

FRIENDS OF LOUISIANA REAL ESTATE

BYLAWS

ARTICLE I

Name and Definition

The name of this legal entity is Friends of Louisiana Real Estate (“PAC”), a tax exempt corporation organized as a §527 political organization under the Internal Revenue Code of 1986, as amended. This political organization is not affiliated with any political party or candidate and is not a subsidiary of any national, state or local association or political committee.

ARTICLE II

Purpose

The PAC shall be organized and operated exclusively for the purpose of directly or indirectly accepting contributions or making expenditures, or both, for influencing, nominating, electing, or appointing any individual to any State or local public office or office in a political organization, whether or not such individuals are selected, nominated, elected, or appointed. Specifically, the PAC will make independent expenditures through public media without coordination with any individual political campaign, candidate, political action committee or campaign representatives.

ARTICLE III

Funding of the Entity

The PAC will generally receive its funding from contributions made by members of Louisiana REALTORS®; however, contributions from other sources are permitted to the extent not prohibited by the Louisiana Campaign Finance Disclosure Act as set forth in LA R.S. 18:1481, *et seq.* Contributions shall not exceed such limits as set forth in the Louisiana Campaign Finance Act, Louisiana R.S. 18:1481, *et seq.* All contributions received by the PAC shall be reviewed and approved by the Board of Directors.

ARTICLE IV

Members

Section 1. One Class

There shall be one class of Members of the corporation.

Section 2. Qualification

Each local REALTOR® board shall be a Member of the corporation.

Section 3. Rights and Obligations

Each Member shall be entitled to an equal vote at meetings of the Members.

The Members shall nominate the Board of Directors as set forth in Article V, except that the organizational directors shall approve the nominee(s) submitted by the local REALTOR® boards for the first Board election to ensure compliance with the state campaign laws and the objectives of the corporation.

The Members shall elect the Board of Directors, except that if no annual Member meeting is held, the Directors will be elected by the existing Board of Directors.

The Members may amend the Articles of Incorporation by vote of 2/3 of all Members.

The Members will hold a meeting in December, 2006, where they will elect the first Board of Directors, from the nominees approved by a committee appointed by the organizational directors.

ARTICLE V

Board of Directors

All of the PAC's corporate powers shall be vested in, and its business and affairs shall be governed and managed by a Board of Directors. The organizational directors specified in the PAC's Articles of Incorporation shall serve until the first annual meeting of the members of the PAC.

Section 1. Composition and Qualification:

The Board of Directors shall consist of the following:

- Type A. Thirteen representatives nominated by each local REALTOR® board, and elected by the Members or Board of Directors. The number of local board representatives may increase or decrease with the addition or consolidation of local REALTOR® boards.
- Type B. One At-Large representative from each of the three LR regions, appointed by the Type A. Directors. The number of At-Large representatives may increase or decrease with the addition or consolidation of regions.

Each Director elected or appointed to the Board of Directors shall be a REALTOR® member.

Each Type A. Director shall be nominated by one of the Members and elected by the Members or the Board of Directors. Each Type B. Director shall be appointed by the Type A. Directors.

No Director may concurrently serve as an officer, director or otherwise be actively involved in the governance or operation of Louisiana REALTORS®, the local boards, an individual campaign committee, or the Louisiana REALTORS® Political Action Committee (“LARPAC”).

Each Director, once elected, must sign a confidentiality agreement and acknowledge, in writing, that cooperation or coordination of expenditures or activities with individual candidates, individual campaign committees, LARPAC or Louisiana REALTORS® is strictly prohibited. Such activity shall be grounds for immediate expulsion from the Board, upon a vote by the majority of all of the Directors at a special meeting, or by written unanimous consent of the Directors.

Section 2. Selection and Terms of Office:

The Directors shall be elected to serve for the duration of the relevant term as set forth in this Section.

The odd-numbered Type A. Directors shall serve a four-year term beginning in January, 2007, and the Even-Numbered Type A. Directors shall initially serve a six-year term beginning in January, 2007. Thereafter, all Type A. Directors shall serve four-year terms. Number assignments are as follows:

1. Acadiana
2. Baton Rouge
3. Bayou
4. Central Louisiana
5. DeRidder/Ft. Polk
6. Livingston
7. Natchitoches
8. New Orleans
9. Northeast
10. North Shore
11. Northwest
12. Saints
13. Southwest

Prior to the expiration of a Director’s term, the Members shall submit replacement nominations or re-nominations to the Board. In the event a Member fails to submit at least one nominee to the Board, the Board will select a nominee from that district. Directors may be nominated and elected to serve no more than a second consecutive four-year term.

Type B. Directors shall be nominated and elected by Type A. Directors to serve two-year terms beginning in January, 2007.

1. Region I
2. Region II
3. Region III

No Director may serve concurrently as a Type A. and Type B. Director.

Section 3. Rights and Obligations of Directors:

The Board of Directors shall have general supervision and control over the corporation's affairs and funds, including the review and approval of all contributions to the PAC. The Board shall serve without compensation.

The Board of Directors shall elect (and nominate where applicable) Directors and Officers as set forth in this Article, in the event no annual Member meeting is held.

Section 4. Board Vacancies:

Any vacancy occurring on the Board of Directors shall be filled by an appointee of the Chairperson of the Board, and such replacement Director shall be a member of the same local REALTOR® board as the replaced Director or a member of one of the local REALTOR® boards in the region of the replaced Director (whichever is appropriate) for the remainder of the replaced Director's term.

Any vacancy occurring by the Chairperson of the Board shall be filled by the Vice President. Any vacancy occurring by the Vice President shall be filled by the Secretary/Treasurer. Any vacancy occurring by the Secretary/Treasurer shall be filled by an appointment approved by a majority vote of the Board of Directors that shall serve the remainder of the Secretary/Treasurer's term.

ARTICLE VI
Officers

Section 1. Designation, Election and Terms of Officers:

The Officers of the PAC shall be chosen by the Board of Directors at the annual meetings, and shall consist of a President, Vice President and Secretary/Treasurer. Any two offices may be held by one person, provided that no person holding more than one office may sign, in more than one capacity, any certificate or other instrument required by law to be signed by two officers.

The Board of Directors may appoint such other Officers, as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

The salaries, compensation and benefits, if any, of all officers, agents or employees of the PAC shall be fixed by the Board of Directors. The Officers of the PAC shall hold office at the pleasure of the Board of Directors.

Section 2. The President:

The President shall be the Chairperson of the PAC and shall be an ex-officio member of all committees. The President, as Chairperson, shall preside over all meetings of the Board of Directors and shall exercise general and active authority over the business of the PAC.

Section 3. The Vice-President:

The Vice-President shall preside over meetings of the Board of Directors and officiate for the Chairperson during their absence or at their request. The Vice-President shall act as Chairperson of fundraising for the PAC. The Vice-President shall present the annual fundraising plan for the PAC

Section 4. The Secretary/Treasurer:

The duties of the Secretary/Treasurer shall be performed by staff under the direction of the Board of Directors and the current Secretary/Treasurer. The Secretary Treasurer shall oversee the collection, management and deposit of all funds received by the PAC. Such funds shall be kept in the PAC's general interest bearing checking account.

The Secretary/Treasurer shall oversee accurate and full accounting for funds received and disbursed, and shall provide up-to-date financial statements and file all reports required by law with local, state and federal authorities. In the absence of the Chairperson and Vice-Chairperson the Secretary/Treasurer shall preside over meetings of the Board of Directors.

ARTICLE VII
Board and Member Meetings

Section 1. Board Meetings:

The Board of Directors shall meet at least twice a year and may meet at such other times as determined by the Board. The meetings may be held at a place within Louisiana as a majority of the Directors designate.

The Chairperson or Board of Directors may call special meetings. At any time, upon the written request of the Chairperson or any two directors, the Secretary shall call a special meeting of Directors to be held at such place and at such time as the Secretary may fix, not less than fifteen (15) nor more than sixty (60) days after the receipt of said request. If the Secretary neglects or refuses to fix the time or to give notice of the meeting, the Chairperson or the Directors making the request may do so.

A majority of the Directors must be present in person, by telephone or by representative at a duly called meeting of the Board of Directors to constitute a quorum.

The majority vote of the total voting power present in person or by representative at a meeting of the Board shall decide any question brought before such meeting. If the question is one upon which, by express provision of law, a different vote is required, the express provision shall govern and control the decision of the question.

Section 2. Member Meetings:

The Members shall hold an initial meeting in December, 2006.

All meetings of the Members shall be held at the PAC's principal office or at such other place as the Board of Directors designates. Virtual or conference call meetings shall be an acceptable means for the Board to conduct business.

The Chairperson or Board of Directors may call special meetings. At any time, upon the written request of the Chair or any two directors, the Secretary shall call a special meeting of members to be held at such place and at such time as the Secretary may fix, not less than fifteen (15) nor more than sixty (60) days after the receipt of said request. If the Secretary neglects or refuses to fix the time or to give notice of the meeting, the Chairperson or the Directors making the request, may do so.

Upon request by authorized persons who call a special meeting, the Secretary shall cause written notice of the time, place and purpose of the meeting to be given to all members entitled to vote at the meeting, at least five (5) days and not more than sixty (60) days prior to the day fixed for the meeting. Notice of the annual meeting need not state the purpose thereof, unless action is to be taken at the meeting as to which notice is required by law.

Any membership vote may be conducted with a telephone, fax, or e-mail ballot as directed by the Board of Directors.

ARTICLE VIII

Financials

Section 1. Books and Records:

The Board of Directors shall keep correct and complete books and records of account. The Board's books of account shall be audited at least every third year. The auditor shall be named by the Chairman, with approval of the majority of the Directors of the Board.

Section 2. Fiscal Year

The fiscal year of the Board shall begin on January 1st and end on December 31st.

Section 3. Deposits:

The funds of the PAC shall be deposited to the credit of the fund in such bank depositories as the Board of Directors may select. The account selected shall be a non-interest bearing checking account.

Section 4. Reports:

A copy of the PAC's financial reports shall be forwarded to all members of the Board of Directors and to all Members as soon as possible following each December 31st.

Section 5. Confidentiality:

In order to be fully confirmed to the Board of Director's of the PAC, all elected Directors shall be required to complete and sign a confidentiality agreement concerning all activities that the board undertakes in the independent advocacy of candidates. This confidentiality agreement shall also be signed **by all Members, Officers, staff or independent contractors hired to facilitate the activities of the PAC.**

ARTICLE IX
Amendments

Section 1.:

Amendments to the Bylaws may be adopted at any meeting of the Board of Directors by affirmative vote of at least nine (9) members provided that at least thirty (30) days written notice of the substance of the proposed amendments, or intent to repeal and adopt new bylaws, shall be given to each member of the Board of Directors prior to the called meeting.

ARTICLE X
Operations

Section 1.:

Neither the Chairperson nor officers shall make any expenditure or engage in any activity inconsistent with the PAC's status as a political organization under Section 527 of the Internal Revenue Code of 1986, as amended.

Adopted as of the _____ day of October, 2006.

Organizational Directors:
