

## **REALTOR® ASSOCIATION OF SOUTHWESTERN ILLINOIS (RASI) & GREATER GATEWAY ASSOCIATION OF REALTORS®(GGAR) MERGER UPDATE**

The Merger Task Force and the Board of Directors of RASI and GGAR have continued to discuss and approve many of the necessary steps and legal documents to merge. The Merger Task Force and subsequently the RASI and GGAR Board of Directors have approved in total:

- the name (Southwestern Illinois Board of REALTORS® (pending approval with the National Association of REALTORS®);
- the surviving corporation being RASI, due to RASI being the oldest corporation;
- the amendment and approval of the Bylaws for Southwestern Board of REALTORS®;
- the structure, terms, and members to serve on the new Board of Directors (Affiliate member pending Affiliate member election).

These actions are part of the requirements to be approved by the membership of each association at the October 12, 2022 membership meeting and vote.

There are two (2) more legal requirements to be approved for presentation to the membership; the Resolution to Merge and the Merger Plan. These documents will be prepared by the Merger Task Force and presented to each local association Board of Directors at the September meetings.

As required by the State of Illinois, all members will be noticed at least twenty (20) days before the October 12, 2022 membership meeting and vote of all the required documents to merge.

### **FREQUENTLY ASKED QUESTIONS-2<sup>ND</sup> EDITION**

#### **Q 1. When and where will the membership meeting and vote occur?**

A. The Membership meeting for RASI AND GGAR will begin at 11 a.m. on October 12, 2022 at the Gateway Convention Center in Collinsville.

#### **Q 2. How can I ask questions concerning the Merger?**

A. Prior to October 12, 2022 you can email your question to, [mergertaskforce@gmail.com](mailto:mergertaskforce@gmail.com).

#### **Q 3. Can I ask questions at the October 12<sup>th</sup> Membership Meeting?**

A. Yes, at 11 a.m. on October 12<sup>th</sup> there will be an open Forum wherein you can hear an explanation of the merger vote and ask questions.

**Q 4. How will the vote be taken?**

A. To receive a ballot and vote you will need to register at the Convention Center location by displaying your driver's license to receive a ballot. Members will register with the primary association, RASI or GGAR and receive a paper ballot. General voting opens at 12:01 p.m. and stops at 2:00 p. m.

However, those members attending the Membership Meeting which begins at 11:00 a.m. will be entitled to vote as soon as the Membership Meeting ends.

**Q 5. Who can vote?**

A. Active REALTOR®, Secondary, and Provisional members of each Association may vote.

**Q 6. How will I know of the information on the ballot and do I vote for each item?**

A. You will be noticed by email links at least twenty (20) days in advance of the October 12<sup>th</sup> vote of the materials, HOWEVER you will cast only one (1) vote FOR or AGAINST which will encompass all the documents required to merge; which are: Resolution to Merge, Bylaws, Merger Plan, New Board of Directors, Name Change and Surviving Corporation as contained in the Merger Plan and the Articles of Incorporation.

**Q 7. When will I know the outcome of the membership vote?**

A. RASI/GGAR are employing neutral third-party judges, most likely from a 3<sup>rd</sup> party CPA firm, to count and verify the ballots cast; hopefully later in the afternoon of the 12<sup>th</sup> the outcome will be posted on each association's website.

**Q 8. When will the Merger become effective?**

A. The vote to approve is an enabling vote that allows the two Associations through the Merger Task Force and the transitional new Board to continue to work and prepare additional legal documents to effectuate the merger. It is anticipated that the "effective" date will be the first of the 2023 year subject to all the additional filings, etc. being completed.

**Q 9. What happens to RASI and GGAR from October 12<sup>th</sup>, 2022 and the Effective Date?**

A. RASI/GGAR will continue to operate with their current BOD, current Budget and existing CEO's and staff until the Merger is filed in early 2023.

**Q 10. Who are the members of the new Board?**

- A. **Jean Lewis** -President GGAR;  
**Sam Row**, President-Elect RASI;  
**Rick Swain**, Vice President-GGAR;  
**Ashley Barud**, for transitional period only, RASI Secretary-Treasurer  
**Kris Rosser** GGAR Immediate Past President  
**Karen Sheesley** RASI Immediate Past President

At-large Board members from RASI,

**Brad Kruger**

**Caleb Marsh**

**Rob Cole**

At-large Board members from GGAR,

**Amy Hillary**

**Bob Stephens**

**Antoine Williams**

and 1 Affiliate member to be determined by election of the Affiliates.

1. \_\_\_\_\_ (2 -year term)

**Q 11. What are the issues remaining and to be completed AFTER the Merger vote?**

A. There will be a CEO Search Committee consisting of members from RASI and GGAR and this search process most likely will carry-over into early 2023; a 2023 Budget Committee will develop a transitional 2023 budget; a Capital Assets Task Force will review the ownership of the present building and lease terms, as well as, begin a search for a new location in the Collinsville area; committees will be determined and composition determined for 2023 start-up; and the dissolution process will begin.

**Q 12. Was there a financial review conducted as a part of the Merger process?**

A. Yes, each Association attorney served on the Merger Task Force and there is no known litigation involving either Association. The CPA's have reviewed each other's Balance Sheet and there are no known financial liabilities or incumbrances. Each Association also brings, prorated to their membership size adequate reserves.

**Q 13. Is a dues increase anticipated as a result of the Merger?**

A. There have been no discussions on a possible dues increase and none is anticipated.

**Q 14. Are there any plans for a "Special Assessment"?**

A. Similar to the dues question, there have been no discussions on a possible special assessment and none is anticipated.

**Q 15. What happens if the merger vote fails?**

A. A failure would be a significant adverse impact on the will and wishes of the member firms who have requested the merger; the benefits of a merger would be lost and each local association would continue to operate separately.

**Q 16 What can I do to help ensure the Merger is successful?**

A. Come to the Gateway Convention Center on October 12<sup>th</sup> and vote YES! Bring you fellow members with you on October 12<sup>th</sup> and remind them and others to vote YES.