

**AMENDED BYLAWS
HISPANIC ASSOCIATION OF REAL ESTATE PROFESSIONALS, INC.**

**ARTICLE I
NAME**

Section 1. **NAME:** The name of this organization shall be Hispanic Association of Real State Professionals, Inc and may hereinafter be referred to as "HAREP".

Section 2. **SEAL:** The seal of HAREP shall consist of a circular metal disc or stamp around the outer part of the face whereof shall be inscribed the words **HISPANIC ASSOCIATION OF REAL ESTATE PROFESSIONALS, INC.** and within the inner circles of words, HAREP. The seal shall be affixed to all official documents of the organization.

**ARTICLE II
OBJECTIVES**

The initial business of the corporation is to promote continuing education in the real estate profession and participation on matters and issues that impact real estate professionals and the Hispanic community.

Specifically, the goals of the Corporation are:

Section 1. Establish a formal network of communication among Real Estate Professionals that desire to specialize in the Hispanic real estate market.

Section 2. Assist members to integrate successfully into the real estate profession.

Section 3. Provide educational and practical opportunities for career development of the membership.

Section 4. Provide role models in the community that enhances the image of the membership in society.

Section 5. Define research and advocate positions on issues relevant to the real estate community, and to disseminate information about issues that impact the emerging real estate market.

Section 6. Promote the appointment of Hispanic Real Estate Professionals to leadership positions on boards and commissions and committees that impact on the real estate industry.

Section 7. Advocate for the development and implementation of bi-lingual forms that are used in the real estate industry.

Section 8. Promote programs that assist Real Estate Professionals in providing professional services and meeting special needs.

ARTICLE III MEMBERSHIP

Section 1. Members.

(A) **Real Estate Agent Members.** Licensed Real Estate Professionals, Hispanic and Non-Hispanic who are engaged in the real estate profession, including buying, selling, exchanging, renting, leasing and managing.

(B) **Affiliate Members.** Affiliate members shall consist of individuals who, while not engaged in the real estate profession as defined in paragraph (A) of this section, have interests in real estate and empathize with the objectives of HAREP.

Section 2. Corporate Membership. Corporate members shall consist of individuals of corporations who while not engaged in the real estate profession as defined in Article III, Section 1 Paragraph A and B, have interests in real estate and who empathize with the objectives of HAREP. Corporate members have membership exclusive to our local HAREP organization. Corporate Members do not have the privilege to vote, this is limited to Real Estate Agent Members and Affiliate Members only as set forth in these bylaws.

Section 3. Rights of Membership. Only Members shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on assets, on any merger and its principal terms and any amendment of those terms, on any election to dissolve the Corporation and on amendment of the Corporation's Articles of Incorporation or Bylaws. In addition, Members shall have all rights afforded Members under the general Nonprofit Corporation Law of the State of Arizona and these Bylaws. This Corporation may benefit, serve or assist persons who are not Members, but may restrict the provision of certain benefits, services, and assistance to Members. Such designations and amendments thereto shall be filed with the records of this Corporation. No Member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 4. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the Member, on reasonable notice to the Corporation;
- (b) Expiration of the period of membership, unless the membership is renewed or the renewal terms fixed by the board;
- (c) Failure of the Member to pay dues, fees, or assessments as set by the Board within ninety days (90) after they become due and payable;
- (d) Occurrence of any event that renders the Member ineligible for membership, or failure to satisfy membership qualifications; or

- (e) Expulsion of the Member under Article III, Section 5 of these Bylaws based on the good faith determination by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

Section 5. Suspension of Membership. A Member may be suspended under Article III, Section 6 of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the Member has failed in a material and serious degree to observe the Corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. A person whose membership is suspended shall not be a Member during the period of suspension.

Section 6. Procedure for Expulsion or Suspension. If grounds appear to exist for expulsion or suspension of a Member under Article III, Section 4 or 5 of these Bylaws, the procedure set forth below shall be followed:

- (a) The Member shall be given 15 days prior notice, by any method reasonably calculated to provide actual notice of the proposed expulsion or suspension and the reasons therefore. Any notice given by mail shall be sent by first-class or registered mail to the Member's last address as shown on the Corporation's records.
- (b) The Member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered by the Board or by the committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- (c) The Board, committee, or person shall decide whether or not the Member should be suspended, expelled or sanctioned in some other way. If the determination is to be made by a committee or person authorized by the Board, that committee or person shall submit the decision to the Board of Directors for its consideration and approval. The decision of the Board shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within sixty days after the date of the expulsion, suspension or termination.

Section 7. Transfer of Membership. No Membership or right arising from membership shall be transferred. All membership rights cease on the member's dissolution or termination of membership pursuant to Article III Section 6 of these Bylaws.

Section 8. Liability for Debts or Obligations. No Member shall be personally liable for the debts, liabilities, or obligations of the Corporation.

Section 9. Place of Meeting. Meetings of the Members shall be held at any place designated by the Board of Directors.

Section 10. **Annual Meeting.** The November meeting of the year shall be the annual meeting of the members. The Board may, at its discretion, set the meeting at any other time. The Board of Directors shall fix the date and time and notify Members as provided in Article III Section 12. At this meeting, Directors shall be elected and any other proper business may be transacted.

Section 11. **Special Meetings.** A Special meeting of the Members for any lawful purpose may be called at any time by the Board of Directors, President of the Board or by thirty five percent (35%) or more of the Members. A special meeting called by any person, other than the Board, entitled to call a meeting shall be by written request, specifying the general nature of the business proposed to be transacted and submitted to the President of the Board or the Secretary/Treasurer. The officer receiving the request shall cause notice to be given promptly to the Members entitled to vote in accordance with Article III Section 12 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 5 but no more that 15 days after receipt of the request. If the notice is not given within 5 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section 11 shall be construed as limiting, fixing or affecting the time at which a meeting of the Members may be held when the Board calls the meeting. No other business, other than the general nature of business which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 12. **Notice of Meetings.** Whenever members are required or permitted to take action at a meeting, a written or electronic mail notice of the meeting shall be given at least 15 but no more that 50 days before the meeting date to each member entitled to vote at that meeting. The notice shall be given either personally or by first-class, registered, certified mail, electronic mail or by other means of written communication, charges prepaid and shall be addressed to each member entitled to vote at the address of that Member appearing on the books of the Corporation or at the address given by the Member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either sent in writing to the Member Corporation's principal office.

Notices shall specify the place, date and hour of the meeting and (1) for special meeting, the general nature of the business to be transferred; or (2) for a regular meeting those matters which the Board, at the time notice is given, intends to present for action by the Members but except as provided in Article III, section 6 of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

Approval by the Members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a Director without cause.
- (b) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation.
- (d) Amending the Bylaws; or
- (e) Electing to wind up and dissolve the Corporation.

Section 13. Adjournment. Any Members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting. No meeting may be adjourned to another time or place; notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each Member who, on the record date for notice of the meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section 14. Voting. Only Members as outlined in Article III, Section 1, Paragraph A and B are entitled to vote at any meeting of the Members, except as hereafter set out with regard to the election of Directors, in good standing as of the record date determined in Article III, Section 17 of these Bylaws. Voting may be by voice or ballot, except that any election of Directors must be by ballot. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the Members. Voting by proxy shall not be allowed. Cumulative voting is prohibited. If the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Members, unless the vote of a greater number or voting by classes is required by law, the Articles of Incorporation or these Bylaws. In any election of Directors the candidates receiving the highest number of votes are elected. In case of a tie, a runoff election shall be conducted immediately. Only Members shall be entitled to vote in any election of the Directors. Each Member entitled to vote shall have the right to vote for as many nominees as there are vacancies on the Board of Directors.

Section 15. Waiver of Notice or Consent by Absent Members. The transaction of any meeting of Members, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or and if, either before or after the meeting, each Member entitled to vote, not in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent or approval need not specify either the business to be transacted or the purpose of any meeting of Members except that if action is taken or proposed to be taken for approval of any of those matters specified in the last paragraph of Article III, Section 11 of these Bylaws, the waiver of notice, consent or approval shall state the general nature of the proposal. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A Member's attendance at a meeting shall also constitute a waiver of notice of and presence at the meeting, unless the Member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 16. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Members may be taken without a meeting and without prior notice, if all Members consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the Members. The action by written consent shall have the same force and effect as the unanimous vote of the Members.

Section 17. **Record Date.** For purposes of determining the Members entitled to notice of any meeting, entitled to vote at any meeting or entitled to exercise any rights with respect to any lawful action, the Board may, in advance, fix a record date. The record date so fixed:

- (a) For notice of a meeting shall not be more than 60 nor less than 15 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the next business day preceding the day on which notice is given, or if notice is waived the next business day preceding the day on which the meeting is held.
- (b) For voting at a meeting shall not be more than 30 days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the day on which the meeting or adjourned meeting is held.
- (c) For any other action shall not be more than 30 days before the action. If not otherwise fixed by the Board, the record date shall be the date on which the Board adopts the resolution relating to that action, or the 30th day before the day of that action, whichever is later.

A member at the close of business on the record date shall be a Member of a record.

Section 18. **Election of Directors.** The Board of Directors shall appoint a committee to select qualified candidates for election to the Board by the Members at least 90 days before the date of any election of Directors. This nominating committee shall make its reports to the Board of Directors at least 60 days before the date of the election, or at such other time as the Board may set, and the Secretary shall forward to each Member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this section. Nominations of candidates shall also be accepted from the floor at the meeting called for the purpose of electing the Board of Directors.

Section 19. **Appointment of Affiliate Directors.** The Board of Directors, at any duly held meeting, may appoint not more than eight qualified affiliate Members to serve on the Board of Directors for a period which shall expire December 31st of each year.

Section 20. **Qualification.** In order for any member to be nominated or appointed as a Director, that nominee or appointee shall have been a member in good standing for a period of not less than 12 calendar months and / or have served on a committee.

ARTICLE IV MEMBERSHIP QUALIFICATION, APPLICATION AND RESPONSIBILITIES

Section 1. **Qualification and Application.** Individuals who meet their requirements as attached in Article III, Sec. 1(A-B) may apply for membership of HAREP by:

- (a) Attending a scheduled membership meeting as a guest and requesting an application for membership from the Membership Committee.
- (b) Review and consent to the Bylaws of HAREP.
- (c) Real Estate Agents must abide by the AAR Code of Ethics,
- (d) Demonstrate that person's interest in the goals of HAREP.

Section 2. Responsibilities.

- (a) All members, regardless of designation shall abide by the Bylaws of HAREP.
- (b) Membership is not transferable.
- (c) Resignation of Members. Any Member may resign from HAREP by submitting a letter of resignation in writing to the Board of Directors. The Board of Directors may terminate a member's membership for violations of the Bylaws or other duties of membership, or for actions deemed detrimental to the Organization. A member, whose membership status is being considered for termination, shall have the right to defend himself/herself before the Board of Directors.
- (d) Leave of Absence. A leave of absence may be granted by the Board of Directors to any Member in good standing who intends to be temporarily absent from the real estate business, provided that the request is submitted to the Membership Committee in writing and that all dues are paid.
- (e) Legal Obligations. No member or group of members shall be permitted to obligate HAREP for legal fees or litigation costs in which individual members are involved, or bind HAREP in any manner or represent to any person that they represent HAREP in any manner.

**ARTICLE V
MEMBERSHIP DUES**

Section 1. Membership Dues. The annual membership dues for each Member shall be determined by the Board of Directors. All memberships are an individual membership and are non transferable.

**ARTICLE VI
MEMBERSHIP MEETINGS**

Section 1. Membership Meetings. Membership Meetings will be held at least quarterly and shall be called by the Board of Directors. Notices of said meetings shall be in writing and shall state the place, day and hour of the meeting and the purpose for which the meeting has been called. Notices shall be sent by mail, fax, or electronically to members not less than 10 days before the date of the meeting.

Section 2. Proxies. At membership meetings (1) each Member must be present to vote. Proxies are not allowed.

Section 3. Quorum. For the purpose of conducting membership business, a quorum shall consist of one third of the membership. There shall be no provision for proxies.

ARTICLE VII BOARD OF DIRECTORS

Section 1. **Powers.** Subject to limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised under the intimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the other officers, agents and employees of the Corporation, prescribed powers and duties for them as may not be inconsistent with law, the Articles, or these Bylaws, fix their compensation, and require from them security for faithful service.
- (b) To conduct, manage, and control the affairs and activities of the Corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.
- (c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time, as they may deem best.
- (d) To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore.

Section 2. **Number of Directors.** The authorized number of Directors shall be no less than three, no more than seventeen, until changed by amendment of the Bylaws.

Section 3. **Selection and Term of Office.** Directors shall be elected at the annual meeting of the Members by the Corporation's voting membership. However if any such Directors are not elected at the annual meeting of the Members, they may be elected at any special meeting of the Members held for that purpose. Each such Director, including a Director elected to fill a vacancy or elected at a special Members' meeting shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may serve any number of consecutive terms. Of the seventeen initial Directors, nine Directors shall serve 2-year terms and eight Directors shall serve 1-year terms. Thereafter, terms shall be for 2 years, except that terms for affiliate Directors shall expire December 31st of each year. Only Members of the Corporation shall be eligible to be elected to the Board of Directors. Persons elected to the Board of Directors shall commence their term on the first day of January.

Section 4. **Vacancies.** A vacancy of the Board shall exist on the occurrence of the following:

- (a) The death or resignation of any Director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has missed three (3) consecutive meetings of the Board of Directors;
- (c) The vote of the Members to remove a Director pursuant to Article III, Sections 3 and 5 of these Bylaws.

- (d) And increase in the authorized number of Directors; or
- (e) The failure of the Members, at any meeting of Members at which Directors are to be elected, to elect the number of Directors required to be elected at such meeting.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective. No Director may resign when the Corporation would then be left without a duly elected Director in charge of its affairs.

Except for a vacancy created by the removal of a Director, vacancies on the Board may be filled by vote of a majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. The Members may fill any vacancy not filled by the Directors. Prior to the removal of any Director, the Director to be removed shall have been notified in writing at least ten days prior to the date of the meeting at which removal is to be considered.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. Place of Meeting. Meetings of the Board shall be held at a place, date and time designated by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section 6. Annual Meeting. The Board shall hold an annual meeting for the purpose of organization, selection of officers, and the transaction of other business. Annual meetings of the Board shall be held during the month of November or any other time as set by the Board.

Section 7. Regular Meetings. Meetings of the Board shall be held monthly on such dates and at such times as may be fixed by the Board.

Section 8. Special Meetings. Special meetings of the Board for a purpose or purposes may be called at any time by the President or one-third of the Board of Directors.

Special meetings of the Board shall be held upon 3 days notice by first-class mail or 24 hours notice given personally or by telephone, fax, electronic mail or other similar means of communication. Any such notice shall be addressed or delivered to each Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient.

Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the receiver.

Section 9. Quorum. A simple majority of eligible Directors shall constitute a quorum of the Board for the transaction of business except to adjourn as set forth in Article VII, Section 12 of these Bylaws. 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 shall be regarded as the act of the Board, unless a greater number is by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum of such meeting.

Section 10. Participating in meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Director's meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors, if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of adjourned meeting to the Directors who were not present at the time of the adjournment shall be given.

Section 13. Action without Meetings. Any action required or permitted to be taken by the Board may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every Director shall have absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director.

ARTICLE VIII
OFFICERS, DUTIES, VACANCIES, NOMINATION, ELECTION AND REMOVAL

Section 1. **Officers.** The elective officers of the Organization shall be: President, President-Elect, Vice-President, Secretary and Treasurer. All officers shall serve for one (1) year or until their successors are elected and qualified. The outgoing President shall serve as Past President for a term not to exceed (1) year.

Section 2. **Election.** The officers of the Corporation, except such elected or appointed as set forth in this Article VIII, Section 6, shall be chosen annually by, and shall serve at the pleasure of, the Board and shall hold their respective offices until their resignation, removal or other disqualification from service, or until their respective successors shall be elected. Officers shall be selected from within the ranks of the Board of Directors exclusively. No Officer shall serve more than two consecutive one-year terms.

Section 3. **Removal and Resignation.** Any officer may be removed either with or without cause, by the Board at any time or except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any of the officer under any contract of employment of the officer.

Section 4. **President of the Board.** The President of the Board shall, if present, preside at all meetings of the Board and membership meetings and exercise and perform such other powers and duties as may be from time to time assigned by the Board. Subject to such powers, the President is the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction and control of the business and officers of the Corporation. In the absence of the President, the President-Elect shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of General Manager of a Corporation. The President shall deliver a President's report to all meetings of the Board.

Section 5. **President-Elect.** In the absence of the President, the President-Elect shall preside at all meetings and perform the necessary duties of this office. The President-Elect automatically succeeds to the presidency the following year. In the absence of the President, the President-Elect shall perform the duties of the President for the remaining duration of term.

Section 6. **Vice President.** In the absence of the President-Elect, the Vice President shall perform the duties of the President Elect. The Vice President shall perform the duties as Membership Chair.

Section 7. **Secretary.** The Secretary shall keep a detailed record of the proceedings of the Board meetings of the Organization. The secretary shall have the custody of all papers belonging to the Organization including member applications, minutes of all meetings, membership updated rosters and attendance records, original of Bylaws and Incorporation documents with amendments as made, committee reports, annual reports, financial reports, copies of all resolutions made, etc.

Upon the appointment of a Committee, the Secretary shall furnish the Chair of each committee with notice of the appointment, the name of the committee members, the matters referred to them and such instruction as the Organization or Board of Directors dictate.

Section 8. Treasurer. The Treasurer shall be responsible for the collection and receipt of dues, deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the Directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall provide a Treasurer's summary and bank reconciliation report at each Board meeting.

Section 9. Vacancies.

- (a) If a vacancy occurs during the term of office of any of the Officers, the Board of Directors shall appoint a replacement to serve for the duration of the unexpired term.
- (b) If a vacancy occurs in the office of the President, the Vice-President shall assume the duties of the President for the remainder of the unexpired term and a new Vice-President shall be appointed by the Board of Directors.
- (c) Vacancies created on the Board of Directors by resignation or for any reason, shall be filled by the remaining Directors at the meeting called for the purpose. The newly appointed Directors shall serve the balance of the term of the Directors they replace.

Section 10. Absence. Absence from three (3) regular Directors meetings, without an excuse deemed valid by the Directors, may be construed as a resignation and the vacancy may be filled.

Section 11. Resolutions. Action may be taken by a resolution of the Board of Directors without a meeting of the Directors upon obtaining the signatures of two-thirds (2/3) of the members of the Board of Directors approving and authorizing such action. Such resolution, so adopted shall be effective for all purpose as though adopted at a regular or special meeting called for that purpose.

Section 12. Additional Authority, Duties and Powers of Directors.

- (a) **Authority.** The Board of Directors shall have supervision over the policies and business affairs of the Organization, to further the declared objectives and purposes for which it was organized.

The Board of Directors shall have power to confirm members of the Standing Committees of the Organization as appointed by the President. The Board of Directors shall prescribe the number of members, purpose, powers and responsibilities for such committees not otherwise designated. Other committees may be appointed by the President and confirmed by the Board of Directors from time to time, as the needs of the Organization require.

- (b) **Contracts.** All Contracts or other instruments in any way obligating and binding the Organization shall be signed only by the approval thereof by the Board of Directors, and no Officer or Director, individually shall have authority in any manner to bind the Board in any debts, contracts or other obligations, oral or written.
- (c) **Amendments.** The Board of Directors may, in proposed amendments to the Bylaws, write its own definitions of terms or provisions, which may be incorporated in the proposed amendments, in order to clarify the purposes for such terms or provisions.
- (d) **Policies and Procedures.** The Board of Directors shall approve at the annual meeting the Policies and Procedures that will define specific duties and responsibilities that govern the operations of the Board for each fiscal year.

The Board of Directors shall supervise the expenditures of the Organization's funds.

ARTICLE IX DEPOSITS, CHECKS, LOANS, CONTRACTS, ETC.

Section 1. Deposit of Funds. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.

Section 2. Checks, etc. All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such Officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

Section 3. Loans. No loans or advance shall be contracted on behalf of the Corporation, and no note, debenture, bond, guarantee or other evidence of indebtedness shall be issued in its name unless and except as authorized by the Board of Directors. Each such authorization of the Board shall relate to specific transactions, and may include authorization to pledge, as security for loans or advances so authorized, any and all securities and other property at any time held by the Corporation.

Section 4. Contracts. When authorized by the Board of Directors, the President of the Board or the President-Elect may, in the name and on behalf of the Corporation enter into such contracts or execute and deliver such instruments as are authorized by the Board of Directors. Such authorization by the Board of Directors may be general or confined to specific transactions.

ARTICLE X
COMPENSATION OF AND CONTRACTS WITH DIRECTORS AND OFFICERS

Section 1. **Compensation of Directors and Officers.** The Directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the Directors in the performance of their duties and of reasonable compensation for special services rendered by any Director.

Section 2. **Contracts with Directors and Officers.** No Director or Officer of the Corporation, nor any other corporation, firm, association, or other entity in which one or more of the Corporation's Directors or Officers are directors or officers or have a substantial financial interest, shall be interested directly or indirectly, in any contract or other transaction with the Corporation, unless:

- (a) The material regarding such Director's or Officer's interest in such contract or transaction and regarding such common directorship, officership or financial interest, are fully disclosed in good faith or are known to all members of the Board of Directors prior to consideration by the Board of such contract or transaction, and;
- (b) Such contract or transaction shall be authorized by a disinterested majority of the Board of Directors at a meeting at which the presence of such interested Director is not necessary for such authorization. Each Director of the Corporation shall be presumed to have knowledge of any directorships or officerships in common between the Corporation and any other corporation, firm or association.

Section 3. **Loans to Directors and Officers.** No loans shall be made by the Corporation to its Directors or Officers and the Directors who vote for or otherwise agree to the making of a loan to a Director or Officer, and any Officer or Officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until it is repaid.

ARTICLE XI
IMMUNITY FROM CIVIL LIABILITY

Section 1. **Immunity from Civil Liability.** Any person who serves as a member of the Board of Directors of the Corporation shall be immuned from civil liability and shall not be subject to suit directly or by way of contribution for any act or omission resulting in damage or injury if such person was acting in good faith and within the scope of his official capacity, unless such damage or injury was caused by willful and wanton or grossly negligent conduct of such person.

ARTICLE XII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. **Right of Indemnification.** The Corporation shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director or officer of the Corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the Corporation whether the legal action brought or threatened is brought by or in the right of the Corporation or by any other person. Whenever such director or officer shall report to the President of the Corporation or to the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director or officer of the Corporation, Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, in good faith and in manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation; and, with respect to any criminal action or proceeding had no reasonable cause to believe such conduct was unlawful. If the Board of Directors determines in good faith that such person did not act, or failed to act, in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the Corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

Section 2. **Indemnification Not Exclusive.** The foregoing indemnification shall not be deemed exclusive of any other right to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of heirs, executors and administrators of any such person.

Section 3. **Insurance and Other Indemnification.** The Board of Directors shall have the power to:

- (a) Purchase and maintain at the Corporation's expense, insurance on behalf of the Corporation and on behalf of others to the extent that power to do so has been or may be granted by statute, and;
- (b) Give other indemnification to the extent permitted by law.

**ARTICLE XIII
FISCAL YEAR**

The fiscal year for this Corporation shall be from January 1st to December 31st.

**ARTICLE XIV
CORPORATE SEAL**

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation and words and figures showing that it was incorporated in the State of Arizona.

**ARTICLE XV
AMENDMENTS AND REVISIONS**

Subject to the rights of Members under this Article XV, the Board may adopt, amend, or repeal Bylaws unless the action would materially and adversely affect the Members' rights as to voting or transfer. Proposed amendments to these Bylaws must be in writing and sent to the Directors at least 15 days in advance of the Board meeting at which they will be considered for adoption. The Board may not extend the term of a Director beyond that for which the Director was elected by the Members.

Once Members have been admitted to the Corporation, the Board may not, without the approval of the Members, specify or change any Directors, fix or change the minimum or maximum number of Directors, or change from a fixed number of Directors to a variable number of Directors or vice versa.

If any provision of these Bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed except by that greater vote.

With that approval of the Members, the Board may not adopt, amend, or repeal any Bylaws that would:

- (a) Increase or extend the terms of Directors;
- (b) Increase the quorum for Members' meetings;
- (c) Authorized cumulative voting.

New Bylaws may be adopted or these Bylaws may be amended or repealed, by approval of the Members, pursuant to Article XVII. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended or repealed except by the vote of the greater number. No amendment may extend the term of a Director beyond that for which the Director was elected.

Section 1. **Rules of Order.** The most recent edition of Robert's Rules of Order (parliamentary procedure) shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Organization. It is the responsibility of all Officers, Directors and Chairs of Standing Committees to thoroughly familiarize

themselves with such Rules of Order, in order to conduct all meetings in an efficient manner.

ARTICLE XVI COMMITTEES

Section 1. **Appointment of Committees.** Members shall indicate a preference of committee(s) on which to serve, which is subject to ratification by the Board of Directors. This Board of Directors shall nominate and appoint Chairpersons of each committee. When authorized by the Committee Chairperson and approved by the Board of Directors, committee action can be taken by telephone conference call. Committee Chairpersons shall deliver a report at each Board meeting.

- (a) Open meetings. With the exception of the Nominating Committees, all Standing Committee meetings shall be open to any member who wish to attend but may not vote on the proposed action at hand.

Section 2. **Types of Committees.** Committees shall consist of (a) Standing Committee or (b) Special Committees.

- (a) **Standing Committees.** These Committees shall be of a permanent nature. A Standing Committee shall consist of no less than five persons.

A Standing Committee must have a majority of its members present at a meeting to constitute a quorum. Subcommittees of Standing Committees may be appointed by the Standing Committee Chairperson. Task forces may be appointed from time to time as needed by the President.

The Standing Committees of the Organization are:

(1) **Program Committees:** Purpose:

- A. Develop a plan for and implement a yearly series of programs consistent with the Corporation's goals for presentation at general membership meetings, and;
- B. Develop and implement a general educational program for the personal and professional development of the membership.

(2) **Membership Committee:** Purpose:

- A. Develop and implement a strategy for the growth and retention of the Corporation's membership;
- B. Develop and implement a strategy for membership participation; and;
- C. Develop, publish and update the Corporation's network directory.

(3) **Public Relations Committee:** Purpose:

- A. Plan and coordinate media coverage of the Corporation's activities;

- B. Develop and maintain an informational brochure about the Corporation;
and
- C. Publish and distribute at least quarterly a Newsletter.

(4) **Fundraising Committee:** Purpose:

- A. Assess the yearly fundraising needs of the Corporation;
- B. Develop and implement a plan of action for raising funds as approved in the budget.

(5) **Community and Social Issues Committee:** Purpose:

- A. Identify and research issues relevant to membership needs;
- B. Promote the appointment of Hispanic Real Estate Professionals leadership positions on a local, state and federal level;
- C. Recommend to the membership support of issues whose positions are consistent with those of the Corporation.

(6) **Budget Committee (Chaired by the Treasurer):** Purpose:

- A. Prepare an annual budget for the Corporation and;
- B. Develop and maintain a sound financial policy for the Corporation.

(7) **Special Projects Committee:** Purpose:

- A. Coordinate and implement special projects as designated by the Board.

- (b) **Special Committees.** These Committees shall be appointed for immediate action on certain issues of importance to the Organization or proposed matters.

All actions of Special Committees shall be subject to approval of the Board of Directors. The president shall be an Ex-Official member of all such committees except the Nominating Committee

- (c) **Absences.** Any Committee member, who is absent for three (3) consecutive committee meetings of a standing committee, without being excused, shall automatically forfeit membership on such Committee by action of the Committee Chairperson.

**ARTICLE XVII
BYLAWS AND AMENDMENTS**

Section 1. **Amendments.** These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by two thirds (2/3) vote of the members present at a meeting duly called for that purpose. Proxies are not permitted.

Section 2. **Notice.** Any proposed Bylaws change shall be mailed or faxed to members of record not less than twenty (20) days before the date of the meeting in which the proposed Bylaws shall be voted upon.

**ARTICLES OF INCORPORATION
OF HISPANIC ASSOCIATION OF REAL ESTATE PROFESSIONALS**

KNOWN ALL MEN BY THESE PRESENTS

That we, the undersigned have this day associated ourselves together for the purpose of forming a non-profit under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation.

ARTICLE I

Name: The name of the Corporation shall be: Hispanic Association of Real Estate Professionals (**HAREP**).

ARTICLE II

The name and address of the incorporators are:

Manuel Corrales
11022 N. 28th Dr.
Suite # 170
Phoenix, AZ 85029

Samuel Cano
11022 N. 28th Dr.
Suite # 170
Phoenix, AZ 85029

Gonzalo Enriquez
11022 N. 28th Dr.
Suite # 170
Phoenix, AZ 85029

ARTICLE III

Purpose: The purpose for which this corporation is organized is to transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

ARTICLE IV

Initial Business: The initial business of the corporation is to further the interest of real property ownership to the general public, primarily to Hispanic's, due to language and cultural barriers.

To address and find solutions to major problems which arise in the real estate buying and selling process, which may be unique to Hispanic's.

To promote continuing education in the real estate profession and participation on matters and issues that impact on Hispanic real estate professionals.

ARTICLE V

No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV. No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or, intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) By a corporation exempt from Federal Income Tax under Section ____ of the internal Revenue Code of _____ (or other corresponding provisions of any future United States Internal Revenue Law), or:
- (b) By a corporation contributions to which are deductible under Section _____ of the Internal Revenue Code of _____.

ARTICLE VI

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation, in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section _____ of the Internal Revenue Code of _____ (or the corresponding provisions of any future United States Internal Revenue Laws), as of Board of Directors shall determine. Any such assets not disposed of shall be disposed by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or the such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VII

The power of indemnification under the Arizona Revised Statutes shall not be defined or limited by the Bylaws.

ARTICLE VIII

Statutory Agent: The name and address of the initial statutory agent of the corporation is:

Daniel R. Ortega Jr.
802 North Third Street
Phoenix, AZ 85003

ARTICLE IX

Board of Directors: There shall be no less than three (3) Directors. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Directors or until their successors are elected and qualified are:

Manuel Corrales	11022 N. 28 th Dr. #170	Phoenix, AZ 85029
Gonzalo Enriquez	11022 N. 28 th Dr. #170	Phoenix, AZ 85029
Margie Lugo	11022 N. 28 th Dr. #170	Phoenix, AZ 85029
Fred Duran	1819 E. Morten Dr. #100	Phoenix, AZ 85020
John Miller	1819 E. Morten Dr. #100	Phoenix, AZ 85020
Samuel Cano	11022 N. 28 th Dr. # 170	Phoenix, AZ 85029
Gilda Tantar	4233 W. Michigan Ave.	Glendale, AZ 85308
Daniel Valenzuela	4138 W. Augusta Ave.	Phoenix, AZ 85051

Samuel Cano

Gonzalo Enriquez

Manuel Corrales

Dated this _____ day of _____ 1993.

I Daniel R. Ortega, Jr. having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed, or resignation is submitted in accordance with the Arizona Revised Statutes.

Date:

ARTICLE _____
REMOVAL OF OFFICERS OR DIRECTORS

Section 1. **Removal of Officers or Directors:** In the event that an Officer or Director is considered to be incapable of fulfilling the duties for which elected, but will not resign from office voluntarily, the Officer or Director may be removed from office under the following procedure.

- (a) A petition requiring the removal of an Officer or Director and signed by not less than one-third (1/3) of the voting membership or a majority of all Directors shall be filed with the President, or if the President is the subject of the petition, with the next-ranking Officer, and shall set forth the reasons the individual is deemed disqualified from further service.
- (b) Upon receipt of the petition, but within 30 days thereafter, a special meeting of the voting membership of the Board shall be held, and the sole business of the meeting shall be to consider the charge against the Officer or Director and to render a decision on such petition.
- (c) The special meeting shall be noticed to all voting Members at least 5 days prior to the meeting, and shall be conducted by the President, unless the President's continued service in office is being considered at the meeting. In that case, the next ranking Officer will conduct the meeting of the Hearing by the members. Provided a quorum is present, a three-fourths (3/4) vote of Members present and voting shall be required for removal from office.

ARTICLE _____
NOMINATION & ELECTION PROCEDURE

Section 1. **Nominating Committee:** A nominating Committee shall be designated each year for the purpose of selecting nominees for President, Vice-President, Treasurer, Secretary and Directors. Such Committee appointed by the President, shall be composed of the President, as Chair, _____ and 3 members of the Organization.

Section 2. **Submission of Names.** Any Member of the Organization may submit the name of any qualified Real Estate Professional for consideration by the Nominating Committee.

Section 3. **Number to be nominated:** The Nominating Committee shall select at least one (1) nominee for the office of Vice-President, at least one (1) nominee for the office of Treasurer; and at least two (2) nominees for each Director vacancy.

The office of President, if a vacancy exists, shall be filled automatically by the Vice-President during the unexpired term. (Will Vice-President automatically assume the President's position for another year?)

Section 4. **Election Procedure.** The Annual Election shall be held on _____, in the following manner:

- (a) Ballots.
- (b) Election Committee.