

BYLAWS of the REAL ESTATE EDUCATORS ASSOCIATION



Last Amended by a Vote of the Membership on December 2, 2025 - Revised September 30, 2025



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**AMENDED & RESTATED BYLAWS of the
REAL ESTATE EDUCATORS
ASSOCIATION**

Last Amended by a Vote of the Membership on December 2, 2025.

ARTICLE I
NAME, PURPOSES, AND STATUS

Section 1. Name and Scope - The name of this organization is the Real Estate Educators Association, hereinafter referred to as the "Association." The Association, a non-profit corporation under I.R.S. exemption Section 501(c)(6), was formed in the State of Delaware on September 24, 1980. The Association's scope is international, encompassing all real estate educational activities.

Section 2. Primary Location -The principal office of the Association in the State of Arizona shall be located in Pima County unless otherwise established by a vote of a majority of the Board of Directors in office. The Association also may have offices at other places within or out of the State of Arizona.

Section 3. Purposes - REEA leads real estate education by delivering professional development, resources, and leadership guidance for all engaged in real estate education.

ARTICLE II
MEMBERSHIP

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

Section 2. Membership - Membership may be granted to individuals and to institutions (such as real estate proprietary schools, regulatory agencies, or the like) who are actively involved in the business of real estate education. Where an institution holds the membership, the institution may designate no more than three persons who are to receive the benefits as members. Additional members within the same institution may be added for an additional membership charge.

Section 3. Good Standing.

- a) To be in good standing, a member shall pay dues on or by such date and in such amount as established by the Board of Directors. The members shall also agree to conform to these Bylaws.
- b) Any member who fails to maintain a good standing shall be removed as a member of the Association and shall be reinstated only upon fulfilling all requirements for good standing as existed at the time of removal.
- c) Anyone who violates the REEA Policies and Procedures Manual or Bylaws of REEA may have their membership terminated or limited to events they may attend and/or committees they may serve on. This is based on a 2/3 vote of the REEA Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Duties and Authority - The Board of Directors shall have general charge and control of the affairs, funds, and property of the Association. The Board of Directors 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.

Section 2. Composition - The Board of Directors shall consist of the President, President-elect, Immediate Past-President, Treasurer, Secretary, four Directors at Large and the Executive Director as a non-voting position.

Section 3. Board of Directors Meetings.

- a) 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 or any two members of the Board of Directors with a minimum of ten days' notice, unless such notice shall be waived by a majority of the members of the Board of Directors. 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.
- b) The Board of Directors may act without a meeting if a majority of the members of the Board of Directors consent to and execute the written consent for such actions.
- c) Meetings of the Board of Directors shall be conducted according to the current edition of Robert's Rules of Order.

Section 4. Quorum - Five or more members of the Board of Directors shall constitute a quorum. However, still the affirmative vote of the majority of all Directors whether in person, by means of electronic communication, or by execution of an approval of matters stated in the written minutes shall constitute an action of the Board of Directors if a quorum is present when the meeting adopts the provisions in the written minutes and the vote is taken.

Section 5. Removal or Vacation from Board of Directors - Any Officer or Director at Large may be removed for cause by a two-thirds affirmative vote of the Directors present. The Secretary of the Association shall notify such Director of this action in writing. Any Officer or member of the Board of Directors may resign by giving written notice of resignation to the Board of Directors thirty (30) days prior to the actual effective date.

Section 6. Replacement - Should a Director or Officer position be vacated by election of the Director or Officer then the President shall recommend to the Board of Directors a new member for the vacated position. Should a Director or Officer be removed by the Board of Directors, the Board of Directors shall immediately appoint a replacement. Upon replacement of the vacated or removed Director or Officer, the replaced Director or Officer shall serve only to the end of the term for that position, and after which time there shall be a new election for that position.

Section 7. Reinstatement to Board - Officers and Directors at Large - who have been removed because of absence may request reinstatement by submitting a written application prior to the meeting of the Board of Directors at which such a vacancy would be filled. The reinstatement

application must set forth the specific extenuating circumstances necessitating such absences. The Board of Directors shall consider each absence as a separate circumstance and may expressly reinstate such Officer or Director at Large by an affirmative vote of a majority of the members of the Board of Directors present.

Section 8. Requirement of Good standing - Each Officer and Director must be a member in good standing at the time of election and throughout the term of office.

ARTICLE IV

ADMINISTRATION AND RESPONSIBILITIES OF OFFICERS

Section 1. Administration - The elected Officers shall administer day-to-day affairs of the Association. Such day-to-day policy shall be consistent with policy established by the Board of Directors.

Section 2. Installation and Terms.

- a) Elected Officers and Directors at Large shall be installed at the Annual Business Meeting of the members. If an incoming Board Member is not able to attend the Annual Business Meeting, the President will make arrangements to install that individual within 30 days of the Annual Business Meeting either in person or by technological means.
- b) Each Officer and Director at Large must be a member in good standing at the time of election and throughout the term of Office.
- c) The President's term of office shall end on June 30 and the President-elect shall automatically accede to the office of President on July 1.
- d) The President Elect and Secretary shall be elected for a one-year term. The Treasurer shall be elected to a two-year term. Directors at Large shall be elected for two-year staggered terms as determined by the Board of Directors.
- e) The Immediate Past President shall continue as an Officer for the year following their term as President.

Section 3. Duties and Responsibilities - The duties and responsibilities of the Officers shall be as follows:

- a) The President shall be the general administrator and chief executive officer of the Association. The President shall preside at all meetings of the members, the Board of Directors, and the Executive Committee. The President shall enforce the Bylaws of the Association, conduct correspondence appropriate to carrying out the duties of the office, charge the various councils committees, work groups and/or task forces, and shall perform all other duties ordinarily pertaining to the office of President.
- b) The President-elect shall be responsible for planning and conducting a Strategic Planning session every third year 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 ascend to the office of President in the next year.
- c) The Treasurer, as the principal fiscal officer, shall be in charge of and responsible for the funds and books of account of the Association, and shall attend to 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 banks or other depositories or invested in accordance with a written policy approved by the Board of Directors. Any individual expenditure of over \$1000 shall be brought by the Treasurer to the Board of Directors for approval. The Treasurer shall also be responsible for notifying the Secretary of members who are no longer in good standing in terms of dues payment to the Association. 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. At every Annual Business Meeting of the members, the Treasurer shall place before the members the financial statements for the current fiscal year just ended and any further information regarding the financial affairs of the Association. The Treasurer is responsible for appointing and meeting on a periodic basis with an independent financial oversight work group to review the fiscal status of the Association, the financial policies of the Association, and make recommendations to the Board of Directors.

- d) The Secretary shall keep full and complete minutes of the meetings of the members and of the Board of Directors, conduct correspondence, issue notices; maintain a current list of members in good standing and shall prepare and transmit a copy of such to the President, President-elect and the Treasurer as required. This list will be comprised of a register of members showing names, places of business, contact information, membership category (individual or institutional), and dates of admission to Membership. The Secretary shall perform all other duties, usually pertaining to the office of the Secretary and such other duties as assigned by the Board of Directors. In the absence of the Secretary from any such meeting, the President may appoint any individual in attendance to act as Secretary of the meeting. The Secretary will administer the Association's Record Retention and Destruction policy annually.
- e) The Immediate Past President shall serve as the Chairperson of the Past-president's Council and on the Board of Directors.
- f) The Directors at Large shall be responsible for duties assigned by the Board of Directors, including active involvement in membership retention, and promotion and support of Association events and conferences. In the event of the absence of the President and the President-elect, the Board of Directors shall designate one of the remaining Officers or Directors at Large to act in the interim.
- g) The Executive Director shall be an appointed position for 12-month intervals by the current Board of Directors and shall be a non-voting position. All actions and activities of the Executive Director shall be at the direction and discretion of the Association Board of Directors. The first obligation of the Executive Director is to the Association Board of Directors. To that end, the first and direct interface to the Association Board of Directors is with the Association's President, and the Executive Director is to carry out all Association communications with the President, unless otherwise advised. The Executive Director shall have signature authority as authorized and approved by the President, Treasurer and/or Board of Directors.
- h) The Real Estate Educators Association fiscal year is January 1 to December 31, of each and every year.

Section 4. Signing Officer - Any two of the following may sign on behalf of the Association: President, President-elect, Immediate Past President, Treasurer, Secretary and/or by the Executive Director when instructed by the President and/or the Board of Directors. The Treasurer or Executive Director shall either sign each check and/or process checks electronically online or shall give written authorization on behalf of all expenditures.



Section 5. Executive Committee.

- a) The Executive Committee shall interpret established policies, develop new policy as necessary for the day-to-day administration of the Association, and oversee the functioning of the Nominating Task Force.
- b) The Executive Committee for the Association shall consist of (1) President, (2) President-elect, (3) Treasurer, (4) Secretary, (5) Immediate Past President, and (6) Executive Director as a Non-Voting position.
- c) The Executive Committee shall meet upon the call of the President, or whenever any two of the other Executive Committee members so request. A quorum shall consist of three Executive Committee members.

ARTICLE V **MEETING OF THE MEMBERS**

Section 1. Annual Business Meetings - The Annual Business Meeting of the members shall be held each year at such time and place as fixed by the Board of Directors. The purpose of the Annual Business Meeting of the members shall be for the installation of the Officers and Directors and for the transaction of such other business as may come before the meeting.

Section 2. Special Meetings - A Special Meeting of the members may be held for any lawful purpose. A Special Meeting may be called at any time by order of the Board of Directors. The President or the Secretary at the request of at least 20 percent of members of the Association entitled to vote at such meeting, shall schedule a meeting and provide proper notice according to these Bylaws. The Special Meeting shall be held at such time and place as may be determined by the Board of Directors and shall be specified in the respective notices.

Section 3. Notice of Meetings - Except as otherwise provided by statute, the Secretary shall provide written notice of each meeting of the Membership, whether an Annual Business Meeting, or a Special Meeting at least ten business days and not more than 30 days before the day on which the meeting is to be held. Notice of the meeting shall be sent to each member eligible to vote on the record date as set. The notice shall be deemed to be delivered when sent in compliance with Board of Director's policy. Every such notice shall state the time and place of the meeting but need not state the purposes of the meeting except as required by these Bylaws or by express statute. Notice of any adjourned meeting of the Membership shall not be required to be given, except when expressly required by law.

Section 4. Quorum - At each meeting of the members, ten percent of the members eligible to vote shall constitute a quorum for the transaction of business, except where otherwise provided by law, by these Bylaws, or by the Certificate of Incorporation.

Section 5. Non-election Matters.

- a) At all meetings of the members, all non-election matters, unless prohibited by law or these Bylaws, shall be decided by the vote of a majority of members present and eligible to vote, if a quorum is present.
- b) Unless required by law or required by these Bylaws the vote on any question need not be by written ballot.

- c) An eligible voter present in person at any meeting of the members may demand a vote by written ballot, upon any question. At such request, the presiding officer shall immediately call for a written ballot vote to be taken.

Section 5 Procedures - Meetings of the members shall be conducted according to the current edition of Robert's Rules of Order.

ARTICLE VI

ELECTIONS AND VOTING PROCEDURES

Section 1. Nominations - The President shall appoint a member of the Board of Directors as Chairperson for the Nominations Committee who will be responsible for preparing the slate of nominees for the Board of Director's review and approval.

- a) Any individual member who is qualified to hold office in the Association may submit their name to the Chairperson of the Nominating Committee up to 45 days prior to the date of election set by the Board of Directors.
- b) Nominations may be made by a petition signed by more than ten percent of the members, but by no less than 50 members provided such petition has been received by the Chair of the Nominating Committee no more than 45 days prior to the date of election set by the Board of Directors.
- c) All other nominations shall be made by the Nominating Committee.
- d) No individual shall be nominated or elected to the same office or directorship for more than two consecutive terms.
- e) Nominees for President must have served on the Board of Directors to be qualified to run for president-elect.

Section 2. Elections.

- a) The election shall be held at such time and place as determined by the Board of Directors.
- b) In the election of Officers and Directors at Large, the individuals receiving the greatest number of votes shall be elected.
- c) If after the final tally of the Membership votes there is a tie for either an officer or director position, the Executive Director will notify the Executive Board immediately.
- d) Within 48 hours of the closing of the votes, the Secretary will send out a notice to the Association Membership advising of the tie and asking for a new vote between the nominees tied for the specific position.
- e) The new vote will expire 15 days from the date that notice is sent to Membership.
- f) All other positions will be filled as voted on in the original vote.

Section 3. Members Eligible to Vote and Voting Lists - The Board of Directors shall fix a date not more than ten business days before the date of the election as a record date for the determination and identification of eligible members. Only members in good standing on such record date shall be eligible to vote. The Secretary shall certify a complete list of the members who are eligible to vote as of such record date, arranged in alphabetical order, listing the address of each eligible member.

Section 4. Voting - Each member eligible to vote shall be entitled to one vote. Ballots shall be issued in accordance with procedures established under Article VI, Section 5(a). Proxy ballots

shall not be allowed. In the event of multiple ballots cast by the same voter, only the first ballot to arrive shall be counted.

Section 5. Election Ballots.

- a) The Secretary shall direct the delivery of the election ballot procedures and a ballot, if required, to each member eligible to vote.
- b) The Board of Directors shall set the deadline for the casting of election ballots of not less than 15 days. The Board may establish any ballot type and ballot procedure recognized by the law of the State of Delaware, including, but not limited to, electronic, facsimile and mail ballots.
- c) The election ballots shall at a minimum contain the name of each duly nominated candidate and provide the ability to vote for an individual that is not named on the ballot (e.g., “write-in” candidate).

ARTICLE VII **DUES**

Section 1. Assessment - The Board of Directors shall establish dues at a level necessary to carry out the purposes of the Association. Dues for different classes of Membership may be established. Dues shall be paid in U.S. currency or its equivalent.

Section 2. Collection - The dues shall be collected under the direction and supervision of the Treasurer.

ARTICLE VIII **TASK FORCES, WORK GROUPS AND COMMITTEES**

Section 1. Task Force Group Authority - The President may establish task force groups as necessary to carry out the purposes of the Association. Each task force will receive a level of authority from the Board of Directors that corresponds to the importance of the task and the impact that the decision(s) made by the task force will have on the organization.

Section 2. Councils - The Association shall establish the following Councils: (a) the Past-presidents Council, and (b) the REEA Diamond Distinguished Real Estate Instructor (REEA DREI) Leadership Council as the only long-term standing work groups authorized by the Association.

- a) Past-presidents Council shall be comprised of past presidents of the Association with the most recent past-president acting as the chairperson. This group shall act as a sounding board for the acting Board of Directors and shall act as liaisons and ambassadors with the Membership. Specific duties may be assigned by the President.
- b) The President shall appoint a member of the Board to act as a liaison between the Board and the DREI Council. The DREI Council shall be governed by its Policies and Procedures Manual as adopted by the DREI Council. Members of the DREI Council shall all hold the DREI designation.

Section 3. Appointments - The President in consultation with the President-elect shall make all task force appointments including Chairpersons when not specifically designated by the Bylaws. Members will be selected to lead task forces with consideration given to their leadership experience in developing and working with teams to achieve desired outcomes.

Section 4. Other Possible Committees, Subcommittees, Work Groups and/or Task Forces- These may include but are not limited to the following:

- a) Standing committees: Conference, Education, Member Experience, Strategic Business Alliances.
- b) Subcommittees: Technology Experience, Sponsorship, RFP, REEA GSI, REEA GSL, REEA Diamond DREI, REEALive, Communication.
- c) Task Forces: Awards, Budget and Finance, Governance Review, Learning Management Systems, Nominations

ARTICLE IX **PUBLICATIONS AND PROGRAMS**

Section 1. Publications - The Board of Directors may initiate publications as necessary to carry out the purposes of the Association.

Section 2. Association Programs - The Board of Directors may initiate training, instructor certifications, and professional designations as necessary to carry out the purposes of the Association.

ARTICLE X **AMENDMENTS**

Section 1. Vote to Amend - The voting and ballot procedure to amend these Bylaws shall be established by the Board of Directors in accordance with voting as provided in Article III, Section 4.

Section 2. Notice - A notice of intent to amend the Bylaws shall be mailed and/or emailed to all members who are eligible to vote. This notice may be sent together with notice of the Annual Business Meeting or Special Meeting at least 30 days prior to such meeting, where the vote will be taken. This notice of intent to amend requirement may not be waived.

Section 3. Vote to Amend – The Membership's and voting and ballot procedures to amend these Bylaws shall be in accordance with Article V, Section 4.

ARTICLE XI **ASSOCIATION PROCEDURES AND OUTSIDE CONTRACTORS**

Section 1. Operating Procedures - The Board of Directors may initiate and approve additional organizational procedures for the Association as necessary. Copies of approved procedures shall be available to any member on request, but the Board of Directors shall not be required to publish such approved procedures to the entire Membership. Procedures can be amended by a majority vote of the Board of Directors.

Section 2. Outside Contractors. The President, with the approval of the Board of Directors, may engage paid administrative staff, legal counsel, and financial or investment consultants or other outside contractors to carry on the affairs of the Association.

- a) The President, with the approval of the Board of Directors, may engage unpaid general legal counsel, and other staff, to provide pro bono services to the Board of Directors and the Association. The general counsel is to be present at the Board of Directors meetings and shall be reimbursed for travel as determined by the Board of Directors.

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, the Executive Committee, or any other committee, work group or task force, 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, when 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 the Association before final disposition of the proceeding. All such advances made to such person shall be repaid by that person unless the Board of Directors ultimately determines that the person is entitled to be indemnified by the Association for those expenses.

Section 3. Right to Join Action - 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 shall 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

Section 1. Dissolution Procedures - The Board of Directors, by a two-thirds affirmative vote of all directors, may recommend that the Association be dissolved and that the question of such dissolution be submitted to a vote of the members at a subsequent meeting of the members. Notice of the meeting shall highlight the question of dissolution. At the meeting, a two-thirds affirmative vote of those members present and eligible to vote shall be required to approve a resolution of dissolution. Such a resolution shall direct the Board of Directors to prepare a dissolution plan in accordance with the law of the State of Delaware. Dissolution of the Association shall not be final until the voting members, by a two-thirds majority vote, shall have approved the dissolution plan, either at an Annual Business Meeting of the members or at a Special Meeting.

Section 2. Operation Prior to Member Approval - Between the time the decision to dissolve is made by the Board of Directors and the time the recommendation is submitted to the members for a vote, no action shall be taken by the Officers or the Directors that can cause the assets of the Association to be diminished.

Section 3. Distribution of Assets - 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.

CERTIFICATION

We hereby certify that the foregoing Bylaws were adopted by a majority of the Board of Directors of the Corporation as of the 20th day of October 2025 and at least two-thirds of the members present on this 2nd day of December 2025.

Executed by the REEA Board of Directors 2nd day of December 2025.

Jennifer Nicely 12/11/25 - President
Jennifer Nicely, President

John Gillam
John Gillam, President-Elect

Amy Klingensmith
Amy Klingensmith, Secretary

Jan Ellingson
Jan Ellingson, Treasurer
Maurice Taylor
Maurice Taylor, Immediate Past President