

VIRGINIA REAL ESTATE EDUCATIONAL FOUNDATION
BYLAWS
AS AMENDED FEBRUARY 8, 2003

ARTICLE I

Purposes

Section 1. General Purpose. It is the general purpose of the Foundation to receive, maintain and disburse funds for the research, literary or educational purposes, objectives and activities of the Virginia Association of REALTORS® (the "Association") as set forth in the Articles of Incorporation, and nothing contained herein or elsewhere shall be construed to authorize or permit any action that is not in furtherance of those purposes.

Section 2. Specific Purposes. For the most part, the funds of the Foundation will be used to promote a study of real estate, to promote suitable standards of education in real estate, to broaden and expand real estate course offerings at educational institutions within the Commonwealth of Virginia, and to promote such other activities as may foster, encourage and support the improvement of quality, interest and research in the teaching and study of real estate.

It shall also be the policy of the Foundation to make disbursements as grants in aid to persons and entities who are engaged in activities encompassed by the purposes of the Foundation for the sole purpose of assisting them in the pursuit of such purposes.

ARTICLE II

Definitions

"Association" shall mean the Virginia Association of REALTORS®.

"Policy Board" shall mean the Policy Board of the Virginia Real Estate Educational Foundation.

"Policy Board of the Association" shall mean the Policy Board of the Virginia Association of REALTORS®, as defined in the Bylaws of the Virginia Association of REALTORS®.

"Chairman of the Board of Trustees" shall mean the Chairman of the Board of Trustees of the Virginia Real Estate Educational Foundation, who is also the President and chief executive officer of the Virginia Real Estate Educational Foundation.

Member of the "Policy Board" shall mean a member of the Policy Board of the Virginia Real Estate Educational Foundation.

Member of the "Policy Board" of the Association shall mean a member of the Policy Board of the Virginia Association of REALTORS®, as defined in the Bylaws of the Virginia Association of REALTORS®.

"Foundation" shall mean the Virginia Real Estate Educational Foundation.

"President of the Association" shall mean the President of the Virginia Association of REALTORS®, as defined in the Bylaws of the Virginia Association of REALTORS®.

"President" shall mean the President of the Virginia Real Estate Educational Foundation, who is also the Chairman of the Board of Trustees of the Foundation and the Foundation's chief executive officer.

"Trustee" shall mean a member of the Board of Trustees of the Virginia Real Estate Educational Foundation.

"Leadership Team of the Association shall mean the Leadership team of the Virginia Association of REALTORS®."

"Member of the Leadership Team of the Association shall mean member of the Leadership team of the Virginia Association of REALTORS®."

"Leadership Team shall mean the Leadership team of the Virginia Real Estate Educational Foundation."

"Member of the Leadership Team shall mean the Leadership team of the Virginia Real Estate Educational Foundation."

ARTICLE III

Policy Board

Section 1. Composition. The Policy Board of the Foundation shall consist of the same members who comprise the Policy Board of the Association.

Section 2. Duties and Responsibilities. The Policy Board shall have general charge of the affairs of the Foundation, shall establish and make the policies by which the Foundation is governed, and shall delegate such authority and adopt such rules and regulations as may be deemed proper and not in conflict with these Bylaws.

Section 3. Policy Board Meetings.

(a) Regular meetings of the Policy Board shall be held immediately upon adjournment of regular meetings of the Policy Board of the Association at the same place as the meetings of the Policy Board of the Association. Officers for the upcoming year shall be installed at the Fall Business Conference meeting of the Policy Board.

(b) Special meetings of the Policy Board may be called by the President of the Association on such date and at such place as the President may designate, or shall be called by the President of the Association upon written request of ten (10) members or a majority of the Policy Board.

(c) Any call for a special meeting of the Policy Board shall state the purpose, time, and place of the meeting, and shall be issued in writing at least ten (10) days in advance of such meeting.

(d) A quorum for transaction of business by the Policy Board of the Association shall constitute a quorum for transaction of business by the Policy Board of the Foundation.

(e) The President of the Association shall preside at Policy Board meetings. The Chairman of the Board of Trustees may be called upon to report to the Policy Board at such meetings. Meetings of the Policy Board shall be conducted in accordance with these Bylaws and the Bylaws of the Association. In the event of a conflict in the Bylaws of the Association and these Bylaws, these Bylaws shall govern.

ARTICLE IV

Board of Trustees

Section 1. General Powers. The business and affairs of the Foundation shall be managed by the Board of Trustees in keeping with the Articles of Incorporation of the Foundation, these Bylaws and the Operations and Policy Manual.

Section 2. Number and qualifications. The Board of Trustees of the Foundation shall consist of six (6) members. Trustees need not be residents of the Commonwealth of Virginia. Trustees may not serve more than two (2) consecutive three (3) year terms. If a Trustee serves the remainder of a term to which another person was appointed, he or she may nonetheless be eligible to serve two (2) successive three (3) year terms thereafter. Upon completion of two (2) successive full terms, a Trustee shall not be eligible for appointment to the Board of Trustees for one (1) year. The Terms of the Board of Trustees be staggered so that the terms of two (2) Trustees expire each year.

Section 3. Meetings of Trustees. Meetings of the Board of Trustees shall be held at places and times fixed by resolution of the Board of Trustees, or upon call by the Chairman of the Board of Trustees. At a minimum, the Board of Trustees shall meet in conjunction with the two (2) annual major meetings of the Association. The Secretary, or officer performing the Secretary's duties, shall give at least twenty-four (24) hours written or electronic notice of all meetings of the Board of Trustees; provided, however, that notice need not be given of regular meetings held at times and places established by resolution of the Board of Trustees. Meetings may be held at any time without notice if all of the Trustees are present, or if those not present waive notice either before or after the meeting. A quorum of the Board of Trustees shall three (3) Trustees, and the act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees.

Section 4. Special Meetings. Special meetings of the Board of Trustees may be called by the Chairman of the Board of Trustees, or upon the written request of three (3) Trustees.

Section 5. Attendance: Trustees who fail to attend two (2) consecutive meetings of the Board of Trustees without an excuse approved by the Board of Trustees shall be deemed to have resigned from office effective at the conclusion of the second such meeting.

Section 6. Action Without a Meeting: Any action to be taken at a meeting of the Board of Trustees may be taken without a meeting if a written consent approving the action so taken is signed by all of the Trustees entitled to vote with respect to the subject matter, and such consent complies with all requirement of the laws of the Commonwealth of Virginia.

Section 7. Vacancies: Any vacancy occurring among the Trustees shall be filled by the Leadership Team and confirmed by the Policy Board.

Section 8. Removal of Trustees. Any Trustee may be removed at any time, with or without cause, by a majority vote of the Policy Board.

ARTICLE V

Officers of the Foundation: Appointment

Section 1. General. The officers of the Foundation shall consist of a Chairman of the Board of Trustees, who shall be the President of the Foundation and its chief executive officer, a Chairman-Elect of the Board of Trustees, the Immediate-past Chairman and a Chief Executive Officer. Officers for the year commencing January 1 shall be elected by the Trustees at or following the annual fall Business Conference of the Association, and each shall serve a term of one (1) year.

Section 2. Chairman, Chairman-Elect and Immediate-past Chairman. The Chairman-Elect of the Board of Trustees shall become the next Chairman of the Board of Trustees. The Chairman-Elect of the Board of Trustees must have served on the Board of Trustees for a minimum of one year to be eligible to be elected Chairman-Elect. No person shall be elected to the position of Chairman-Elect if the term there would be served during the last year of the second consecutive term as Trustee. The Immediate-past Chairman may serve in an ex-officio, non-Trustee capacity if the person's term begins after completing two successive full terms as Trustee. Upon completion of a one year term as Immediate-past Chairman, in an ex-officio, non Trustee capacity, the person will be eligible to be elected to a new three-year term as Trustee.

Section 3. Duties of Officers.

(a) Duties of the Chairman.

(i) The Chairman shall be the President of the Foundation and its chief executive officer and shall in general supervise all of the business and affairs of the Foundation with the assistance of the Chief Executive Officer. The Chairman shall preside at all meetings of the Board of Trustees and shall represent the Foundation as its official spokesman, and act in its name, subject to its declared policies.

(ii) The Chairman shall report on the state of the Foundation at each meeting of the Policy Board and shall submit such recommendations as deemed necessary.

(iii) In the absence or the unavailability of the Chairman, the Chairman-Elect shall perform the duties of the Chairman.

(b) Duties of the Chairman-Elect. It shall be the duty of the Chairman-elect:

(i) To perform the duties of the Chairman when so requested by the Chairman.

(ii) To preside over meetings and discharge other duties of the Chairman in the absence or unavailability of the Chairman.

(iii) To prepare in writing such reports as may be called for by the Chairman or Policy Board.

(c) Duties of the Immediate-past Chairman. The Immediate-past Chairman:

(i) To provide general guidance to the Trustees and assistance in considering grant requests.

(d) Duties of the Chief Executive Officer. The Chief Executive Officer:

(i) Shall be the chief administrative officer, whose duty it shall be to administer the business of the Foundation with the approval of the Chairman and the Policy Board, to perform all duties such as shall devolve upon the Chief Executive Officer by reason of the office or as may be required by the Policy Board.

(ii) Shall employ and discharge all administrative and clerical employees assigned to the Foundation. The Chief Executive Officer shall exercise general supervision over the office and employees assigned to the Foundation and shall handle all necessary correspondence in the name of the Foundation.

(iii) Shall collect monies, keep the accounts and books, be the custodian of the Foundation records and shall establish accounts in the name of the Foundation in federally-insured financial institutions as approved by the Policy Board.

(iv) Shall serve as Secretary of all meetings of the Board of Trustees and Policy Board.

(v) Shall serve concurrently as Secretary-Treasurer of the Foundation and shall attend all meetings of the Board of Trustees.

(vi) Shall be the Chief Executive Officer of the Association.

(e) Secretary-Treasurer: The Chief Executive Officer shall serve as Secretary-Treasurer of the Foundation. The Secretary-Treasurer shall (i) prepare and maintain the records and reports of the Foundation; (ii) give notice, attend and keep minutes of all meetings of the Policy Board and Board of Trustees; (iii) collect, receive and be the custodian of all funds of the Foundation; (iv) assure that true and accurate accounting of the financial transactions of the Foundation is made; (v) assure that adequate reports

of all such transactions are made to the Policy Board and the Board of Trustees; and (vi) assure that an audited report is prepared and presented at such times as may be directed by the Policy Board.

(f) Other Duties of Officers. In addition to specific duties as prescribed heretofore, the duties of all officers shall be such as their titles, by general usage, would indicate, and such as may be assigned from time to time by the Chairman or the Policy Board.

Section 4. Succession to office.

(a) In the event of the death, disability, resignation, or removal from office of the Chairman, the Chairman-Elect shall succeed to the Chair and a Chairman-Elect will be elected to serve for the remainder of the term of office by the Leadership Team within fifteen (15) days of such occurrence.

(b) In the event of the death, disability, resignation, or removal from office of the Chairman-Elect, the Chairman shall, within fifteen (15) days of such occurrence, call a meeting of the Board of Trustees to elect a successor.

Section 5. Removal of Officers: Any officer of the Foundation may be removed, with or without cause, at any time by a resolution passed by the affirmative vote of a majority of all of the Policy Board.

ARTICLE VI

Leadership Team

Section 1. Composition. The Leadership Team shall consist of the same members who comprise the Leadership Team of the Association.

Section 2. Duties and Responsibilities. The Leadership Team has the authority to meet, to discuss Foundation matters and to make recommendations to the Policy Board and the Trustees. It also shall be authorized to make budgetary adjustments within a total line item, and to make decisions regarding policy interpretations between meetings of the Policy Board and the Trustees. The Leadership Team shall report its actions to the Policy Board or the Trustees as appropriate.

Section 3. Meetings. The Leadership Team shall meet upon the call of the President or three of the voting members, stating the time and place of the meeting. A majority of the voting members of the Leadership team, one of which must be the President of the Leadership Team of the Foundation or the President-Elect of the Leadership Team of the Foundation, shall constitute a quorum. Participation by conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other, shall constitute presence in person at a meeting.

ARTICLE VII

Conflicts of Interest and Disclosure

Section 1. Conflicts of Interest Policy. No contract or other transaction shall be entered into between the Foundation and one or more of its officers or Trustees, or in which one or more of its officers or Trustees is interested. Trustees shall neither seek nor accept compensation for services from any corporation, firm, association, or entity where such compensation derives from grants made by the Foundation.

Section 2. Disclosure. Any officer or member of the Policy Board, or Board of Trustees or employee assigned to the Foundation having any interest in any contract or other transaction to which the Foundation is a party, or having any interest in any other corporation, firm, association, or entity which is a party to any contract or other transaction to which the Foundation is a party, shall immediately disclose such interest in writing to the body considering such.

ARTICLE VIII

Appointment of Officers and Trustees

Section 1. Appointment of Trustees:

- (a) Local Associations and others may recommend candidates for the Board of Trustees of the Virginia Real Estate Educational Foundation by completing a Candidate Information Form prepared by the Association and submitted to the VAR Executive Vice President no later than September 1.
- (b) After September 1 but before the Fall Business Conference, the Leadership Team, will review and appoint candidates for Trustee positions, for confirmation by the Policy Board.
- (c) During its meeting at the Fall Business Conference, the Policy Board shall confirm Trustees.

ARTICLE IX

Trustees Emeritus

Section 1. Selection. The Policy Board, in its discretion, may designate as "Trustees Emeritus" of the Foundation, persons who have made substantial and extraordinary contributions to the Foundation or who have rendered outstanding and meritorious services to it or on its behalf as officers of the Foundation, members of its Board of Trustees, or committees, or otherwise; provided, however, that a person may not be designated as a Trustee Emeritus while serving as an officer or member of the Board of Trustees of the Foundation.

Section 2. Privileges. Trustees Emeritus shall receive notice of, and may attend all meetings of the Policy Board and Trustees of the Foundation, but they shall not have any of the powers or responsibilities of members of the Board of Trustees and may not vote upon any matter before the Board of Trustees.

ARTICLE X

Miscellaneous Provisions

Section 1. Seal. The seal of the Foundation, if one is obtained, shall contain the name of the Foundation and shall be in such form as shall be approved by the Policy Board.

Section 2. Fiscal Year. The fiscal year of the Foundation shall be as established by the Policy Board.

Section 3. Contracts, Checks, Notes and Drafts. All contracts, checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Policy Board from time to time may authorize.

Section 4. Voting of Stock Held. Unless otherwise provided by resolution of the Policy Board, the Chairman of the Board of Trustees may from time to time appoint an attorney or attorneys as agent or agents of the Foundation to cast in the name of the Foundation the votes which the Foundation may be entitled to cast as a stockholder or otherwise in any other corporation, any of the stock or securities of which may be held by the Foundation, at meetings of the holders of the stock or other securities of such other corporations, or to consent in writing to any action by any such other corporations, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed on behalf of the Foundation and under its corporate seal, or otherwise, such written proxies, consents, waivers, or other instruments as may be necessary or proper in the circumstances; or the Chairman may himself attend any meeting of the holders of stock or other securities of such other

corporation and thereat vote or exercise any or all other powers of the Foundation as the holder of such stock or other securities of such other corporation.

ARTICLE XI

Amendments

These Bylaws may be amended, supplemented or revoked by the Policy Board at any regular or special meeting thereof. Amendments shall take effect upon adjournment of the meeting at which they were adopted.