

Bylaws of the IREM Foundation

Incorporating Amendments to and including June 1997

ARTICLE I

NAME AND OFFICE

Section 1. Name. The name of this Foundation shall be the INSTITUTE OF REAL ESTATE MANAGEMENT FOUNDATION.

Section 2. Office. The Foundation shall have such offices within and out of the State of Illinois as may be determined by the Board of Directors.

ARTICLE II

PURPOSE

The purposes of this Foundation shall be:

- A. To provide educational programs and services for real estate managers, educators, the real estate industry, business, government and the general public.
- B. To determine the needs and desires of real estate managers with regard to professional education and development.
- C. To develop and implement educational courses and programs that will meet the needs and desires of real estate managers.
- D. To encourage the real estate management profession in the development and adoption of technical and managerial information.
- E. To develop and implement research and educational programs.
- F. To develop and implement programs for the evaluation and testing of products, procedures and systems used in real property developments.
- G. To assist educational institutions.
- H. To develop and release publications primarily to the attainment of the objectives of the Foundation.
- I. To provide funding sufficient to implement these objectives.

ARTICLE III

MEMBERSHIP

This Foundation shall have no members.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Board's Name and Authority. The Board of Directors shall have supervision, control and direction of the affairs of the IREM Foundation, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Selection. The Board of Directors shall have no less than ten (10) and no more than fifteen (15) members, who all be:

2.1 The secretary/treasurer of IREM.

2.2 The immediate past president of IREM.

2.3 The executive vice president of IREM.

2.4 Three at-large members of the Board of Directors who, upon approval of these bylaws or any amendment hereto, shall be appointed to staggered terms by the president-elect of IREM. The remaining four to nine at-large members shall be appointed to staggered terms by the president of the IREM Foundation Board of Directors. So that two of their terms shall expire in one year, two of their terms shall expire in two years, and two of their terms shall expire in three years. Thereafter, the president-elect of IREM and the president of the IREM Foundation Board of Directors shall appoint the IREM Foundation's at-large directors no later than December 31 of each year. Directors shall, upon appointment, serve for a term of three calendar years and shall continue in office until their successors have been duly appointed and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term. At-large directors shall serve not more than two consecutive three-year terms.

Section 3. Qualifications. Members of the Board of Directors may be practicing real estate managers, other professionals, educators or researchers.

Section 4. Meetings. Regular meetings of the Board of Directors shall be held at least bi-annually. One regular meeting shall be held as soon as possible after the annual appointment of Directors, for the purpose of electing officers, approving the annual budget and such other business as may be brought before it. One regular meeting shall be held in conjunction with the IREM Annual Convention. Special meetings may be called by the President at any time, or shall be called upon written request submitted to the Secretary by not less than two Directors. Notice of any regular, special or adjourned meetings of the Board of Directors shall be given at least five days previous thereto by written notice delivered personally or sent by mail or telegram to each Director at the Director's last known address as shown on the Foundation's records.

Section 5. Voting. Except as otherwise specifically provided in these bylaws, all decisions at any meeting of the Board of Directors or of any committee of which there is a quorum, shall be a majority vote of those present. Each Director shall have one vote.

Section 6. Quorum. Two-thirds of those eligible to vote shall constitute a quorum at any meetings of the Board of Directors. Any lesser number may adjourn from time to time until a quorum be present.

Section 7. Compensation. Directors as such shall not receive any stated compensation for their services as Directors, but, the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated officers of the IREM Foundation.

Section 8. Resignation and Removal. Any Director may resign at any time by giving written notice to the President, the Secretary or the Board of Directors. Such resignations shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present.

Section 9. Absences. Any member of the IREM Foundation Board of Directors unable to attend a meeting shall, in a letter addressed to the President, state the reason for that person's absence. If a board member is absent from two (2) consecutive meetings for reasons which the President has failed to declare to be sufficient, that person's resignation shall be deemed to have been tendered and accepted.

Section 10. Vacancies. Any vacancies that may occur on the Board of Directors may be filled by appointment of the President of the IREM Foundation.

Section 11. Mail or Conference Vote by Board of Directors. In lieu of a formal meeting, the Board of Directors may transact its business by either mail or telephone conference call, provided that, in the event of mail vote, the matter has been previously discussed and the mail ballots of all of the Directors are returned and at least a majority of votes cast are in the affirmative; and provided further that in the event of a telephone conference vote, all of the Directors participate in the conference and at least a majority of votes cast are in the affirmative. Action taken pursuant to such procedures in each such case shall bind the Foundation.

ARTICLE V

OFFICERS

Section 1. Elective Officers.

The officers of the Foundation shall be a President and a Vice President, both of whom shall be members of the Board of Directors, per Article IV, Section 2.7, at time of election; provided, however, that neither an officer of IREM, a senior vice president of IREM, nor the immediate past president of IREM shall be eligible for election as President of the Foundation. The President, at the time of election, shall be an active CPM[®] and shall have served as a member of the Board of Directors at least one year immediately prior to election. The Board of Directors may elect or appoint, with the exception of the Secretary/Treasurer, such other officers as it shall deem desirable, and such officers shall have the authority to perform the duties prescribed from time to time by the Board of Directors. Such officers shall be elected annually by the Board of Directors at a regular meeting held in conjunction with the IREM Annual Convention. Election shall be by ballot and a majority of the votes cast shall elect. Each elective officer shall take office upon election. All officers shall serve one-year terms and may not serve more than two consecutive terms in the same office.

Section 2. President.

The President shall be the principal executive officer of the Foundation and shall, in general, perform all duties incident to the Office of President and have such other powers and shall perform such other duties as the Board of Directors may from time to time assign. The President shall be an ex officio member of all committees.

Section 3. Vice President.

At the request of the President or in the event of the President's absence or inability to act, the Vice President shall perform any and all of the duties of the President. In addition, the Vice President shall have such other powers and shall perform such other duties as the Board of Directors may from time to time assign.

Section 4. Executive Director.

The administrative responsibilities of the Foundation shall be performed by the Executive Director and Secretary/Treasurer of the Foundation. The Executive Vice President of IREM, or designee, shall serve as the Foundation's Executive Director and the Foundation's Secretary/Treasurer. The Executive Director of the Foundation shall have the authority to hire, supervise, train and discharge staff. The Executive Director of the Foundation shall sign all Foundation checks for approved purposes, and sign all authorized contracts and other obligations and undertakings in the name or on behalf of the Foundation. Staff reporting on Foundation assignments will be through the Executive Director who will retain ultimate responsibility for execution of all assignments.

Section 5. Secretary/Treasurer.

The Secretary/Treasurer shall keep the minutes of all meetings of the Foundation; see that all notices are duly given in accordance with the provisions of these bylaws; perform all duties of the Secretary as outlined in the General-Not-For-Profit Corporation Act of the State of Illinois; keep an account of all monies received and expended; make disbursements authorized by the Board of Directors; keep such other books and records as may be necessary; and perform such other duties as the Board of Directors shall from time to time assign.

5.01. Assistant Secretary.

At the request of the Secretary or in the event of the Secretary's absence or inability to act, the Assistant Secretary shall perform any and all duties of the Secretary.

5.02. Assistant Treasurer.

At the request of the Treasurer or in the event of the Treasurer's absence or inability to act, the Assistant Treasurer shall perform any and all duties of the Treasurer.

Section 6. Vacancies.

Vacancies in any office except Executive Director - Secretary/Treasurer, may be filled for the balance of the term thereof by the IREM Foundation Nominating Committee at any regular or special meeting, or by mail ballot.

Section 7. Bonding.

The Secretary/Treasurer, or any other person entrusted with the handling of funds or property of the Foundation, shall, at the discretion of the Board of Directors, furnish, at the expense of the Foundation, a fidelity bond approved by the Board of Directors, in such a sum as the Board of Directors shall establish.

ARTICLE VI

COMMITTEES

Section 1. Appointment. The President, subject to the approval of the Board of Directors, shall review the need for, name and appoint such standing, special or subcommittees as may be required by the bylaws or as the President may find necessary.

Section 2. Rules and Regulations. The Board of Directors shall establish such rules and regulations as may be necessary for such committees.

Section 3. Standing Committees

3.01 Nominating Committee. The Nominating Committee shall comprise the Immediate Past President of the IREM Foundation, President-Elect of IREM, and one at-large member of the IREM Foundation Board of Directors.

The Nominating Committee shall meet at any regular or special meeting or by mail ballot to select individuals to serve as Foundation officers.

3.02 Scholarship Committee. The Vice President of the Foundation shall serve as Scholarship Committee chairman. The chairman of the IREM Minority Outreach Committee shall serve as the committee vice-chairman. The Scholarship Committee shall comprise of no more than ten members who shall be appointed annually by the President.

The Scholarship Committee shall meet bi-annually to review all scholarship applications. Upon review, the committee shall provide written funding recommendations which shall be reviewed and voted upon by the full Board of Directors.

Section 4. Special Committees. Special Committees may be appointed for specific purposes from time to time by the President. Appointments to special committees shall expire at the completion of their assignment.

ARTICLE VII

MISCELLANEOUS

Section 1. Rules of Order. "Robert's Rules of Order, Revised," most recent edition, shall govern all deliberations when not in conflict with these bylaws.

Section 2. Seal. The Foundation shall have a seal of such design as the Board of Directors shall adopt.

Section 3. Limitations. Nothing in these bylaws shall constitute Directors of the Foundation as partners for any purpose. No Director, officer, employee or agent of this Foundation shall be liable for the act or failure to act on the part of any other Director, officer, employee or agent of the Foundation. Nor shall any Director, officer, employee or agent be liable for acts or omissions under these bylaws, excepting only acts or omissions arising out of willful negligence.

Section 4. Dissolution. The Foundation shall use its funds only to accomplish the objectives and purposes specified in these bylaws. On dissolution of the Foundation, any funds remaining shall be distributed in accordance with the Articles of Incorporation.

Section 5. Indemnification. The Foundation shall indemnify and hold harmless each person who is now or who shall hereafter serve as an officer, director, employee or agent of the Foundation from and against any and all claims and liabilities, whether the same are settled or proceed to judgment, to which such person shall have become subject by reason of having heretofore or hereafter been an officer, director, employee or agent of the Foundation, or by reason of any action alleged to have heretofore or hereafter been taken or omitted by such person as an officer, director, employee or agent of the Foundation, and shall reimburse each such person for all legal and other expenses (including the cost of settlement) reasonably incurred by such person in connection with any such claim, liability, suit, action or proceeding; provided, however, that no such person shall be indemnified against, or be reimbursed for, any claims, liabilities, costs or expenses incurred in connection with any claim or liability or threat or prospect thereof, based upon or arising out of that person's own negligence or willful misperformance of that person's duties as an officer, director, employee, or agent of the Foundation. The determination of all questions as to the existence of negligence or willful misperformances to the right to indemnification and reimbursement hereunder and the reasonableness of such costs and expenses may be made and shall be final and conclusive if made, by the Board of Directors acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present but not voting may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other rights to which such person may be lawfully entitled, nor shall anything herein

contained restrict the right of the Foundation to indemnify or reimburse such person in any case, even though not specifically provided for in these bylaws.

Section 6. Fiscal Year. The fiscal year of the Foundation shall be set by resolution of the Board of Directors.

ARTICLE VIII

AMENDMENTS

Section 1. These bylaws may be amended or repealed, in whole or in part, by a majority vote of those present at any duly organized meeting of the Board of Directors.

Section 2. No amendment to these bylaws shall become effective without the prior written approval of the Executive Committee of IREM.