by the Board of Directors that the person is entitled to be indemnified by the Association for those expenses.

Section 3. As a condition of any such right of indemnification, the Association may require that it be permitted to participate in the prosecution or defense of any such action or proceeding through legal counsel designated by the Association and at the expense of the Association.

Section 4. Insurance. Without limiting the generality of the foregoing, the Association may contract for insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any of the foregoing persons pursuant to this Article or otherwise as permitted by law, and may also contract for companion insurance directly insuring any or all of such persons against liabilities and expenses.

## ARTICLE XIII

### DISSOLUTION

In any event of the dissolution or winding up of the affairs of the Association, any assets remaining after the payment of all obligations shall be distributed to one or more regularly organized and qualified nonprofit educational or charitable organizations within the discretion of the Board of Directors; provided, however, that no part of any remaining assets shall be distributed to, or inure to the benefit of, members of the Association.

#### Presidents

1990 Robert R. Jones  
1991 Kay C. Evans  
1992 Mary Shern  
1993 Barry Richardson  
1994 Tripp Anderson  
1994 Sylvia Shelnutt  
1996 Joseph E. Kennedy  
1997 Joseph E. Kennedy  
1998 Gregory Dunn  
1999 Rebecca Fletcher  
2000 John Mangham  
2001 Juanita Motley  
2002 Pat Johnson  
2003 David Thomas  
2004 Rhonda Haran  
2005 Mickel Graham  
2006 Jewell Wright  
2007 Rebecca Fletcher  
2008 Linda Bardach  
2009 Kathy McJenkins  
2010 Karen Loftus  
2011 Earlene Gardner  
2012 Dan Wilhelm  
2013 Alison Trevor

#### Presidents

2014 Monica Lee-Hickerson  
2015 Jamie Platt Lyons