

**GEORGIA REAL ESTATE FRAUD PREVENTION AND AWARENESS COALITION, INC.
AMENDED AND RESTATED BYLAWS**

**ARTICLE 1
Name**

The name of this corporation shall be the Georgia Real Estate Fraud Prevention and Awareness Coalition, Inc., hereinafter referred to as GREFPAC.

**ARTICLE 2
Vision and Core Values**

2.1 Vision

GREFPAC's Vision is to be Georgia's preeminent source for information and education about fraud, quality control and compliance between industry professionals and residential communities in real estate and residential financial transactions.

2.2 Core Values

GREFPAC's Core Values are

- **Lead The Cause** by facilitating and supporting education and communication between industry professionals and residential communities in real estate and residential financial transactions.
- **Do It Right** in pursuing compliance with and enforcement of regulations and statues to protect consumers, residential communities and the industry.
- **We Are One** in fighting against real estate and mortgage fraud, and in the promotion of quality control and compliance.

**ARTICLE 3
Membership**

3.1 Categories

3.1.1 Individual Members

- 3.1.1(a) Membership in this classification shall be open to any individual.
- 3.1.1(b) Membership fee shall be \$50 per person, or as the Board may determine in its sole discretion.
- 3.1.1(c) Members shall enjoy the privileges as set forth in GREFPAC's Operating Procedures.
- 3.1.1(d) Members shall be subject to and adhere to GREFPAC's Articles of Incorporation and Bylaws, Code of Ethics, and Operating Procedures.
- 3.1.1(e) Members shall have voting rights..

3.2 Term of Membership

3.2.1 Membership shall be for a period of one (1) year.

3.3 Termination of Membership

3.3.1 All rights, privileges and interest of a member in the Association shall cease upon termination of membership.

**ARTICLE 4
Board of Directors**

4.1 Composition

- 4.1.1 The number of Directors shall not be less than ten (10) or more than sixteen (16). The Board membership shall consist of Members of the Executive Committee and representatives from various aspects of the real estate and mortgage industry.
- 4.1.2 Each Director shall serve a term of two (2) years.

4.2 Powers

4.2.1 Subject to the provision of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members,

if any, of GREFPAC, the activities and affairs of GREFPAC shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.2.2 The Board shall have the authority to enter into contracts and agreements on behalf of GREFPAC.

4.3 Duties

The Board of Directors shall:

- 4.3.1 Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- 4.3.2 Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of GREFPAC;
- 4.3.3 Supervise all Officers, agents and employees of GREFPAC to assure that their duties are performed properly;
- 4.3.4 Meet at such times and places as required by these Bylaws;
- 4.3.5 Register their addresses with the Secretary of GREFPAC, and notices of meetings mailed, faxed or emailed to them at such addresses shall be valid notices thereof.

4.4 Board Meetings and Actions

- 4.4.1 Regular Board meetings shall be held monthly at a time and place determined by the Board.
- 4.4.2 Special meetings may be called by a majority of the Directors.
- 4.4.3 Except as otherwise provided under the Articles of Incorporation, these Bylaws or provisions of laws, no business shall be considered by the Board at any meeting at which the required quorum is not present.
- 4.4.4 A quorum shall consist of two-thirds (2/3) of the Members of the Board.
- 4.4.5 Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.
- 4.4.6 If all of the Directors shall severally or collectively consent in writing to any action required or permitted to be taken by the Board at any meeting, such action shall be as valid as though it had been authorized at a meeting of the Board.
- 4.4.7 The Board may conduct meetings by a conference telephone call. Any Director not a party to said conference call may sign the minutes of said meeting, and if a quorum approved the action during the conference call, or subsequently signs the written minutes, then the action taken shall be binding.

4.5 Indemnification and Non-Liability of Directors

- 4.5.1 The Directors and Officers of GREFPAC shall be indemnified by GREFPAC to the fullest extent permissible under the laws of this state.
- 4.5.2 The Directors shall not be personally liable for the debts, liabilities or other obligations of GREFPAC.
- 4.5.3 Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of GREFPAC (including a Director, Officer or other agent of GREFPAC) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not GREFPAC would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 5 Executive Committee

5.1 Composition

- 5.1.1 The Executive Committee shall consist of the Officers of GREFPAC. The Officers shall be a President, a Vice President, and a Secretary/ Treasurer.
- 5.1.2 GREFPAC may also have more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and the Board of Directors may determine other such Officers with such titles from time to time.

5.2 Election and Term of Office

- 5.2.1 The Officers of GREFPAC shall be elected every year at the General meeting of the membership.
- 5.2.2 New offices may be created and filled, and persons elected to fill vacant offices may be elected at any new meeting of the Board of Directors.
- 5.2.3 Each Officer shall hold office until his or her successor shall have been duly elected and qualified.

5.3 Removal and Vacancies

- 5.3.1 The Board of Directors may remove any office at any time, with or without cause, whenever the Board of Directors deems such removal to be in the best interest of GREFPAC.
- 5.3.2 A vacancy in any office because of death, resignation, removal, or otherwise, may be filled by the Board of Directors at any regular or special meeting.

5.4 Powers and Duties

The powers and duties of the Officers shall be as provided in these Bylaws, or by direction or authorization of the Board of Directors, and they shall have such other powers and duties as generally pertain to their office.

5.5 Duties

- 5.5.1 President - The President shall be the Chief Executive Officer of GREFPAC and Chairperson of the Board of Directors. The President shall in general supervise and control all of the business and affairs of GREFPAC. The President shall preside at all meetings of the Board and shall perform such other duties as may be assigned to him or her by the Board. The President shall approve all payments made by the Treasurer.
- 5.5.2 Vice President - In the absence or inability of the President, the Vice President shall perform the duties of the President. In addition, the Vice President shall perform such other and further duties as might from time to time be delegated to him or her by the President, the Executive Committee or the Board of Directors.
- 5.5.3 Secretary/Treasurer - The Secretary/Treasurer shall keep the minutes of the meetings of the Board and Executive Committee and see that all notices are duly given in accordance with the provision of the Bylaws or as required by law. The Secretary/Treasurer shall be custodian of the corporate records and seal and see that the seal is affixed to all documents, the execution of which requires the corporate seal. The Secretary/Treasurer shall keep a register of the mailing address of each Director and Officer. The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of GREFPAC, and be prepared to report as to the status, receipt and disposition thereof at any meeting of the Board of Directors or Executive Committee. The Secretary/Treasurer shall receive and give receipts for money due and payable to GREFPAC from any source whatsoever, and deposit all such monies in the name of GREFPAC in such banks, trust companies or other depositories as shall be selected by the Board of Directors or Executive Committee. The Secretary/Treasurer shall perform all duties incident to the office of Secretary/Treasurer and such other duties as might from time to time be assigned to him or her by the President, the Executive Committee or Board of Directors. The Board of Directors may assign certain of these duties to the Executive Director, who shall perform those assigned tasks under the supervision and direction of the Secretary/Treasurer. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE 6 Committees/Teams

6.1 Teams and Responsibilities

Members of the Board of Directors shall serve as Team Leaders. The Teams and Responsibilities may be altered and adjusted as needed, at the discretion of the Board. The basic responsibilities are as follows:

- 6.1.1 Communication Team -
- Develop an outreach program to educate consumers and law enforcement officials about mortgage fraud
 - Expand inter-agency communication
 - Act as liaison for communication between GREFPAC and the news media
 - Act as liaison for communication between GREFPAC and law enforcement
 - Distribute public records information to GREFPAC Members
- 6.1.2 Education Team -
- Develop the tools to educate industry partners in the "best practices" to prevent mortgage fraud
 - Facilitate training classes
 - Plan the Quarterly Education Meetings.
- 6.1.3 Administration Team -
- Establish and foster a market place identity for GREFPAC
 - Develop and maintain an information-sharing forum for GREFPAC Members
 - Create and maintain a website

- Act as Historian for GREFPAC activities and accomplishments
- 6.1.4 Membership Team –
Establish and enforce policies and procedures for Membership in GREFPAC
- 6.1.5 Nominating Team
Nominate the slate for officers and Board annually and to fill unexpired terms, if any.
- 6.1.6 Finance Team
Work with the Treasurer and the Executive Director to develop an annual budget and to monitor and manage expenses and income so that GREFPAC is fiscally responsible and solvent.
- 6.1.7 Conference Team
Plan, develop, and execute the Annual Conference.
- 6.1.8 Executive Team
Manage GREFPAC and supervise the Executive Director.

6.2 Other Teams

GREFPAC shall have such other Teams as may from time to time be designated by resolution of the Board of Directors. These Teams may consist of persons who are not also Members of the Board and shall act in an advisory capacity to the Board.

6.3 Meetings and Actions of Teams

Meetings and actions of Teams shall be governed by, noticed, and held in accordance with the directive of the Team Leaders, except that the time for regular and special meetings of Teams may be fixed by resolution of the Board of Directors or by the Team. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 7 Operating Procedures

7.1 Operating Procedures

- 7.1.1 Operating Procedures shall be established.
- 7.1.2 Operating Procedures may be adopted, amended or rescinded by a majority vote at any regular business meeting of the Board of Directors.

ARTICLE 8 Dissolution

GREFPAC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall be distributed to the members of GREFPAC. On dissolution of GREFPAC, any funds remaining shall be distributed to one or more qualified charitable, educational or philanthropic organizations to be selected by the Board of Directors and in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code as detailed in Article 12, Section 12.3 of these Bylaws.

ARTICLE 9 Amendments

- 9.1 Proposed Amendments - Amendments to the Bylaws may be proposed only by the Board.
- 9.2 Voting – These Bylaws may be amended at any Board meeting by a two-thirds (2/3) vote.

ARTICLE 10 Execution of Instruments, Deposits and Funds

10.1 Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer or agent of GREFPAC to enter into any contract or execute and deliver any instrument in the name of and on behalf of GREFPAC, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent or employee shall have any power or authority to bind GREFPAC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

10.2 Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of the

indebtedness of GREFPAC shall be signed by the Treasurer, not to exceed \$1,000.00. If amount should exceed \$1,000.00, a second signature would be needed from the appointed Board.

10.3 Deposits

All funds of GREFPAC shall be deposited from time to time to the credit of GREFPAC in such banks, trust companies or other depositories as the Board of Directors may select.

10.4 Gifts

The Board of Directors may accept on behalf of GREFPAC any contribution, gift, bequest, or devise for the nonprofit purposes of GREFPAC.

**ARTICLE 11
Maintenance of Corporate Records, Reports and Seal**

The Corporate Seal and all records and reports shall be maintained by the Secretary.

**ARTICLE 12
IRC 501(c)(3) Tax Exemption Provisions**

12.1 Limitation on Activities

No substantial part of the activities of GREFPAC shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Coalition shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of the Bylaws, GREFPAC shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

12.2 Prohibition against Private Appropriation of Funds

No part of the net earnings of GREFPAC shall be appropriated to the benefit of, or be distributed to, its Members, Directors, Officers, or other private persons, except that GREFPAC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of GREFPAC.

12.3 Distribution of Assets

Upon the dissolution of GREFPAC, its assets remaining after payment, or provision for payment, of all debts and liabilities of GREFPAC, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

12.4 Private Foundation Requirement and Restrictions

In any taxable year in which GREFPAC is a private foundation as described in Section 509(a) of the Internal Revenue code, the Coalition 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the Coalition to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

**ARTICLE 13
Amendment of Bylaws**

These Bylaws, or any one of them, may be altered, amended or repealed and the Bylaws adopted by approval of the Board of Directors.

ARTICLE 14
Construction and Terms

If there is any conflict between the Provisions of these Bylaws and the Articles of Incorporation, the provisions of the Articles of Incorporation shall govern.

Should any of its provisions or portions of the Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in the Bylaws to a section or sections of the Internal Revenue Code shall be to such section of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 15
Adoption of Bylaws

By vote of the Directors and Officers of this corporation, we consent and hereby do adopt the foregoing Bylaws, consisting of preceding pages, as Bylaws of this corporation, effective the _____ day of _____, 20_____.

Scott Kelly, President

GEORGIA REAL ESTATE FRAUD PREVENTION AND AWARENESS COALITION, INC. RESTATED OPERATING PROCEDURES

I. Introduction

The operations of the Georgia Real Estate Fraud Prevention and Awareness Coalition ("GREFPAC or "Association") shall be guided by these Operating Procedures that supplement GREFPAC's Bylaws. In the event of a conflict between the Bylaws and these Operating Procedures, the Bylaws shall control.

II. Bylaws

The Bylaws are the primary governing document of GREFPAC and shall be revised only in accordance with their terms. Along with the election of Officers and Directors each year, two-thirds (2/3) of the members present at that meeting shall ratify all amendments to the Bylaws made since the immediately preceding ratification.

III. Membership

A. Individual Members

1. Pricing
 - a. Membership fee shall be \$50 per person or as the Board may determine in its sole discretion; and
 - b. A member will receive pricing discounts, to be set by the Board, for all GREFPAC events.
2. Privileges
 - a. In addition to lower prices to attend GREFPAC events, members enjoy the following privileges:
 - i. Voting rights in GREFPAC affairs (as provided by the Bylaws);
 - ii. Eligible to become Officers of the Board (as provided by the Bylaws);
 - iii. Team participation;
 - iv. E-mail notification of meetings and events;
 - v. Access to all educational materials;
 - vi. Support and expertise of concerned fraud-fighting individuals;
 - vii. Membership Directory; and
 - viii. Membership Card.

IV. Member Privacy

Except as provided below, the content of applications is confidential; however, once a member is approved, unless prohibited by law, GREFPAC may provide to third parties a list of its members in its sole discretion. Such list may include: member name, employer or company name, addresses (including e-mail address), phone numbers and fax numbers. Any member who does not wish to have their name and identifying information given out must provide a statement in writing to that effect to the membership chair.

V. Property Maintenance and Use

A. Intellectual Property

Property Owned

1. GREFPAC logo;
2. GREFPAC Conference; and
3. Educational materials developed by GREFPAC.

B. Furniture, Fixtures and Equipment (if any)

Any property of GREFPAC is for the exclusive use of GREFPAC and its members for GREFPAC business only.

VI. Officers

Only Individual Members shall serve as Officers. Although not mandated by the Bylaws, it is customary for the President to first serve as Secretary, Treasurer and then Vice President, in such order with a one-year term of service in each position. Generally, Officers are installed in June of each year and serve a term of one calendar year commencing July 1.

- A. In addition to the responsibilities set forth in the Bylaws, the President shall chair all Board meetings.

- B. In addition to the responsibilities set forth in the Bylaws, the Secretary shall record and maintain the minutes of all Board meetings, attach to such minutes all required documents (including, but not limited to, agenda, consent agenda, committee reports, motions, etc.)

VII. Legal Counsel (if any)

- A. Selection
- B. Legal Counsel shall be selected by the 2/3 vote of the Board, annually. Legal Counsel may not currently serve as a Board Member or Officer.
- C. Access to and Use of Legal Counsel
GREFPAC's Legal Counsel shall represent GREFPAC. Unless otherwise retained, Legal Counsel does not represent any Officer, Director or Member of GREFPAC. Nor does Legal Counsel represent GREFPAC's Executive Director or any entity affiliated with GREFPAC unless retained to do so.
- D. Responsibilities of Legal Counsel
1. Attend Board meetings
 2. Provide legal advice as requested by the President or the Board
 3. Interpret Articles of Incorporation and Bylaws
 4. Draft revisions to Articles of Incorporation and Bylaws as requested by Board
 5. Review contracts as requested by Board
- E. Referrals
1. All GREFPAC "fee" work shall be referred first to Legal Counsel.
 2. All inquiries made to GREFPAC for legal advice or counsel shall be directed to Legal Counsel.

VIII. Office Address

- A. Address
The Board shall designate the office address of GREFPAC. GREFPAC's address shall appear on all GREFPAC correspondence, and all correspondence to GREFPAC shall to be sent to its office address.

IX. Meetings

- A. Board Meetings
All Directors, Officers and Team Chairs shall attend board meetings. Generally, the Board meets at noon following the Quarterly Education Meetings and at 10:00 a.m. on the first Wednesday of each month in which there is no Quarterly Education Meeting. Board meetings shall be at a location to be arranged by the Board

The Secretary shall notify all Officers, Directors and Team Chairs of all meetings. Team chairs and others with reporting responsibilities shall provide to the Secretary required reports (or notice that the team has no report for that meeting) by the Friday before each Board meeting. Those wishing to place items on the agenda shall advise the Secretary. Prior to the Board meeting, the Secretary shall provide to all Officers and Directors a copy of all written reports, the agenda and the consent agenda for the Board meeting. Each Officer and Director shall read such written materials prior to the Board meeting and be prepared to act on such materials as appropriate.

The President shall chair Board meetings. The Secretary shall record the minutes of all Board meetings. Meetings shall be conducted pursuant to Robert's Rules of Order, the relevant portions of which are summarized below.

Overview of Robert's Rules of Order

- The maker of the motion has the right to be recognized first;
- Insofar as possible, debate should be alternated between opposing sides;
- No Member should speak a second time on a motion until everyone wishing to speak on that question has had an opportunity;
- A Member's remarks must be germane to the question on the floor;
- Members must maintain professionalism at all times;
- All remarks must be addressed through the chair;
- Members must refrain from speaking adversely on prior action not pending;
- No Member may speak against the Member's own motion;
- No Member can speak longer than three minutes without the consent of the board; and

- Members must refrain from disturbing others while the President or another Member is speaking.
1. A Member addresses the Chair, Mister/Madam President
 2. The Chair recognizes the Member (grants the Member the floor)
 3. If a Member makes a motion, " I move that (insert motion)..." another Member seconds the motion. All main motions of more than a few words must be written on motion slips when requested by Secretary (see below), signed by the maker and then seconded, and sent to the Secretary.
 4. The Chair states the motion and opens the floor for debate, if debatable, "It is moved and seconded that (insert motion). Is there any discussion?"
 5. Members discuss the motion, when recognized by the Chair.

MOTION SLIP

I _____
Move that

Signed by Mover of the Motion _____

Signed by Seconder of the Motion _____

Date: _____

- B. Membership Meetings
Unless otherwise provided by the Bylaws, general membership meetings shall occur quarterly.

The location of membership meetings shall be selected by the President The Secretary shall notify all Members of membership meetings.

X. Nominating Team

- A. Chair
The Nominating Team shall be chaired by GREFPAC's immediate past President who shall serve as Chair for one year.

- B. Team
The Chair shall select four Members, at least one being a Board Member to serve on the Team. The Team shall be presented to and approved by the Board by the October meeting.

- C. Nominations Procedure
The Nominating Team shall solicit the membership for candidates interested in serving as Officers and Directors. The Nominating Team may conduct such solicitation verbally, via communication to the Board, via written communications to the membership, or in any other manner it deems prudent. Prior to the Board's approval of the slate, the Nominating Team shall provide the Board with a resume or bio of each candidate along with the candidate's statement on why he or she wants to serve GREFPAC. No Member of the Nominating Team may be nominated to serve as an Officer or Director.

- D. Presentment of Slate to Board
The Nominating Team shall present a slate of Officers and Directors to the Board at or before the April Board Meeting of each year. Board shall approve the slate of Officers and Directors at or before the May meeting of each year.

- E. Presentment of Slate to General Membership and Election
The slate including a resume or bio of each candidate and the candidate's statement on why he or she wants to serve GREFPAC will be provided to General Membership by e-mail no later than May 15th. Election shall be held at the June General Membership meeting. This will be a majority vote.

XI. Other Teams

- A. Qualifications
All team members shall be Members of GREFPAC Each Team Chair shall provide to the Secretary a list of committee members so that the Secretary may confirm the GREFPAC membership of each team member.

B. Reporting Requirements

1. Annual Report

By June 15, each Team Chair shall provide a budget for the upcoming fiscal year to the Financial Team. Each Team Chair shall prepare and provide a written report, including, but not limited to, a general description of its purpose and goals, its planned activities, a budget, a schedule of events, and its members, as appropriate. It is recommended that such report serve as the first entry in a committee notebook to include monthly written reports (as set forth below) and other supporting material with the goal being that such notebook serve as a manual and reference tool to be given to the incoming Team Chair upon the outgoing Team Chair's termination of service.

2. Monthly Report

Each Team Chair must provide a written report to the Secretary by the Friday before each monthly Board meeting. Each monthly team report shall include the following information:

- a. Date of meeting (or the fact that no meeting was held);
- b. Agenda;
- c. Calendar of activities;
- d. Progress report;
- e. Members present and absent; and
- f. Allocation of expenses.

C. With the exception of the Nominating Team, all Teams shall be approved by the President and shall serve at the pleasure of the President. Teams are encouraged to communicate with other Teams, especially those with similar or overlapping goals, to foster GREFPAC and ensure the best use of GREFPAC's resources.

1. The current GREFPAC teams are listed below:

- a. Communication Team;
- b. Education Team;
- c. Administration Team;
- d. Membership Team;
- e. Nominating Team;
- f. Finance Team;
- g. Conference Team; and
- h. Executive Team.

XII. Anti-Trust Policy

A. Policy

It is the undeviating policy of the Association to comply strictly with the letter and spirit of all federal, state, and applicable international trade regulations and antitrust laws. Any activities of the Association or Association -related actions of its Staff, Officers, Directors, or Members that violate these regulations and laws are detrimental to the interests of the Association and are unequivocally contrary to Association policy.

B. Implementation

Implementation of the antitrust compliance policy of the Association shall include, but shall not be limited to, the following:

1. Association Membership, Board of Directors, Executive Team, and other team meetings shall be conducted pursuant to agendas distributed in advance to attendees; discussions shall be limited to agenda items; there shall be no substantive discussions of Association matters other than at official meetings; minutes shall be distributed to attendees promptly.
2. All Association activities or discussions shall be avoided that might be construed as tending to: (a) raise, lower, or stabilize prices; (b) regulate production; (c) allocate markets; (d) encourage boycotts; (e) foster unfair trade practices; (f) assist in monopolization; or (g) in any way violate federal, state, or applicable international trade regulations and antitrust laws.
3. No Officer, Director, or Member of the Association shall make any representation in public or in private, orally or in writing, that states, or appears to state, an official policy or position of the Association without specific authorization to do so.
4. Associate Members, Officers, Directors, or employees who participate in conduct that the Board of Directors determines to be contrary to the Association antitrust compliance policy shall be subject to disciplinary measures up to, and including, termination, as provided in the Bylaws.

XIII. Sexual Harassment and Anti-Discrimination Policy

Harassment of any type is strictly prohibited. GREFPAC will take disciplinary action, up to and including termination, against any Member, service provider, or vendor, who has violated this policy. Members should

report all incidents of harassment to the President, Vice President, Legal Counsel (if any), or Secretary, who will take immediate action to investigate and resolve all complaints.

It is the policy of GREFPAC, from member recruitment through appointment and nominations, to provide equal opportunity at all times without regard to race, color, religion, sex, familial status, national origin, age, sexual orientation, veteran status or disability.

XIV. Conflict of Interest Policy

Officers, Directors, or Members of the Association must conduct their personal affairs in such a manner as to avoid any possible conflict of interest with their duties and responsibilities as Members of GREFPAC.

Any duality of interest on the part of any Member of the Board shall be disclosed to the Board, and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

Any Member of the Board having a duality of interest shall not vote or use his personal influence on the matter, and he shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation.

Any new Board Member will be advised of this policy upon entering the duties of his office.

XV. Executive Director (if any)

A. Responsibilities

The Executive Director shall manage all business affairs of GREFPAC and shall perform all duties set forth in the contract between GREFPAC and the Executive Director. The Executive Director shall maintain all property of GREFPAC, including, but not limited to, records, member lists, office equipment and postage meter. The Executive Director shall monitor all financial obligations of GREFPAC and request payment of the Board as necessary.

B. Selection and Review

The Executive Director shall enter into a contract with GREFPAC for a term of no more than two years. Once a year the Board shall complete a performance evaluation of the Executive Director with the assistance of Legal Counsel unless the intent is for the Executive Director to work for one (1) year only. If the Executive Director's performance is satisfactory, the Board, in its sole discretion, may continue to contract with the Executive Director and will not be required to solicit bids for another Executive Director. If the Executive Director's performance is unsatisfactory, to the extent permitted by contract, the Board must select a new Executive Director by soliciting bids. The President of the Board may appoint a committee to handle such solicitation of bids and selection.

C. Office Procedures for Handling Inquiries or Reports from Members, Directors, Officers and Press.
The Executive Director shall handle all GREFPAC Member inquiries to the extent possible or refer such Member to a Team Chair or Legal Counsel as appropriate. The Executive Director shall refer to the President or other designated GREFPAC representative all calls and correspondence from the media.

XVI. Financial Matters

A. Expenses

Expenditures made on behalf of GREFPAC by Board Members, Team Chairs, Members, and others are to be carefully documented with receipts attached to either a GREFPAC Check Request Form or a GREFPAC Check Request Travel Reimbursement Form. Board and committee expenses are set in the annual budget and must be approved by the Board if they are over the budgeted amount.

1. Reimbursable Expenses

Coach airfare with the lowest fare, hotel with lowest room rate, food and non-alcoholic beverages up to a maximum of \$40.00 per day per person, car mileage at the current IRS rate, highway tolls, parking meters and garages, taxis, buses, airport shuttles, business center charges related to GREFPAC business only, and conference/meeting registration fees if approved by the board.

2. Non-reimbursable Travel Expenses

Suites, flowers, personal entertainment, child and/or pet care or sitter fees, parking tickets or traffic fines, travel insurance, personal grooming items and gifts, overnight mail and special delivery related to personal or personal business, companion travel or expenses, alcoholic beverages, upgrades, golf, tennis, beach activities, and other activities of the like.

3. Only Members shall be reimbursed for expenses incurred conducting GREFPAC business, unless the GREFPAC Board approves approval for reimbursement expenses for a nonmember.

- B. Budgets and Disbursements
1. Teams and GREFPAC will be allowed to operate with expenditures up to \$500.00 in lieu of a budget.
 2. All requests for disbursements in the amount of \$500.00 or more must have prior Board approval.
 3. A reserve account shall be established with the intent of keeping at least one year's total operating expenses in reserve at all times.
- C. Dues
1. Setting Dues
The Board shall establish the amount of dues annually. GREFPAC's year begins on July 1. New Members joining mid-year will pay a pro-rated fee at a rate to be established by the Board.
 2. Collecting Dues
The Treasurer shall begin invoicing all Members for dues during April of each year and shall collect and record such dues. Annual dues must be paid by July in order for such Member to be listed in the annual GREFPAC membership directory.
 3. Termination for Failure to Pay
Membership shall be terminated for failure to pay dues on or before August 31st.
- D. Issuance of Checks
Checks shall generally be issued by the Treasurer as set forth in the Bylaws and shall be issued no later than 30 days of receipt of invoice or reimbursement request. Checks written for reimbursement to Officers, Directors, Committee Chairs, Members and others will be given priority handling, and are to be provided to the appropriate person as quickly as possible.
- E. GREFPAC Signature/Approval
1. Parties authorized to approve
 - a. Each officer is authorized to approve expenditures and to sign checks.
 2. Each officer shall sign bank signature cards.
 3. Checks of \$1,000.00 or more require two signatures.
 4. Under no circumstances may an officer sign a check payable to him/herself or a related party or company for any reason.
- F. Insured Accounts
All GREFPAC deposit accounts shall be fully insured (within maximum limits) by the FDIC.
- G. Audit
An independent accounting firm shall audit GREFPAC's financial records at least once every two years. The type of audit performed is to be determined by the Board.

XVII. Web Page Maintenance

- A. Responsible Party
The Administrative Team shall manage GREFPAC's web page. All news stories, articles, event notices, etc. to be printed in GREFPAC's web page shall be submitted to the Administrative Team. After a review of the submitted materials, the Administrative Chair shall submit approved materials to the web page administrator.
- B. Technical Support
Technical Support for GREFPAC's web page shall be recommended by the Administrative Team and approved by the Board.
- C. Content/Editorial Policy
Content and editorial policy shall be determined by the GREFPAC Board and distributed or publicized by the Administrative Team.

XVIII. GREFPAC Position Statements

- A. Written Statements
All written position statements of GREFPAC shall be authorized and approved by the Board.
- B. Contracts
All contracts must be approved by the Board specifically or by virtue of inclusion in an approved budget.
- C. Parties Authorized to Sign Contracts

The President must sign all contracts on behalf of GREFPAC and the Secretary shall attest the President's execution of all contracts.

- D. Legal Counsel, if any, shall review contracts as requested by the Board.

XIX. Insurance & Bonds

- A. Professional Liability/Directors' and Officers' Liability Coverage
GREFPAC shall maintain liability insurance for the benefit of its Officers, Directors, and Executive Director, if any, in the amount of at least \$1,000,000 by an insurer with the highest rating given.
- B. Theft and/or Dishonesty Coverage
GREFPAC shall maintain theft and/or dishonesty coverage for its Officers, Directors and Executive Director, if any, by bond or insurance in the amount of \$50,000 per occurrence.

XX. Recordkeeping

- A. The Secretary shall maintain all records of GREFPAC, including, but not limited to:
1. Minute Book (Articles of Incorporation, Minutes, Bylaws)
 2. Database of Members
 3. Financial Records (at end of year provided to Secretary by Treasurer)
 4. Conference Records (at end of year provided to Secretary by Conference Team Chair)
- B. Retention Periods
All such records shall be maintained for 5 years from date of entry with the exception of the Minute Book, annual federal and state tax returns, nonprofit status documents, and any other documents or records recommended by the Coalition's accountant, legal counsel or Board, which shall be retained in perpetuity.
- C. Destruction of Records
Destruction of records shall be in a manner designed to protect the privacy and confidentiality of the records.

XXI. Media Relations

- A. Annually the Board shall appoint a spokesperson for GREFPAC. No other Member, Officer, or Director shall communicate with the media as the GREFPAC representative.
- B. Any statement on behalf of GREFPAC shall be consistent with GREFPAC's stated position on an issue, which may differ from the position of the speaker. If GREFPAC's position on an issue is unclear or GREFPAC has no position on an issue, the spokesperson will either state and/or reiterate GREFPAC's Mission Statement (see attached Mission Statement) or say, "I am going to reserve comment."

Amended and Adopted by Board of Directors, _____..