



MARPAC. Our power. Our protection.

**BYLAWS OF THE
MISSISSIPPI ASSOCIATION OF REALTORS®
POLITICAL ACTION COMMITTEE
as amended July 29,2008**

ARTICLE 1. NAME.

The name of this organization is MARPAC/MISSISSIPPI ASSOCIATION OF REALTORS® POLITICAL ACTION COMMITTEE (MARPAC).

ARTICLE 2. ORGANIZATION.

MARPAC is a a voluntary, non-profit, unincorporated Committee of individual REALTORS® and others, interested in real property ownership and rights, the brokering of real estate, government regulation affecting real estate, taxation of real estate, and factors impacting the quality of life in our state and its communities. The Committee is an independent, autonomous organization, and is not a branch or subsidiary or any national or other political committee.

ARTICLE 3. PURPOSE.

The purposes of the Committee are:

1. To promote and strive for the improvement of government by encouraging and stimulating REALTORS® and others to take a more active and effective part in government affairs.
2. To encourage REALTORS® and others to understand the nature and actions of their government regarding important political issues and regarding the records of office holders and candidates for elective office.
3. To assist REALTORS® and others in organizing themselves for more effective political action and in carrying out their civic responsibilities.
4. To raise funds and make political contributions to elected public officials and to candidates for elected public office.
5. To support candidates for election to legislative and executive offices of the State of Mississippi without regard to party affiliation, who by their activities, personal conduct and records of performance have demonstrated concern for and interest in the preservation of real property rights, the integrity of real estate brokering as an independent profession, and the legal and economic rights of the real estate industry; and to provide funds for national political committees.
5. To do any and all things necessary or desirable for the attainment of the purposes stated above.

ARTICLE 4. REGULATION.

The administration and conduct of MARPAC is governed by:

- A. the Federal Campaign Act of 1971, as may be amended;
- B. Sections 41 and 218, Internal Revenue Code and applicable Internal Revenue Service rules, regulations and interpretations, as may be amended;
- C. the Mississippi Election Code and applicable rules, regulations and interpretations adopted by the proper authority under the Election Code, as may be amended;
- D. these Bylaws; and
- E. Robert's Rules of Order.

ARTICLE 5. OFFICE.

MARPAC's principal place of business is in the City of Flowood, Rankin County, Mississippi.

ARTICLE 6. TRUSTEES.

A. General Powers.

- (1) The Board of Trustees governs the management and administration of MARPAC.
- (2) The Board of Trustees may hire employees or agents as it deems necessary to carry out MARPAC's purposes.
- (3) The Chairman may appoint committees and subcommittees of Elected Trustees or MARPAC members to carry out MARPAC's purposes.
- (4) The Board of Trustees may adopt rules or policies governing MARPAC's affairs and operations and may adopt procedures for interviewing candidates for public office who seek financial support from MARPAC.
- (5) Except as provided by these by-laws, the Board of Trustees may not delegate its authority to make final decisions and public announcements regarding any contribution MARPAC may make or any political action MARPAC may take.

B. Composition.

- (1) The Board of Trustees consists of the 15 elected Elected Trustees
- (2) The Board of Trustees elects the Chairman and Vice Chairman and the stated number of Elected Trustees:
 - (a) three Elected Trustees from each of Mississippi's four Congressional Districts;
 - (b) three Elected Trustees from the state at-large.
- (3) The following persons serve the Board of Trustees, ex-officio, by attending Trustee meetings without the power to vote:
 - (a) The President and Executive Vice President of the Mississippi Association of REALTORS®
 - (b) the Chairman of the MAR Legislative & Regulatory Affairs Advocacy Group;
 - (c) any REALTOR® whose primary membership is in the Mississippi Association who is a trustee of the REALTOR® Political Action Committee of the National Association of REALTORS® (NAR); and
 - (d) one executive officer of a local association of REALTORS® in Mississippi who is appointed by the MARPAC Chairman and serves at the will of the Chairman.

C. Election of the Board of Trustees.

- (1) Before November 30 each year, the Board of Trustees elects:
 - (a) an eligible person to serve as Chairman the coming year;
 - (b) an eligible person to serve as Vice Chairman the coming year; and
 - (c) a number of eligible persons to fill the number of Elected Trustee positions whose terms currently expire at the end of the elective year in which the election is held.
- (2) The MAR Board of Directors shall approve the Elected Trustees. If the MAR Board of Directors considers and fails to approve a person elected to serve as the an Elected Trustee, a vacancy in that position will be automatically created.

D. Eligibility.

- (1) To be eligible to be elected as an Elected Trustee, a person must be a primary REALTOR® member of the Mississippi Association of REALTORS® and be nominated by the MARPAC Nominating Committee.

- (2) To be eligible to be nominated by the Nominating Committee to become Chairman or Vice Chairman, a person must have served at least two years as a Trustee.
- (3) To be eligible to be nominated by the Nominating Committee to become an Elected Trustee, a person must:
 - (a) have contributed at least \$99 a year to MARPAC in at least two of the three years prior to the time of the nomination including the year of nomination; and
 - (b) have a history of political involvement and a commitment to working within MARPAC in a non-partisan manner; and
 - (c) be endorsed by:
 - (i) a local association of REALTORS® in the District/jurisdiction in which the nominee holds primary membership or maintains the nominee's principal place of business; or
 - (ii) a current voting member of the Board of Trustees.
- (4) A local association of REALTORS® may endorse one or more persons to fill a Trustee's position.
- (5) The Nominating Committee may interview and nominate persons to become Elected Trustees or to be reelected as Elected Trustees whom it determines are eligible. The Nominating Committee is not bound by endorsements or lack of endorsements from local associations of REALTORS®.

E. Terms.

- (1) Unless elected to fill a vacancy, the terms of Elected Trustees are three calendar years commencing on December 1 of the year following the date of election, with staggered terms to assure continuity. No Elected Trustee may serve more than two full terms consecutively and no more than 5 consecutive years if elected to fill a vacancy. A Trustee who has served two consecutive terms may be reelected as a Trustee after a period of at least one year has elapsed since the conclusion of his or her second full term.
- (2) Unless elected to fill a vacancy, the terms of the Chairman and Vice Chairman are one calendar year, commencing on December 1 of the year following the date of election. No person may serve more than one consecutive full term as Chairman and no more than one consecutive full term as Vice Chairman.

F. Vacancies.

- (1) A vacancy exists if an Elected Trustee:
 - (a) is not approved by the MAR Board of Directors as required by Paragraph C of this Article;
 - (b) resigns;
 - (c) fails to attend three consecutive meetings of the Board of Trustees during a two year period;
 - (d) fails to contribute at least \$250 to MARPAC each year that the person serves on the Board of Trustees;
 - (e) fails to meet the performance standards required by Paragraph H of this Article;
or
 - (f) is expelled as a Trustee by a two-thirds vote of those Trustees present and voting.
- (2) If a vacancy exists the MARPAC Board of Trustees elects, by majority vote, a person who has been nominated by the Nominating Committee to serve the remainder of the vacated term. The person elected to fill the vacancy begins serving the remaining term immediately after the election. As soon as practical after the election, MARPAC will seek approval from the MAR Board of Directors of the person elected to fill the vacancy in accordance with Paragraph C of this Article.

G. Nominating Committee.

- (1) The Nominating Committee is comprised of:
 - (a) the Immediate Past Chairman, who serves as Chairman of the Nominating Committee;
 - (b) the President of MAR;
 - (c) two Elected Trustees appointed by the Chairman; and
 - (d) three Elected Trustees appointed by majority vote of the Board of Trustees.
- (2) The Board of Trustees and Chairman appoint persons to serve on the Nominating Committee. Persons appointed to the Nominating Committee serve one year terms unless appointed to fill a vacancy. If a person appointed to serve on the Nominating Committee resigns or is not capable of serving, a vacancy exists and whoever is entitled to appoint that position may appoint another eligible person to serve the remaining term.
- (3) A member of the Nominating Committee who is seeking reappointment as a Trustee by majority vote of the Board of Trustees must recuse himself from serving on the

committee at the meeting during which the vote will be held.

(4) The Chairman may appoint an alternate Elected Trustee to the Nominating Committee in accordance with Article 6(G)(1)(c) who may serve at any Nominating Committee meeting at which a Committee member has recused himself from participating.

H. The Board of Trustees may adopt rules providing for performance standards of members of the Board of Trustees. The members of the Board of Trustees must comply with the performance standards. It is the responsibility of each member of the Board of Trustees to maintain a copy of and to meet the performance standards. The Board of Trustees may develop and adopt a Policy Manual which may include performance standards for members of the Board of Trustees as well as administrative policies for the operation of MARPAC.

ARTICLE 7. MEMBERSHIP.

A. Membership Classes.

There are two classes of membership in MARPAC: Active Members and Associate Members. A person is a member only for the calendar year in which a contribution is made.

(1) "Active Member" means a REALTOR® who contributes to MARPAC at least a minimum amount in a calendar year to be defined by the Trustees.

(2) "Associate Member" means a person who is not a REALTOR® and who contributes to MARPAC at least a minimum amount in a calendar year to be defined by the Trustees.

B. Recognition Categories. The Board of Trustees may divide members into recognition and appreciation categories. The Board of Trustees is authorized to establish additional categories of membership. Contributions and corresponding designations shall be:

Salesperson FAIR SHARE	\$25.00 annually
\$99 Club / Broker FAIR SHARE	\$99.00 annually
Magnolia R	\$250 annually
Sterling R	\$1,000.00 annually
Crystal R	\$2,500.00 one-time, \$1500 annually thereafter
Charter Golden R	\$5,000 one time, then \$1,000 annually to sustain
Golden R (after 2002)	\$5,000 one time, then \$2,000 annually to sustain

C. The Board of Trustees may refuse to accept any contribution from any person at its discretion. The Board of Trustees shall reserve the right to disburse its funds and make political contributions from its funds as permitted by these bylaws at its sole discretion.

- D. The Board of Trustees may suspend or expel any member or any member of the Board of Trustees who jeopardizes or jeopardized MARPAC's or MAR's goodwill or image, or who jeopardizes or jeopardized MARPAC's ability to accomplish its purpose. The Board of Trustees will give written notice to the member or Trustee whose suspension or expulsion is under consideration and in the notice will state the reasons for the contemplated suspension or expulsion. The member or Trustee may request to appear before the Board of Trustees before any action is taken by submitting a written request to the Chairman within thirty (30) days after the date the notice is sent.

ARTICLE 8. MEETINGS AND VOTING.

A. Called Meetings.

The Chairman, in its discretion, may call membership or Board of Trustees meetings for any purpose by providing ten (10) days' written notice that states the date, time and place of a called meeting. Written notice may be made by mail, email, fax or publication in a regular periodical of MARPAC or MAR or by posting the same on MARPAC's or MAR's website(s), at the Chairman's discretion. The Chairman shall call a Board of Trustees meeting upon receipt of a written petition requesting such meeting verified to be signed by at least thirty percent (30%) of the present members of the Board of Trustees.

B. Telephonic Meetings.

The Chairman, in its discretion, may call a membership or Board of Trustees meeting to be conducted by telephone conference call in lieu of a called meeting when the Chairman, with the consent of the Vice Chairman, deems a telephonic meeting preferable to a called meeting for accomplishing MARPAC's purposes and the Chairman and Vice Chairman agree that a situation exists which makes a called meeting and notice associated therewith impracticable. Except where an exigency exists, as determined by the Chairman and Vice Chairman in their sole discretion, the Chairman shall provide five (5) days' written notice by mail, email, fax or publication in a regular periodical of MARPAC or MAR or by posting the same on MARPAC's or MAR's website(s) stating the date, time and protocol for connection to the call.

C. Action by Polling and Consent.

The Chairman, in its discretion, may ask the membership or Board of Trustees to take any action that could be taken in a called membership or Board of Trustees meeting without convening a formal meeting when the Chairman, with the consent of the Vice Chairman, deems a poll preferable to a called meeting for accomplishing MARPAC's purposes and the Chairman and Vice Chairman agree that a situation exists which makes a called meeting and notice associated therewith impracticable. Written notice of a membership or Board of Trustees poll shall state (i) the action proposed; (ii) the date and time the poll shall commence and the date and time such poll shall terminate; and (iii) the manner in which eligible participants may register their response. Said notice may be

made by mail, email, fax or publication in a regular periodical of MARPAC or MAR or by posting the same on MARPAC's or MAR's website(s), at the Chairman's discretion, and shall be given to all eligible participants as soon as practicable prior to the conduct of such poll.

D. Persons Eligible to Vote.

In any membership meeting or poll conducted at the call of the Chairman as provided for in this Article, all Active and Associate Members in good standing at the time of the vote or poll shall be eligible to vote. In any Board of Trustees meeting conducted at the call of the Chairman as provided for in this Article, only the Elected Trustees shall be eligible to vote.

E. Quorum.

In any called meeting conducted at the call of the Chairman as provided for in this Article, the presence or participation of a simple majority of those eligible to vote shall constitute a quorum. In any telephonic meeting or poll conducted at the call of the Chairman as provided for in this Article, the presence or participation of a simple majority of those eligible to vote shall constitute a quorum.

F. Required Vote.

Unless otherwise provided by these Bylaws, any action taken in a called meeting conducted at the call of the Chairman as provided for in this Article requires a quorum and a favorable vote of a majority of those present and eligible to vote. Unless otherwise provided by these Bylaws, any action taken in a telephonic meeting or poll conducted at the call of the Chairman as provided for in this Article requires a quorum and a favorable vote of a majority of those eligible to vote.

G. Confidentiality of Proceedings.

Any meeting or poll conducted at the call of the Chairman as provided for in this Article shall be deemed closed to all except those eligible to participate and vote pursuant to these Bylaws, and any and all matters considered during the conduct of such meeting or poll shall be absolutely confidential except when any measure approved is specifically, by vote, designated as non-confidential and authorized for release to specified persons or the public. Failure of any Board of Trustees member to maintain the confidentiality of such matters may constitute grounds for termination of Board of Trustees membership as to the offending member or such other discipline or action as the Board of Trustees may approve. Neither the Chairman nor any member nor any employee or agent serving MARPAC or acting in its behalf shall release any information concerning or discuss any action taken in any meeting provided for by this Article except as may be specified and approved by vote of the membership or Board of Trustees taking such action.

H. Rights of Aggrieved Party(ies).

In the event that any person or party is aggrieved by any action taken by the membership or the Board of Trustees, such person or party may provide written notice thereof to the Chairman. Upon receipt of such notice, the Chairman shall relay notice of such person's or party's written objection to the members eligible to vote in the meeting in which the objectionable action was taken or occurred, after which neither the Chairman nor the members shall have any further obligation or duty relating thereto.

ARTICLE 9. OFFICERS.

The elected officers of MARPAC are the Chairman and the Vice Chairman. The Vice Chairman serves as Chairman in the Chairman's absence. The MAR Executive Vice President serves as the MARPAC Secretary/Treasurer and shall record or cause to be recorded all minutes of the MARPAC Board of Trustees. The officers perform such duties as their titles, by general usage, indicate and as the Board of Trustees determines.

ARTICLE 10. FINANCES.

A. Maintenance of Funds.

The Board of Trustees must deposit all its funds in a federally insured bank. The Board of Trustees may purchase bonds and arrange for audits as it finds necessary to protect MARPAC's funds. The Board of Trustees may hire employees or contract for independent services that it finds are necessary to carry out MARPAC's purposes or to protect its funds. MARPAC Trustees may, at their discretion, invest MARPAC funds using the same investment policies and guidelines as govern the association's operating and reserve funds.

B. Budget.

Passage of an annual or other periodic budget by the Board of Trustees is authorization to expend MARPAC funds in accordance with the budget.

C. Contributions.

MARPAC Trustees may not contribute MARPAC funds to or endorse more than one candidate in the same election. This shall not preclude Trustees from making a debt retirement contribution to an elected candidate.

(1) National Races.

- (a) "National public official" means the holder of a national public elected office (for example, U.S. President, U.S. Senator, U.S. Congressman).
- (b) The MARPAC Board of Trustees may not make a contribution to a national public official or a candidate seeking the office of a national public official.

(2) Statewide Races.

- (a) “Statewide public official” means the holder of a public office in the State of Mississippi elected in an election in which all eligible voters of the State were entitled to vote (for example, Governor, Lieutenant Governor). The term does not include an official elected to serve a defined district or region (for example, state senator, and state representative).
- (b) The Board of Trustees may not make a contribution to a statewide public official or a candidate seeking the office of a statewide public official unless the contribution is specifically authorized by a majority vote of the Trustees present at a meeting or a majority vote of all Trustees if the vote is taken by other means.

(3) Other State Races.

- (a) “State district public official” means the holder of a public office in the State of Mississippi elected to serve a defined district or region of the State of Mississippi (for example, state senator, state representative, Supreme Court justice). The term does not include local public officials (for example, mayor, city councilmen).
- (b) The Board of Trustees may not make a contribution that exceeds \$250.00 to a state district public official or a candidate seeking the office of a state district public official unless the contribution is specifically authorized by:
 - (i) a majority vote of the Board of Trustees present at a meeting or a majority vote of all Trustees if the vote is taken by other means and no local association of REALTORS® within the public official’s district has made a contrary recommendation; or
 - (ii) a majority vote of the Trustees present at a meeting or a majority vote of all members of the Board of Trustees if the vote is taken by other means, if a local association of REALTORS® within the public official’s district has made a contrary recommendation.
- (c) A recommendation from a local association of REALTORS® is deemed invalid by the Board of Trustees unless the recommendation is in writing and reflects the approval of the local association’s governing body.
- (d) Between Trustee meetings, the Chairman, Vice Chairman, and EVP may authorize, by majority vote among themselves, a contribution to a state district public official or legislative caucus or organization, provided that contribution does not exceed \$200.00. Only one such contribution may be made to any one official annually. This provision applies only to an incumbent seeking the office

of a state district public official; further, this provision does not authorize contributions to more than one candidate in the same election race.

(4) Local Races.

The Board of Trustees will make contributions to local public officials or candidates seeking the office of local public officials only with the written recommendation and approval of the local association's governing body. Such local contributions shall be made from local associations' allocation accounts in accordance with Paragraph E(2) of this Article.

(5) Reception Money.

The Board of Trustees may include in its budget funds to pay for hosting receptions, fundraisers or other political events for statewide public officials, state district public officials, or candidates seeking such offices. The payment of expenses for such receptions, fundraisers or events may, by law, be considered political contributions, but for the purposes of these by-laws are not considered contributions requiring votes as provided in this Article. The amount budgeted for such receptions, fundraisers or events may be expended at the discretion of MARPAC's staff in accordance with any policies the Board of Trustees may direct.

D. Allocation of Funds to Local Associations.

- (1) MARPAC will maintain ledger accounts for each local association of REALTORS® in Mississippi, known as local association allocation accounts, to which it will allocate certain funds in accordance with this Article.
- (2) MARPAC will allocate ten percent of all contributions it receives from members of a local association of REALTORS® to that local association's allocation accounts.
- (3) Funds allocated to a local association's allocation account remain allocated on a four-year rolling schedule. Each year at midnight on November 30, the contribution balance in the local association's allocation account for the earliest year of the four reverts to MARPAC's general fund.

E. Expending Local Associations' Allocations.

- (1) MARPAC automatically will contribute funds from a local association's allocation account in accordance with a recommendation from the local association of REALTORS® if:
 - (a) it receives a written recommendation from the local association signed by its President or executive officer; and
 - (b) the recommendation states that it was adopted or approved by at least a majority vote of the local association's board of directors; and

- (d) the recommendation recommends that MARPAC contribute a specific amount from the local association's allocation account to a candidate seeking an elective office in Mississippi other than a federal office, state legislative office, statewide elective office, or judicial office for the Supreme Court of Mississippi or any Mississippi appellate court.

F. Membership Not a Consideration as to Candidates.

MARPAC strongly urges members to actively participate in the political process at all levels, including the pursuit of political office by. MARPAC also acknowledges that candidates for public office should be considered for support, endorsement or contributions on the basis of individual merit in the context of the office sought. Accordingly, membership in MARPAC or MAR or other association, past or present, direct or indirect, neither entitles a MARPAC or MAR member to nor guarantees that a member shall receive support, endorsement or contributions.

ARTICLE 11. LIABILITIES.

- A. Nothing in these Articles may be construed to create a partnership between MARPAC and its members.
- B. No member, officer, agent, or employee is liable for the acts or failure to act of any other member, officer, agent, or employee. No member, officer, agent, or employee is liable for that person's acts or failure to act under these Articles unless such liability arises out of that person's willful misfeasance.

ARTICLE 12. INSIGNIA.

The Board of Trustees may adopt insignia, colors, badges, and flags for MARPAC.

ARTICLE 13. AMENDMENTS.

- A. These Bylaws may be amended by a two-thirds (2/3) vote of all members of the Board of Trustees. Thirty (30) day notice must be given to each member of the Board of Trustees before a vote on any amendment to these Articles may be held. Notice of an amendment must be in writing and sent by mail, personal delivery, fax, or e-mail.
- B. The Board of Trustees may amend these Articles on an emergency basis at any meeting and need not provide the thirty (30) day notice required by this Article if the Chairman determines that immediate or prompt action is necessary to protect the welfare, health, or safety of MARPAC, its Trustees, membership, or employees and the amendment is

adopted by a two-thirds vote of the Board of Trustees present at the meeting. An amendment adopted on an emergency basis may become effective immediately upon adoption or on a stated date for no more than 180 days. An emergency amendment is renewable once for no more than ninety (90) days. Any Bylaws amendment mandated by the National Association of REALTORS® is made to these Bylaws immediately upon notification by NAR, and shall be noticed to all Trustees within 30 days of the amendments effective date. Such NAR-mandated amendments do not require approval of the MARPAC Trustees.

ARTICLE 14. DISSOLUTION.

MARPAC may be dissolved by a two-thirds (2/3) vote of all members of the Board of Trustees entitled to vote. If dissolved, any funds or property owned by MARPAC will be distributed as the Board of Trustees determines provided that such distribution complies with all applicable laws.

AS ADOPTED by the Board of Trustees in the City of Flowood, Rankin County, Mississippi, on August 10, 2004, to become effective immediately. Any prior Bylaws previously adopted by this organization are revoked on the date these Articles are effective.