

**SECOND AMENDED AND RESTATED
CODE OF REGULATIONS OF
COMMERCIAL REAL ESTATE WOMEN, INC. OF CLEVELAND**

This Second Amended and Restated Code of Regulations (“Code of Regulations”) governs the affairs of **COMMERCIAL REAL ESTATE WOMEN, INC. OF CLEVELAND**, a nonprofit corporation (“Corporation”) organized under the Ohio Nonprofit Corporation Act (the “Act”).

ARTICLE I NAME

The name of this Corporation is **COMMERCIAL REAL ESTATE WOMEN, INC. OF CLEVELAND**, an Ohio nonprofit corporation (formerly known as COMMERCIAL REAL ESTATE WOMEN, INC.-CLEVELAND, OHIO). The Corporation may do business from time to time under the trade name CREW Cleveland.

ARTICLE II OFFICES

The principal office for the transaction of the activities and affairs of the Corporation (“principal office”) is located at the principal place of business of the President (as defined in Section 8.2 herein) or such other address within the greater Cleveland, Ohio metropolitan area as the Board of Directors of the Corporation (as defined in Article VII herein, the “Board”) may determine from time to time.

**ARTICLE III PURPOSES. LIMITATIONS AND DISTRIBUTION
OF ASSETS UPON DISSOLUTION**

Section 3.1 Purposes.

- (a) General: This Corporation is a nonprofit corporation organized under the Ohio Nonprofit Corporation Act. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.
- (b) Specific: Within the context of the general purposes stated hereinabove, the Corporation shall endeavor to:
 - (i) Provide a communications network among its members in the field of commercial real estate;
 - (ii) Encourage and promote business and professional opportunities for women in the field of commercial real estate;
 - (iii) Further the professional development and expertise of its members through educational opportunities;
 - (iv) Acknowledge and publicize the accomplishments of women in the field of commercial real estate, and

- (v) Promote the highest ethical and professional standards among its members.

ARTICLE IV MEMBERSHIP

Section 4.1 Membership Categories.

The membership of the Corporation shall be comprised of individuals employed in any of a variety of categories or disciplines within the field of commercial real estate, including, but not limited to: (1) accounting and consulting, (2) hospitality, (3) architecture and engineering, (4) construction, (5) commercial, office, retail, industrial or multi-family housing development, (6) other real property development, (7) interior space/design, (8) institutional lending, (9) leasing, (10) commercial sale or lease brokerage, (11) mortgage banking/brokerage, (12) property and asset management, (13) public sector, (14) real estate law, (15) research and marketing, (16) land survey, (17) syndication/investment, (18) title and appraisal, (19) corporate, and (20) other categories or disciplines related to the above-referenced fields. As used in this Code of Regulations, the “field of commercial real estate” shall be deemed to mean professional services inherent in the investment in, ownership, development or operation of income-producing real property. “Income producing real property” is deemed to mean land, and improvements made to the land, and rights to use them for business purposes.

Section 4.2 Classes of Membership.

- (a) Active Member. In order to be an Active Member in good standing with the Corporation, a member shall: (1) be employed (or recently employed within the past 12 months) on a primary basis in the field of commercial real estate as defined in Section 4.1 above for two (2) or more years, (2) be current in the payment of all dues, and (3) have participated in a Standing or Special Committee (as defined herein) during the fiscal year of the Corporation or attended at least two (2) CREW Cleveland events per year. Upon request made in writing to the Board of Directors of the Corporation (as further defined in Article VII hereof, the “Board”), at the discretion of the Board, an Active Member may be excused from actively participating in a Standing or Special Committee or attending at least two (2) CREW Cleveland events. Additional requirements for maintaining Active Membership in good standing may be adopted by affirmative vote of a majority of the Active Members at an annual or special meeting. Notice of the proposed additional requirements must be included in the notice of the meeting at which action will take place. An Active Member in good standing shall have the following rights and privileges of membership:
 - (1) the ability to participate in the Corporation’s meetings, programs and events at the published “member” rate or fee for such meeting, program and event;
 - (2) limited access to and use of the Corporation’s intellectual property, including publications, website and membership list which access and

use shall be subject to any rules and regulations that the Board may enact (and amend) from time to time;

- (3) the ability to identify themselves publicly and in written materials as a “member” (and/or as such role they may hold or have held as an Officer, Board Member, Committee Chairperson or Committee Member of any Standing Committee, as defined herein) of “CREW Cleveland”; and
 - (4) the ability to vote, as set forth below, on the following matters: (i) the election of the officers; (ii) the removal of an officer; (iii) the amending of the Articles of Incorporation or the Code Regulations; (iv) the disposition of all or substantially all of the assets of the Corporation, and (v) an election to dissolve the Corporation. Additionally such Active Members shall have all rights afforded members under the Ohio Nonprofit Corporation Act.
- (b) Inactive Members. Any person who has been an Active Member in good standing of the Corporation for at least one year and who temporarily ceases to be employed on a primary basis in the field of commercial real estate may, in lieu of discontinuance of membership, by request made in writing to the Membership Committee prior to paying the member’s annual dues for such year may request to become an Inactive Member of the Corporation for a period of time not to exceed two (2) years. Upon approval by the Membership Committee and approval by the Board, such Inactive Membership may be granted. In no event shall the number of Inactive Members exceed ten percent (10%) of the maximum number of Active Members of the Corporation at any time. Upon payment of Inactive Membership dues as provided in Article V below, an Inactive Member shall be entitled to all rights and privileges of membership except that an Inactive Member shall not be entitled to: (i) vote or hold office, (ii) serve on a Standing or Special Committee, (iii) serve as a National Delegate representing the Corporation, or (iv) serve on the Nominating Committee. In order to again become an Active Member, an Inactive Member must notify the Chairperson of the Membership Committee, in writing, of the member’s intent to reactivate membership and shall resume payment of the full annual dues for Active Membership. Upon receipt of the full Active Membership dues for such year, the member shall be so reinstated as an Active Member.
- (c) Associate Members. An Associate Member shall be an individual who has less than two (2) years of experience in the field of commercial real estate (or who may be a student preparing for a career in the field of commercial real estate or a person employed in government service or in an educational capacity (collectively “**Civic Members**”)). In no event shall such category, when combined with Affiliate Members, exceed twenty-five percent (25%) of the general membership. Upon payment of Associate Membership dues as provided in Article V below, an Associate Member shall be entitled to all rights and privileges of membership except that an Associate Member shall not be entitled to vote, hold office, serve as

a National Delegate (defined in Section 9.3(c)) or as a member of the Nominating Committee. An Associate Member shall become an Active Member when they so qualify. If an Associate Member should desire to become an Active Member, the Associate Member shall be required to comply with all of the requirements for admission set forth in Section 4.3 below, or such other requirements adopted by the members as may then be in effect.

- (d) Affiliate Members. An Affiliate Member shall be an individual who does not directly work in the field of commercial real estate but who, through his or her employment, works as a vendor, supplier or in such other capacity to serve needs of those working in the field of commercial real estate (e.g. marketing agencies, document management agencies, financial services agencies). In no event shall such class of members exceed ten (10) people or five percent (5%) of the general membership, whichever is greater. Upon payment of Affiliate Membership dues as provided in Article V below, an Affiliate Member shall be entitled to such limited privileges of membership as the Board may allow from time to time, including (by way of example only) the right to purchase tickets to Corporation events at a "member" rate or fee, exhibition and event sponsorship rights at certain Corporation events; limited access and use rights with respect to the Corporation's intellectual property, including the membership website, membership contact lists and the Corporation name in connection with marketing campaigns. An Affiliate Member shall obtain the written consent of the Board prior to any use of the Corporation's intellectual property, including, but not limited to, the membership website, membership contact lists and the Corporation's name in connection with marketing campaigns. An Affiliate Member shall not be entitled to vote, hold office, serve on the Nominating Committee or serve as a National Delegate.

Section 4.3 Admission of New Active Members.

- (a) Membership Qualifications. Application for Active Membership in the Corporation shall be open to any person that meets the requirements of an Active Member, as set forth in Section 4.2(a) hereof. The determination as to whether a person qualifies for Active Membership under the foregoing definitions shall be made at the sole and absolute discretion of the Board.
- (b) Requirements for Admission. In order to be admitted as an Active Member of the Corporation, an applicant for admission must meet the following requirements: (i) the applicant must submit a written application to the Membership Committee; and (ii) the application must be favorably reviewed by the Membership Committee and approved by the Board.
- (c) Application Fee. A reasonable application fee may be established and reviewed on an annual basis by the Board.
- (d) Members of Organizations Affiliated with the Corporation. In the event that the Corporation affiliates with other like groups by means of membership in a

national organization or otherwise, any person who has been an active member in good standing of such affiliated organization may be admitted as an Active Member of the Corporation upon submission of a written application to the Membership Committee which is favorably reviewed by such committee and approved by the Board.

Section 4.4 Admission of Associate Members and Affiliate Members.

- (a) Membership Qualifications. Application for Associate Membership or Affiliate Membership in the Corporation shall be open to any person that meets the requirements as set forth in Section 4.2(c) or Section 4.2(d) hereof, as applicable. The determination as to whether a person qualifies for Affiliate Membership or Affiliate Membership under the foregoing definitions shall be made at the discretion of the Board.
- (b) Requirements for Admission. In order to be admitted as an Associate Member or Affiliate Member of the Corporation, an applicant for admission must meet the following requirements: (i) the applicant must be proposed for membership by at least one (1) Active Member, unless such applicant is applying for Associate Membership as a student, in which event such requirement may be waived at the discretion of the Membership Committee; (ii) the applicant must submit a written application to the Membership Committee; and (iii) the application must be favorably reviewed by the Membership Committee and approved by the Board.
- (c) Application Fee. A reasonable application fee may be established and reviewed on an annual basis by the Board.

Section 4.5 Resignation.

Any member may resign or withdraw from the Corporation after fulfilling all obligations to the Corporation by giving written notice of such intention to the President at the first meeting of the Board after receipt of such notice. No member who resigns or withdraws from the Corporation shall be entitled to a refund of any prepaid dues.

Section 4.6 Default.

- (a) It is the intent and objective of the Corporation to maintain a membership that is actively involved. An Active Member is in default if that member fails to actively participate in a Standing Committee or Special Committee or attend at least two (2) CREW Cleveland events during any fiscal year of the Corporation, unless such failure to participate has been excused by the Board pursuant to Section 4.2(a) above.
- (b) Any member is in default if that member fails to pay his or her membership dues within a period of two (2) months from the date dues become payable.
- (c) Upon a member's default, the Board may take any of the action(s) against the member as provided in Section 4.7 of the Code of Regulations.

Section 4.7 Suspension; Expulsion: Termination of Membership.

A member may be suspended for a period of time, expelled or have membership terminated from the Corporation for cause, including, but not limited to, any violation of the Code of Regulations, for conduct prejudicial to the best interests of the Corporation, or for being in default as defined in Section 4.6 hereof. Suspension, expulsion or membership termination shall be determined by a two-thirds (2/3) vote of the members of the Board, provided that a statement of the charges has been mailed to the member by the Board via certified mail to the member's last known mailing address, at least fifteen (15) days before final action is taken, which statement shall be accompanied by a notice of the time and place where the Board shall take such action. The member so charged shall be given an opportunity to present a defense at the time and place mentioned in such notice.

ARTICLE V DUES

Section 5.1 Annual Dues. Annual dues for all classes of members shall be in an amount determined by the Board from time to time.

Section 5.2 Payment of Dues.

Membership dues are effective from January 1st through December 31st of each year. Dues shall be payable in full on or before February 15 of each year. Dues for new members shall be payable within thirty (30) days of notification of acceptance as a member of the Corporation and may be prorated at the Board's discretion for mid-year or late-year new memberships.

ARTICLE VI MEETINGS OF MEMBERS

Section 6.1 Annual Meetings.

Annual meetings of the Active Members of the Corporation who are entitled to vote (the "Voting Members") shall be held on the third Thursday of November, or on such other date as shall be designated by the Board. At such annual meeting, the incoming officers and directors of the Corporation described in Article VIII hereof shall be introduced and such other business as may properly come before the Corporation shall be transacted.

Section 6.2 Special Meetings.

(a) A special meeting of the Voting Members to elect the slate of Directors and officers (described in Sections 7.1 and 8.1 respectively), as nominated and approved by the Board in accordance with the procedures set forth in Section 9.3(d), shall be called by the Board for such purpose. The special meeting to elect the slate of Directors and officers shall be held on a date selected by the Board but prior to the annual meeting of the members.

(b) Other special meetings of the Voting Members of the Corporation may be called by the Board, at its discretion, or upon the written request of at least ten (10) Voting Members of the Corporation.

Section 6.3 Notices of Meetings.

Except as otherwise provided by law, the Articles of Incorporation or as otherwise set forth herein, written notice of any annual or special meeting of Voting Members, stating the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, faxed or electronically mailed to the last recorded address, facsimile number or electronic mail address of each Voting Member at least (10) days and not more than twenty (20) days before the time appointed for the meeting. In the event a Voting Member desires to add an item to the agenda for the annual meeting, such Voting Member shall provide a description of such agenda item to the President or President-Elect for inclusion on the agenda for the annual meeting at least five (5) days prior to the annual meeting.

Section 6.4 Waivers.

Notwithstanding the provisions of Section 6.3, a meeting of the Voting Members of the Corporation may be held at any time and at any place, and any action may be taken at the meeting, provided notice is waived in writing by every Voting Member entitled to vote at said meeting.

Section 6.5 Quorum.

The presence in person or by proxy of a majority of the Voting Members of the Corporation entitled to vote shall be necessary to, and shall constitute a quorum for, the transaction of business at all meetings of the Voting Members of the Corporation. If a quorum is present, the affirmative vote of the majority of the Voting Members represented at the meeting, entitled to vote and voting on any matter, shall be the act of the Voting Members with respect to each such matter.

Section 6.6 Voting: Proxies.

Each Voting Member in good standing shall be entitled to one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the Voting Members present in person or by proxy. Every Voting Member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing, dated, and revocable at the pleasure of the Voting Member executing it and may be by facsimile, electronic mail, or other electronic submission. Unless the duration of the proxy is specified, it shall be invalid after thirty (30) days from the date of its execution.

Section 6.7 Action by Consent.

Any action required or permitted by law, by the Articles of Incorporation or by this Code of Regulations to be taken at any meeting of the Voting Members of the Corporation, may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action so taken, shall be signed (including electronic signature) by a majority of all of the Voting Members. Such written consent shall be filed with the minutes of meetings of the Voting Members.

ARTICLE VII BOARD OF DIRECTORS

Section 7.1 General Powers, Composition.

The property, affairs, activities and concerns of the Corporation shall be managed by the Board, which shall be composed of the Officers (defined below) of the Corporation described in Article VIII hereof, the immediate past president of the Corporation and four (4) Directors as nominated, approved by the previous Board and the Voting Members in accordance with Section 9.3(d) and 6.2(a). The Board may exercise all powers of the Corporation and perform all lawful acts and things, which are not by law, the Articles of Incorporation or this Code of Regulations directed or required to be exercised or performed by the members of the Corporation. The members of the Board shall be deemed, for all purposes and where necessary under applicable law and regulations to be the "Directors of the Corporation".

Section 7.2 Duties of Board Members.

The Board shall: (1) hold meetings at such times and places as it considers proper; (2) suspend, expel, approve and terminate membership of members; (3) appoint Committee Chairpersons consisting of members of the Board or Active Members of the Corporation for those Standing Committees identified in Article IX; (4) audit bills and disburse the funds of the Corporation; (5) print, circulate, and publish notices, articles, and other documents; (6) carry on correspondence and communicate with other associations interested in the real estate profession; (7) employ agents; and (8) devise and carry into execution any such other measures as it deems proper and expedient to promote the objectives of the Corporation and to best protect the interests and welfare of the members of the Corporation.

Section 7.3 Meetings of the Board.

Regular monthly meetings of the Board shall be held on the second Thursday of each month or on a date otherwise set by the President. Written notice of the meeting shall be by mail, facsimile or electronic mail to the last recorded address, facsimile number or electronic mail address of each member of the Board at least five (5) days before the time appointed for said meeting. Notice made in person, by telephone or by facsimile shall be made at least five (5) days before the time appointed for said meeting. The President, or the President-Elect, at the written request of two (2) members of the Board, shall call for a special meeting of the Board, and only five (5) days notice shall be required for such special meeting.

Section 7.4 Quorum.

At all meetings of the Board, a majority of the number of members of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Board present at any meeting of the Board at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, the Articles of Incorporation or this Code of Regulations. In the event the Board is at an impasse on an issue because of a tie vote, the President shall have two votes in order to break the tie. If a quorum is not present, the members of the Board present may adjourn the meeting to a later day, but not more than ten (10) days later, without notice other than announcement of the meeting.

Section 7.5 Action by Consent.

Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a written consent setting forth the action to be taken shall be signed before such action by a majority of all members of the Board. Such written consent shall be filed with the minutes of the meetings of the Board. For the purposes of this Section 7.5, electronic consent shall be considered "written consent".

Section 7.6 Absence.

Should any member of the Board be unreasonably absent from two (2) consecutive meetings of the Board without sending a communication to the President stating the reason for such absence, and in the event the reason for such absence is not accepted by the members of the Board, the seat of that member on the Board may be declared vacant by the Board, and the Board shall proceed to fill the vacancy in the manner described in Section 7.8 hereof. For the purposes of this Section 7.6, a Board member arriving to a meeting of the Board unreasonably late or leaving unreasonably early shall be considered "unreasonably absent" from such meeting.

Section 7.7 Removal of Board Members.

Any one or more of the Board members may be removed, either with or without cause, at any time, by a vote of two-thirds of the Voting Members of the Corporation present at any special membership meeting or by two-thirds vote of the Board at a special meeting called for that purpose. In the event of such removal, the Board shall proceed to fill the vacancy in the manner described in Section. 7.8 hereof.

Section 7.8 Resignation, Vacancies.

Any member of the Board shall have the right to resign from the Board by giving written notice thereof to the President. Whenever a vacancy occurs in the Board, it shall be filled without undue delay by a majority vote of the remaining members of the Board, at its regular meeting or at a special meeting, which shall be called by the President for that purpose. Each member of the Board so chosen shall hold office through the remainder of that fiscal year.

ARTICLE VIII OFFICERS

Section 8.1 Designations.

The officers of the Corporation shall be the President, the President-Elect, the Secretary and the Director of Finance (the "**Officers**"). The officers shall be elected by the Voting Members at a special meeting of the members in accordance with Section 6.2(a) and shall be selected from the slate of candidates determined by the Nominating Committee in accordance with Section 9.3(c) below. No person shall hold the office of President or President-Elect for more than one (1) consecutive year (except as provided in Section 8.2(b)). No person shall hold the office of Director of Finance for more than three (3) consecutive years. The President-Elect or the Director of Finance may hold the concurrent office of Secretary as described in Section 8.2(c), provided that his or her term as Secretary shall not exceed one (1) year. If an officer holds two offices, such officer shall be entitled to only one (1) vote.

Section 8.2 Duties of Officers.

- (a) President. The President shall preside at the meetings of the Voting Members of the Corporation and the meetings of the Board. At the annual meeting of the Voting Members of the Corporation and at such other times as deemed proper, the President shall communicate to the Corporation or the Board such matters and shall make recommendations and suggestions to promote the prosperity and welfare and increase the usefulness of the Corporation. The President shall nominate a Committee Chairperson for each of the Standing Committees listed in Article IX. The President shall perform such other duties as are necessarily incident to the office of President. The President may serve as one of the National Delegates as set forth in Section 9.3(c) below.
- (b) President-Elect. The President-Elect shall generally assist the President and perform such other duties as may from time to time be prescribed by the Board. The President-Elect shall succeed to the office the President in the following year. In the case of death or absence of the President, or of the President's inability from any cause or act, the President-Elect shall perform the duties of the office of President for the remainder of the fiscal year (or until such time as the President is fit to and elects to resume such office). The President-Elect may serve as one of the National Delegates as set forth in Section 9.3(b) below. The President-Elect may act as the Committee Chairperson for one (1) Standing Committee and may chair any special task forces or special committees, as deemed appropriate by the President.
- (c) Secretary. It shall be the duty of the Secretary to keep a record of all votes, resolutions, and the proceedings of all meetings of the members of the Corporation and of the Board; to prepare and maintain minutes, resolutions and historical records, under the direction of the Board, an annual report of the transactions and condition of the Corporation; to give, or cause the same to be given, notice of all meetings of the Corporation; to conduct all correspondence and to carry into execution all orders, votes and resolutions; (to keep a list of the members of the Corporation); to notify the members of the Corporation of their nomination and/or election; at the request of Committee Chairpersons, to give notice of the meetings of committees; and generally to devote best efforts to forwarding the business and advancing the interest of the Corporation. The President-Elect shall serve as Secretary in addition to holding office as President-Elect. Should the President-Elect be unable to serve as Secretary, the Director of Finance shall serve as Secretary in addition to holding office as Director of Finance.
- (d) Director of Finance. The Director of Finance shall have custody of all funds of the Corporation and other valuable effects; shall keep full and accurate accounts of all monies received and expended for the use of the Corporation in books belonging to the Corporation. The Director of Finance shall deposit all funds and other valuable effects in the name and to the credit of the Corporation in such bank or banks as may be designated from time to time by the Board, and shall

report all transactions and provide periodic statements with respect to the ongoing financial condition of the Corporation at monthly Board meetings, the annual meeting of the Voting Members of the Corporation or at any time when called upon by the President. The funds of the Corporation may be disbursed and paid upon with the signature of the Director of Finance subject to the limits approved annually by the Board. Disbursement of funds in excess of the aforementioned limit must be approved in writing by and drawn upon the additional signature of the President or President-Elect. The Director of Finance shall cause all tax returns for the Corporation to be filed with the appropriate taxing authority. The funds, books and vouchers in the hands of the Director of Finance shall at all times be under the supervision of the Board and subject to its inspection and control. At the expiration of the Director of Finance's term of office, the Director of Finance shall deliver over to the incoming Director of Finance all books, records, monies and other property, or, in the absence of an incoming Director of Finance, to the President.

Section 8.3 Removal of Officers.

Any one or more of the Officers may be removed, either with or without cause, at any time, by a vote of two-thirds (2/3) of the Voting Members of the Corporation present at any special membership meeting called for that purpose. In the event of such removal, the Board shall proceed to fill the vacancy for the remainder of that fiscal year in the manner described in Section 8.4 below.

Section 8.4 Resignation, Vacancies of Officers

Any Officer shall have the right to resign from the Corporation by giving written notice thereof to the President or, if the President is the resigning Officer, to the President-Elect. Whenever a vacancy occurs among the Officers, it shall be filled without undue delay by an interim officer elected by a majority vote of the remaining members of the Board, at its next regular meeting or at a special meeting which may be called by the President for that purpose. Each interim officer so elected by the Board shall hold such office for the remainder of the fiscal year.

ARTICLE IX COMMITTEES

Section 9.1 Standing Committees.

The Standing Committees shall include but are not limited to: (1) Programs, (2) Membership, (3) Communications, (4) Community Services, and (5) Sponsorship. Each Standing Committee shall be led by a Committee Chairperson approved by the Board. Only Active Members or Associate Members shall be eligible to serve as Committee Chairpersons. Each Committee Chairperson shall be nominated by the President and approved by the Board. Each Committee Chairperson shall appoint the members of their respective committees and provide to the Board sufficient evidence showing that all appointed committee members are active participants in such committee and are otherwise members in good standing pursuant to Section 4.2. On an annual basis, the Board shall determine and fund an operating budget for

each of the Standing Committees or Special Committees and may set specific limits, benchmarks and goals for each Standing Committee or Special Committee. Each Committee Chairperson shall submit a Consent Agenda to the Board at least five (5) days prior to each monthly Board meeting containing a monthly report on the activities and proposals of each Standing Committee or Special Committee. Each Committee Chairperson may request funds in the course of carrying out the Committee's purpose within the operating budget for such Committee. The President or Director of Finance may object to any proposed expenditure by a Committee. If any proposed expenditure is objected to by the President or Director of Finance, then the expenditure may be approved by a majority of the Board.

Section 9.2 Description of Standing Committees.

- (a) Programs Committee. It shall be the duty of Programs Committee to (i) coordinate the member meetings and special events including arrangements for facilities, refreshments and presentation speakers and materials; (ii) plan and organize educational seminars and workshops designed to increase members' personal development, career development, and skills pertaining to the field of commercial real estate, providing continuing education credit where possible; (iii) collaborate with the Communications Committee to create an annual calendar of events; and (iv) coordinate other such meetings as requested by the Board.
- (b) Membership Committee. It shall be the duty of the Membership Committee to: (i) process and review membership applications and to submit the same to the Board for approval; (ii) admit and welcome new members; (iii) recommend membership policies and requirements to the Board; (iv) recruit new members; (v) plan a new member reception to be held annually; (vi) work with the Administrator (as defined in Section 9.3(a)) on tasks that may include, but are not limited to updating the membership list, updating of Corporation databases, including the job bank, speaker resource database and vendor lists, coordination of award programs, conducting surveys of the membership, and such other duties as requested by the Board.
- (c) Communications Committee. It shall be the duty of the Communications Committee to (i) publish a quarterly newsletter, which shall contain articles of interest to the members of the Corporation, report achievements of the members and such other matters as are determined by the Committee; (ii) prepare press releases of activities and notices of meetings; (iii) arrange for special publicity as and when appropriate; (iv) collaborate with the Program Committee to create an annual calendar of events and disseminate the Corporation's calendars to local organizations; (v) work with the Administrator, if any, to update and maintain the CREW Cleveland website; and (vi) participate in other activities which promote the image and reputation of the Corporation as requested by the Board.
- (d) Community Services Committee. It shall be the duty of the Community Services Committee to (i) investigate and recommend to the Board charitable organizations, causes and/or needs in the local community in which the Corporation's members, given their unique talents and skills in the field of

commercial real estate, can be of the greatest assistance, either in fundraising or by providing actual services to the community or organizations in the community; (ii) work with the Board to design and implement programs involving the membership for raising funds or providing such services; (iii) work with the Sponsorship Committee to coordinate any donation or sponsorship requests; and (iv) work with the Director of Finance to ensure all charitable donations are handled in the appropriate name and under the appropriate accounts.

- (e) Sponsorship Committee. It shall be the responsibility of the Sponsorship Committee to solicit and coordinate requests from the Board and other committees for sponsorship funds for any purpose (including general sponsorship and event sponsorship) from the membership and from companies and individuals outside the organization. The Sponsorship Committee shall recommend sponsorship levels and incentive packages which may be offered to sponsors, provided that such levels and incentive packages shall only be offered to sponsors and potential sponsors after having been reviewed and approved by the Board. The Committee shall also follow up such solicitations and send proper confirmation to such sponsors. All monies collected shall be forwarded to the Director of Finance for deposit in the appropriate bank account of the Corporation.

Section 9.3 Other Committees, Administrators or Services.

The Board, by resolution adopted by a majority vote of Board members may add, delete, retain or hire such committees, administrators or services as it shall deem advisable with such limited authority and with a budget so approved and prescribed by the Board, including (but not limited to the following):

- (a) Administrator. It shall be the duty of the Administrator: (i) to keep a record of all votes, resolutions, and the proceedings of all meetings of the members of the Corporation and of the Board; (ii) prepare and maintain minutes, resolutions and historical records, under the direction of the Board; (iii) assist the President in development of an annual report of the transactions and condition of the Corporation; (iv) give, or cause the same to be given, notice of all meetings of the Corporation; (v) conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise delegated by the Board to a Committee Chairperson; (vi) maintain the member mailing list; (vii) notify the members of the Corporation of their nomination and/or election; (viii) at the request of Committee Chairpersons, give notice of the meetings of committees; (ix) assist the Communications Committee and Membership Committee with certain tasks, including administering a web site, developing various databases, including, but not limited to, a job bank, vendor list, and speaker lists, if any, and assisting in handling awards, conducting surveys of membership, developing a logo and maintaining stationary supply and (x) such other duties as requested by the Board.
- (b) Assistant Director of Finance. The Assistant Director of Finance shall be an Active Member in good standing nominated by the President and approved by the

Board no later than the end of the second year of the Director of Finance's three (3) year term. The Assistant Director of Finance shall assist the Director of Finance with the performance of the duties of the Director of Finance pursuant to Section 8.2(d). The Assistant Director of Finance may attend meetings of the Board, but shall not be considered in the determination of the presence of a quorum at such meeting and shall not be entitled to vote on any matter before the Board.

- (c) National Delegation. Each year, the Corporation shall be represented by two (2) National Delegates who shall each serve a one (1) year term. The President shall have the option to be the first National Delegate and the President-Elect shall have the option to serve as the second National Delegate. In the event that either or both of the President and President-Elect shall decline the delegate position, the Board may appoint an Active Member to fill the role of the National Delegate(s). At least one National Delegate (or an alternate as may be appointed by the Board) shall attend the CREW national convention, the CREW National Delegates meetings, and any CREW regional conference held during the term, and shall report to the Corporation regarding the affairs of the CREW NETWORK (Network of Commercial Real Estate Women ("NNCREW")). The Corporation shall aspire to send two National Delegates to the CREW national convention due to the importance of attendance for the Corporation's future and that of CREW Network. In the event one or both of the National Delegates is unable to attend any of the preceding meetings or conferences, the Board shall appoint an alternate delegate to attend such conference or meeting.
- (d) Nominating Committee. During the month of July, a Nominating Committee shall be formed for the purposes of soliciting, identifying and nominating potential candidates for the slate of the Board of Directors for consideration by the Voting Members. The Nominating Committee shall propose a slate of not more than three (3) candidates for each Director position and shall submit the proposed slate to the current Board for the Board's approval no later than the September Board Meeting. The slate of Directors (as approved by the Board) shall be presented to the Voting Membership for its consideration and vote at a special meeting of the members in accordance with Section 6.2(a). The Nominating Committee shall be composed of five (5) Active Members, who shall be selected as follows:
 - (i) The Immediate Past President of the Corporation shall serve as Chairperson of the Nominating Committee. If the Immediate Past President should be unable to serve as Chairperson, a Chairperson shall be elected by a majority of the Board.
 - (ii) The President shall select one (1) member of the Nominating Committee from the Active Membership of the Corporation. The President may select herself or himself to serve on the Nominating Committee.

- (iii) The President-Elect shall serve on the Nominating Committee. If the President-Elect should be unable to serve on the Nominating Committee, a Nominating Committee member shall be elected by a majority of the Board from the Active Membership of the Corporation.
 - (iv) The President-Elect shall select one (1) member of the Nominating Committee from the Active Membership of the Corporation.
 - (v) The Board shall elect one (1) member of the Nominating Committee from the Active Membership.
- (e) Past President's Council. The President may direct the formation of a Past President's Council consisting of individuals who served as presidents of the Corporation. The Past President's Council may, but shall not be obligated to, organize one event per year in coordination and consultation with the Programs Committee. The Past President's Council shall also serve an advisory function within the Corporation with respect to best practices and industry developments.

Section 9.4 Quorum.

A majority of any committee of the Corporation shall constitute a quorum for the action of business, unless any committee shall, by majority vote of its entire membership, decide otherwise.

Section 9.5 Committee Vacancies.

In the event of any vacancy of the Committee Chairperson for any Standing or Special Committee or other committee during the course of the year, the President, after consulting with the members of the Standing or Special Committee, shall appoint a successor Committee Chairperson for such Standing or Special Committee for the remainder of the fiscal year. All other vacancies in the general committee membership may be filled by the Committee Chairperson, upon approval by the Board.

ARTICLE X GENERAL PROVISIONS

Section 10.1 Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 10.2 Seal.

The Corporation shall not have a seal.

ARTICLE XI AMENDMENTS

This Code of Regulations may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of two-thirds (2/3) of the Voting Membership of the Corporation

present in person or by proxy at any duly called meeting of the Voting Members of the Corporation. Notice of the proposed amendment, alteration or restatement of this Code of Regulations must be included in the notice of the meeting at which time such action shall take place.

ARTICLE XII SPECIAL PROVISIONS

Section 12.1 Restrictions on Earnings.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 the Articles of Incorporation hereof. Notwithstanding, any other provision of this Code of Regulations or Articles of Incorporation; the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501C(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 12.2 Dissolution.

In the event of dissolution or final liquidation, the remaining assets of the Corporation, shall be applied and distributed as follows: All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provision shall be made therefor; any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever shall be distributed to one or more corporations, funds or foundations, qualified for exemption from tax under the Internal Revenue Code of 1954, as amended, or its successor provisions, and engaged in activities substantially similar to those of the Corporation or as otherwise directed by the Board.

ARTICLE XIII AFFILIATE CHAPTERS

Section 13.1 Affiliation.

The Corporation shall be empowered to affiliate with like groups in localities outside of Cleveland, Ohio and to form one or more affiliate chapters of the Corporation. The terms of such affiliation shall be determined by the Board.

Section 13.2 Administrative Fee.

A nominal fee as may be determined by the Board shall be assessed against any affiliate chapter so established to cover the administrative costs of establishing and maintaining the affiliation.

Approved as of: June 16, 2010.