



**SECOND AMENDED AND RESTATED BYLAWS OF
CREW-LA, A CALIFORNIA NONPROFIT MUTUAL BENEFIT CORPORATION**

ARTICLE I. NAME AND AFFILIATION

1. **Name.** The name of this organization shall be CREW-LA, and from time to time may be referred to as “CREW” or this “Corporation.”
2. **Affiliation.** This organization functions as an affiliate chapter of the Commercial Real Estate Women Network (“CREW Network”) and will follow the organizational bylaws and procedures set forth by CREW Network and the CREW Network Board of Directors.

ARTICLE II. OFFICES

1. **Principal Office.** The principal offices for the transaction of the business of this Corporation ("principal executive office") shall be located the following address:

CREW-LA
c/o CREW Network
1201 Wakarusa Dr. Suite D
Lawrence, KS 66049

The Directors may change the principal office from one location to another. Any change of location shall be noted by the Secretary and recorded by the Secretary in between amendments to these Bylaws.

2. **Other Offices.** The Board may at any time establish branch or subordinate offices at any place or places where this Corporation is qualified to do business.

ARTICLE III. PRINCIPLES AND PURPOSE

1. **General Principles.** This Corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Mutual Benefit Corporation Law.

2. **Purposes.** Within the context of the general purpose stated above, the purposes of the organization are to:

- (a) Encourage and promote business and professional opportunities for members in the field of commercial real estate;
- (b) Provide a communication network among its members in the field of commercial real estate;

(c) Further the professional development and expertise of the members through educational opportunities;

(d) Acknowledge and publicize the accomplishments of women in the field of commercial real estate; and

(e) Promote the highest professional standards among its members.

3. Policy. This Corporation shall be non-partisan, non-profit and non-discriminatory.

ARTICLE IV. MEMBERS

1. Definition. As used in these Bylaws, “qualified fields of commercial real estate” shall mean the fields identified as such by the CREW Network Board of Directors and listed in the CREW Network Policy & Procedures, as the foregoing are amended from time to time, so long as the services provided relate to commercial real estate. For purposes of the foregoing, the term “commercial real estate” shall mean income-producing real property and real property held for investment. Notwithstanding the foregoing, for purposes of determining a person’s eligibility for membership in this Corporation, the following services shall not be considered to relate to commercial real estate: (a) services rendered in connection with the sale or transfer of individual residential units; (b) the providing or sale of personal services such as life insurance, disability income insurance, personal financial planning, retirement planning; and (c) professional coaching or counseling.

2. Categories. There shall be the following categories of membership in the Corporation:

(a) FULL Member. Any person of good character and reputation who is a professional in the field of commercial real estate may become a Full Member of the Corporation; provided, however, that members have at least five (5) years of experience in a qualified field of commercial real estate and be currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate.

(b) ASSOCIATE Member. Any person of good character and reputation who is a professional in the field of commercial real estate with at least two (2) years but fewer than five (5) years of experience may become an Associate Member of the Corporation; provided, however, that such person is currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate.

(c) CANDIDATE Member. Any person of good character and reputation who is a professional in the field of commercial real estate with less than two (2) years of

experience may become a Candidate Member of the Corporation; provided, however, that such person is currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate.

(d) AFFILIATE Member (formerly known as a “vendor member”). Any person of good character and reputation who has five (5) or more years of experience (in a field related to commercial real estate) and is currently employed in a position whose primary professional responsibilities relate to, benefit or support commercial real estate, and supplies a service or physical product related to commercial real estate, including the provision or sale of materials or products used in the construction, equipment or operation of buildings may become an Affiliate Member of the Corporation; provided that such person’s admission would further the purposes of the Corporation and benefit its members (as determined by the Board of Directors).

(e) CIVIC Member. Any person of good character and reputation who is currently involved in local or regional government, other public agencies, universities or other educational institutions or not-for-profit organizations, who may or may not meet primary responsibility or experience requirements, may become a Civic Member of the Corporation; provided, that such person’s admission would further the purposes of the Corporation and benefit its members (as determined by the Board of Directors).

(f) RETIRED Member. Any person of good character and reputation who was a member of a CREW chapter for three (3) or more years immediately preceding such person’s retirement may become a Retired Member of the Corporation.

(g) STUDENT Member. Any person of good character and reputation who is currently involved as a full-time undergraduate or graduate student at an accredited college, university or other educational institute in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate. To apply for student membership, the student must submit when joining and renewing: (1) a copy of a current student identification card; (2) a copy of a recent transcript with the name of the institution, the name of the student, and a date including the year; and (3) a copy of a current class schedule provided by the registrar with the name of the institution, name of the student and a date including the year. An individual shall initially become a Student Member for one (1) year upon Board approval of the individual’s membership application, and the individual’s payment of such dues and initiation fees as may from time to time be fixed by the Board. Subsequently, an individual’s qualifications to continue as a Student Member shall be reviewed by an authorized committee of the Board on an annual basis, based upon criteria the Board of Directors and an authorized committee of the Board shall develop from time to time. A Student Member shall become an Associate Member upon meeting the criteria stated in

Section 2(b) of this Article IV and a Full Member upon meeting the criteria stated in Section 2(a) of this Article IV.

3. Composition. The number of Full Members in the Corporation shall equal at least seventy-five percent (75%) of the total membership, and the aggregate number of Associate, Candidate and Affiliate members of the Corporation shall not exceed twenty-five percent (25%) of the total membership. Civic Members, Retired Members and Student Members shall not be included in the total membership figure for purpose of calculating this 75/25 ratio.

(a) In order to promote diversity among the membership, the Board of Directors may from time to time limit the number or percentage of members (i) within each particular qualified field of commercial real estate, or (ii) who are associated with any one company or firm.

(b) Any determination as to whether a person is qualified for membership under the foregoing definitions shall be made in the sound and reasonable discretion of the Board of Directors.

4. Application. Each applicant shall file with the Corporation a written application for membership which shall include such information and application fees as determined by the Board of Directors or by the committee to whom the responsibility for membership applications is delegated by the Board of Directors. All applicants for membership must be sponsored by two (2) Full or Associate members, and must have attended at least one (1) event. All applications for membership are subject to review and approval of the Board of Directors in order for the applicants to be a member.

5. Membership Book and Roster. The Corporation shall keep a record of the membership of the Corporation, including the current name, address, telephone number, date of admission, and category of membership for each member, and shall have that record available at such time and place as is necessary for the conduct of the Corporation's business.

6. Change of Membership Category. The Corporation shall keep a record of the membership category for each member and contact the member if, for any reason, she or he should be moved to a different category of membership. The member shall be informed if a change in dues amount will accompany such category change. This review shall happen in late summer (no less frequently than annually) so records are correct for the next calendar year. A member can also request a change in category in writing to the Secretary, which shall be presented to and reviewed by the same individual(s) who review member applications (see Section 4 of this Article IV).

7. Dues. The Board of Directors shall establish the dues structure each year for all membership categories, which includes amount of dues required to be paid to CREW Network. The Corporation shall send or cause to be sent an invoice for dues to each member annually. Dues shall be paid in advance annually on January 1 or such later date fixed by the Board in its discretion. A member's failure to remit membership dues by the due date established by the Board of Directors, or such extended due date established by the Board of Directors, shall be deemed to constitute such member's voluntary resignation of the member and such member shall not be required to submit any further notice of resignation to the Corporation. The fact and date of such deemed resignation shall be recorded in the membership book. Membership dues are non-refundable, unless a refund is authorized by majority vote of the Board on an individual basis. Upon notice from CREW Network that a member in good standing of another participating chapter has applied to transfer to CREW-LA, and upon approval of such individual's application or membership to CREW-LA, CREW-LA shall waive the local portion of membership dues for the balance of the membership year during which such member transfers.

8. Term. The term of membership for all members will expire annually on December 31. Except as provided in Section 2(g) of this Article IV (Student Member), a member's membership shall be renewed automatically for a successive one (1) year period upon the member's timely payment of annual dues by the due date established by the Board of Directors, or by the extended due date established by the Board of Directors.

9. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board after receipt. Such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments or other charges.

10. Expulsion and Termination. The Board of Directors, by a majority vote of the Board, may expel any member of the Corporation and terminate the membership of such member upon the occurrence of any event that renders a member ineligible for membership or if a member has engaged in conduct materially and seriously prejudicial to the interests of this Corporation. Any member of the Board of Directors may introduce a motion to expel a member, and shall state in such motion the conduct alleged to be materially and seriously prejudicial to the interests of the Corporation. Approval of the motion shall not be a finding of fact. If such motion is approved by a majority of the Board, then this Corporation shall follow the procedure set forth below, in accordance with Section 7341 of the Corporations Code of the State of California:

(a) The member shall be given twenty (20) days' prior notice of the proposed expulsion and termination of membership and the reasons for the proposed expulsion and termination. Notice shall be given by any method reasonably calculated to provide

actual notice. Any notice given by mail shall be sent by first-class or registered mail to the individual's last address as shown in this Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of expulsion and termination of membership. The hearing shall be held, or the written statement shall be considered, by the Board or by a committee authorized by the Board, which committee shall consist of not fewer than three (3) Directors appointed by the President, to determine whether the expulsion and termination shall take place.

(c) The Board or such committee authorized by the Board shall decide whether or not the member should be expelled. The decision of the Board or committee shall be final. The fact and date of expulsion and termination of any member shall be recorded in the membership book.

(d) Any action challenging termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of expulsion and termination.

11. Current Members. Any current Full Member who does not meet the criteria for membership set forth in this Article IV shall be permitted to remain as a Full Member but if such Full Member terminates her or his membership in this Corporation, or fails to pay membership dues by the due date, then such Full Member shall be required to satisfy the membership criteria set forth in this Article IV should the person seek to be reinstated. Except as provided in the foregoing, any current member who does not meet the criteria for membership set forth in this Article IV may not be permitted to remain as a member effective upon the effective date of these Bylaws.

12. Reinstatement of Inactive Member. Except as provided in Section 11 of this Article IV, upon written request signed by an inactive member and filed with the Secretary, the Board of Directors may vote to reinstate such inactive member to active membership. An inactive member seeking reinstatement to active status shall notify the incumbent Secretary, complete a new application form and pay all applicable dues, assessments or other charges that are currently due. As used in these Bylaws: (a) an "active member" or "a member in good standing" shall mean a current member who has paid all required dues, fees and assessments in accordance with these Bylaws, and (b) an "inactive member" shall mean a member or former member who has not paid all required dues, fees and assessments in accordance with these Bylaws. Notwithstanding the foregoing, the Board of Directors may elect to waive the requirements that an inactive member complete a new application form, that the application form list two (2) active members as sponsors, and/or that the inactive member pay an application fee as a condition of reinstatement.

13. Voting Members. Each Full Member and Associate Member who is in good standing shall have the right to vote, as set forth in Article VI of these Bylaws, on election of Officers and Directors, the disposition of all or substantially all the assets of this Corporation, on a merger and its principal terms or any amendment thereof, and on any election to dissolve this Corporation. Notwithstanding anything to the contrary contained in these Bylaws, Candidate Members, Affiliate Members, Civic Members, Retired Members and Student Members do not have voting privileges.

14. Non-Transferability of Membership. Memberships may not be transferred from person to person.

15. Liability. A member who resigns or is deemed to have resigned, or who is expelled or whose membership is terminated or has expired, shall remain liable for any charge incurred, services or benefits rendered, dues, assessments or fees incurred before the resignation, expulsion or termination.

ARTICLE V. MEETINGS OF CREW NETWORK ORGANIZATION

1. Delegates. The Immediate Past President and the President-Elect shall serve as Delegates, and the President shall serve as an alternate delegate, during their respective one-year terms. The two (2) official Delegates are charged with the responsibility to disseminate information from CREW Network to the members and leaders of the chapter and to act as a liaison between CREW Network and their chapter.

2. Meetings of CREW Network. A minimum of one (1) Delegate, or designated alternate shall attend all CREW Network leadership summit & council meetings (typically three (3) per year: winter, spring & fall) to represent the members of the chapter. Two (2) votes per chapter are required on all CREW Network governance issues that come before the Council of Delegates: one (1) vote from each of two (2) Delegates, or two (2) votes from one (1) Delegate, if she or he is the only delegate in attendance.

3. Alternate Delegate. If a Delegate is not able to attend a CREW Network council meeting, the President shall appoint one or more Full Members (which may include an appointment of herself) to serve as alternate Delegates to attend such meeting and represent the chapter in the place of the Delegates. An alternate Delegate is entitled to vote on all CREW Network governance issues that come before the Council of Delegates (one vote each cast by two Delegates attending the meeting or two (2) votes cast by one Delegate if she is the only Delegate in attendance).

ARTICLE VI. MEETINGS OF THE CORPORATION

1. Annual Meeting. The annual meeting of the membership shall be held in September of each year or on such other date as is determined by the Board of Directors for transacting any proper business as determined by the Board. The Board of Directors shall

designate the date and place for the annual meeting of the membership and shall cause notice of that meeting to be sent to each member at her or his address as it appears on the roster of the Corporation in accordance with the terms of Section 4 of this Article VI.

2. Regular Meetings. Regular meetings of the membership will be held (no less than four (4) times a year) with a schedule and at places to be determined from time to time by the Board of Directors.

3. Special Meetings.

(a) Persons Authorized to Call. Special meetings of the membership may be called as provided by law or by any of the following: (a) the President; (b) a majority vote of the Board of Directors; or (c) five percent (5%) or more of the voting members.

(b) Procedures for Calling Special Meeting. If a special meeting is called by any person other than the Board, the request, specifying the general nature of the business proposed to be transacted, shall be submitted in writing and shall be delivered personally or sent by U.S. mail or by electronic mail, evidenced by confirmation of receipt, or by facsimile, evidenced by confirmation of receipt, to the President or Secretary of this Corporation. The Officer receiving the request forthwith shall cause notice to be given to the members entitled to vote, stating that a meeting will be held, and the time and date for such meeting, which date shall be not less than thirty-five (35) days or more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after receipt of the request, the persons requesting the meeting may give such notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board.

(c) Proper Business of Special Meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting called in accordance with this Section 3.

4. Notice for Member Meetings.

(a) General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote in accordance with this Section 4. The notice shall specify the place, date and hour of the meeting. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted and state that no other business may be transacted. In the case of a regular or annual meeting, the notice shall specify those matters which the Board, at the time the notice is given, intends to present for action by the members, but except as provided in Section 4(b) of this Article VI, any proper matter may be presented at such meeting for action. The notice of any

meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members.

(b) Notice of Certain Agenda Items. 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 these proposals:

- (i) Removing a Director without cause;
- (ii) Amending the Articles of Incorporation;
- (iii) Approving a contract or transaction in which a Director has a material financial interest;
- (iv) Approving a plan of liquidation and dissolution; or
- (v) Approving a plan of distribution of assets, other than cash, in liquidation when this Corporation has more than one class of memberships outstanding.

(c) Time and Manner of Giving Notice. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given not less than ten (10) days nor more than ninety (90) days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote thereat; provided however, that if notice is given by U.S. mail, and the notice is not mailed by first-class, registered or certified mail, that notice shall be given not less than twenty (20) days before the date of the meeting. Notice shall be given personally, by electronic transmission by the Corporation, or by mail or other means of written communication, addressed to each member either at the address of that member appearing on the books of this Corporation or at the address given by the member to this Corporation for purpose of notice. If no address appears on this Corporation's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by written communication to this Corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by electronic mail evidenced by confirmation of receipt, or by facsimile evidenced by confirmation of receipt, or by other means of written communication. In the case of any notice to any member which is returned as undeliverable, notice shall be given to such member in compliance with Corporations Code Section 7511 of the State of California.

5. Place of Meetings. Meetings of the membership may be held either within or without the State of California.

6. Quorum.

(a) Number Required. Twenty percent (20%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members; provided, however, that the only matters that may be voted on at any regular or annual meeting actually attended by less than one-third (1/3) of the voting power, represented in person or by proxy, are matters of the general nature which were disclosed in advance to the members by written notice pursuant to Section 4 of Article VI.

(b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least majority of the members required to constitute a quorum.

(c) Adjournment and Notice of Adjourned Meeting. Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the voting members represented at the meeting in person or by proxy, but no other business may be transacted except as provided in Section 6(c) of this Article VI. No meeting may be adjourned for more than forty-five (45) days. When a members' meeting is 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. At the adjourned meeting, this Corporation may transact any business that might have been transacted at the original meeting. If after the 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, is entitled to vote at the meeting.

7. Voting.

(a) Eligibility to Vote. Each Full Member and Associate Member who is in good standing on the "record date" (as defined in Section 13 of this Article VI) is entitled to one (1) vote at any meeting of members.

(b) Manner of Casting Votes. Voting may be by voice or ballot via mail (U.S. mail or electronic mail, evidenced by confirmation of receipt), or by facsimile, evidenced by confirmation of receipt, provided that the election of Directors and Officers must be by written ballot as provided in Article VII.

(c) Approval by Majority Vote. If a quorum is present, the affirmative vote of the 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 California Nonprofit Corporation Law, the Articles of Incorporation or by these Bylaws.

(d) Cumulative Voting. Cumulative voting is prohibited.

8. Waiver of Notice or Consent. The transaction of any meeting of members, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present either in person or by proxy, and if, (b) either before or after the meeting, each member entitled to vote, who was not present in person or by proxy, signs a written (i) waiver of notice, (ii) a consent to a holding of the meeting, or (ii) approval of the minutes. Neither the business to be transacted at nor the purpose of any regular or special meeting of members need to be specified in any written waiver of notice, consent to the holding of the meeting or approval of the minutes except as provided in Section 4(b) of this Article VI. All such waivers, consents or approvals shall be filed with the records of this Corporation or made a part of the minutes of the meeting.

9. Waiver by Attendance. Attendance by a member at a meeting shall constitute a waiver of notice of and presence at that meeting, except when 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 by these Bylaws to be included in the notice but not so included, if that objection is expressly made at the meeting.

10. Action by Written Consent without a Meeting. 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 consent or 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.

11. Action by Written Ballot. Any action that may be taken at any meeting of the members may be taken without a meeting if the Corporation distributes a written ballot to every member entitled to vote on the matter. In addition, the members' election of Directors and Officers shall be conducted by solicitation of written ballots in accordance with this Section 11 and Section 4 of this Article VII.

(a) Distribution of Ballots. The ballot and any related material shall be sent, at the time set forth in Section 4(c) of Article VI, to the voting members personally, by electronic transmission by the Corporation, or by mail or other means of written communications. The voting members shall return the ballot to the Corporation personally, by electronic transmission to the Corporation, or by mail or other means of written communications. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation.

(b) Quorum for Written Ballots. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the proposal at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(c) Solicitation of Written Ballots. Ballots shall be solicited at the time and in a manner set forth in Section 4 of this Article VI. All solicitations of votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time by which the ballot must be received to be counted. Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth. Cumulative voting shall be prohibited.

(d) Revocation. No written ballot may be revoked after delivery to this Corporation or deposit in the U.S. mail, or sent via electronic mail or via facsimile, whichever first occurs.

(e) Filing. All such written ballots shall be filed with the Secretary of this Corporation and maintained in the records of this Corporation.

(f) Marked Ballot. In any election of Directors, any form of proxy or written ballot in which the Directors to be voted upon are named therein as candidates and which is marked by a member "withhold", or is otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(g) Effect of Noncompliance. Failure to comply with this section shall not invalidate any action taken by this Corporation, but may be the basis for challenging any written ballot, and a member may petition the Superior Court of the State of California to compel compliance with the relevant provisions of the law.

12. Proxies.

(a) Right of Members. Every member entitled to vote shall have the right to do so at a member meeting whether in person or by an agent authorized by written proxy, signed by the authorizing member and filed with the Secretary of the Corporation. A facsimile, electronic mail or similar communication appearing to have been transmitted by such authorizing member, or a photocopy or equivalent reproduction of a writing appointing a proxy signed by such authorizing member, is a sufficient writing.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless: (i) such proxy is revoked by the member executing it prior to the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted. Notwithstanding the foregoing, no appointment of a proxy shall be valid after the expiration of one (1) month after it is made unless the writing specifies the date on which it is to expire or the length of time it is to continue in force. The revocability of a proxy that states on its face that is irrevocable shall be governed by the provisions of Corporations Code Section 7613 and any other applicable provisions of California Nonprofit Corporation Law.

(c) Marked Proxy. In any election of Directors, any form of proxy or written ballot in which the Directors to be voted upon are named therein as candidates and which is marked by a member “withhold”, or is otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

(d) Effect of Noncompliance. Failure to comply with this section shall not invalidate any action taken by this Corporation, but may be the basis for challenging any proxy, and a member may petition the Superior Court of the State of California to compel compliance with the relevant provisions of the law.

13. Record Date.

(a) Eligibility. Only Full Members and Associate Members of record and in good standing as of the close of business on the record date fixed by the Board or as provided otherwise in this Section 13 shall be entitled to receive notice of member meetings, to vote or to give consents, or to exercise any rights in respect of any other lawful action, as the case may be, notwithstanding any changes to the status of a member on the books of the Corporation after the record date, except as otherwise provided in the Articles of Incorporation or in the California Nonprofit Mutual Benefit Corporation Law.

(b) Record Date for Notices of Meetings. The Board may fix, in advance, a “record date” for the purpose of determining the members entitled to receive notice of any meeting of members. The date so fixed shall be not be more than ninety (90) days nor fewer than ten (10) days before the date of any such meeting. If the Board does not fix the record date, members at the close of business on the business day preceding the day on which notice is given, or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held, are entitled to notice of a meeting of members. A determination of members entitled to notice of a meeting of

members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting.

(c) Record Date for Voting at Meetings. The Board may fix, in advance, a “record date” for the purpose of determining the members entitled to vote at a meeting of members. The date so fixed shall be not be more than sixty (60) days before the date of any such meeting. A determination of members entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the fixes a new record date for the adjourned meeting. If the Board does not fix the record date, members on the day of the meeting who are otherwise eligible to vote are entitled to vote at the meeting of members or, in the case of an adjourned meeting, members on the day of the adjourned meeting who are otherwise eligible to vote are entitled to vote at the adjourned meeting of members.

(d) Record Date for Casting Written Ballots. The Board may fix, in advance, a “record date” for the purpose of determining the members entitled to cast written ballots. The date so fixed shall be not be more than sixty (60) days before the day on which the first written ballot is sent or solicited. If the Board does not fix the record date, members on the day the first written ballot is sent who are otherwise eligible to vote are entitled to cast written ballots.

(e) Record Date for Other Lawful Action. The Board may fix, in advance, a “record date” for the purpose of determining the members entitled to exercise any rights in respect of any other lawful action. The date so fixed shall be not be more than sixty (60) days prior to such other action. If the Board does not fix the record date, members at the closing day on the day on which the Board adopts the resolution relating thereto, or the sixtieth (60th) day prior to the date of such other action, whichever is later, are entitled to exercise such rights.

14. Books and Records. Any member shall have the right to examine all books and records of the Corporation for any reasonable and proper purpose and at any reasonable time.

ARTICLE VII. ELECTION OF DIRECTORS AND OFFICERS

1. Nominating Committee. The President shall appoint a member of the Corporation (which may include an appointment of herself) to act as Chair of the Nominating Committee. The Chair shall appoint up to three (3) additional members to serve on the Nominating Committee. The Nominating Committee shall be responsible for seeking qualified candidates to serve as Directors and Officers of this Corporation. The Board of Directors may also request that the Nominating Committee aid in identifying and development members for leadership positions in the various committees of the organization.

2. Process for Selecting Nominees.

(a) Qualifications. The Nominating Committee shall develop or periodically review guidelines for evaluating the nominees to determine those nominees best qualified for the positions to be elected. The Nominating Committee shall choose qualified nominees to fill the open Director positions from nominations from the members of the Corporation and from candidates solicited by the Nominating Committee. All nominees shall be Full Members of this Corporation in good standing.

(b) Confirmation of Willingness to Serve. The Nominating Committee shall confirm, with respect to each nominee, the willingness of the nominee to serve and such other information as the Nominating Committee deems appropriate, which may include availability, qualifications for a particular position and other information.

(c) Authority to Act. The vote of a majority of the members of the Nominating Committee shall be the act of the Nominating Committee.

3. Delivery of Slate to Board. On or before September 1 of each year or the date that is twenty (20) days prior to the annual members meeting, whichever is later, the Nominating Committee shall deliver to the Board a written report and a slate of nominees containing the Directors to replace those whose terms are expiring to serve for the following two (2) calendar years. The slate of nominees also includes the Directors (including Directors whose terms will continue during the next calendar year) who are nominated to serve as President, President-Elect, Secretary, Treasurer and any other offices of the Corporation for the following calendar year (i.e., for a one-year term). All nominated Officers shall also be either current or nominated Directors. The written report shall state the term of each open position, designate the Director each nominee is to succeed, which office (if any) such nominee is to assume, and the committee (if any) such nominee is to act as liaison. The written report also shall provide the credentials of each nominee.

4. Election Procedures.

(a) Distribution of Ballots to Members. The election of the Officers and Directors shall take place through written ballots cast by Full Members and Associate Members in good standing as of the record date. The Board shall cause written ballots to be sent to each member who is entitled to vote, at the time and in the manner set forth in Section 11 of Article VI, regardless of whether the election date (as defined in Section 4(b) of this Article VII) occurs on the date of the annual meeting of the members. All solicitations of votes by ballot shall: (i) indicate the number of responses needed to meet the quorum requirement; (ii) state the percentage of approvals necessary to pass the measure(s); and (iii) specify the time and date by which the ballot must be received to be counted. Each ballot so distributed shall: (1) set forth the slate of nominees, including the committee (if any) each nominated Director is nominated to act

as liaison; and (2) provide the members an opportunity to specify approval or disapproval of the slate.

(b) Election Date. For purposes of this Article VII, the term "election date" shall mean the last date on which the ballots must be returned by the members to the Corporation to be counted, which date shall be stated in the written ballots in accordance with Section 4(a) of this Article VII. Unless the Board fixes an alternate date by which the ballot must be received to be counted (which alternate date must be stated in the written ballot), all ballots must be returned and received by the Corporation by the close of business on the date of the scheduled annual meeting of members.

(c) Plurality of Votes. A plurality of the votes cast by the written ballots received shall constitute an election to the office.

ARTICLE VIII. BOARD OF DIRECTORS

1. Power of Board. Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and these Bylaws relating to actions required to be approved by the members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

2. Number and Qualification. The authorized number of Directors shall be ten (10), and shall consist of the Immediate Past President, President, President-Elect and an additional four (4) to seven (7) Directors in accordance with the Corporation's Strategic Plan. No person shall serve as a Director unless she or he is a Full Member in good standing.

3. Letter of Commitment; Required Attendance. Upon joining the Board, each Director shall sign a "Letter of Commitment" and subscribe to the Code of Ethics adopted by the Board for the chapter from time to time. Failure to sign the Letter of Commitment or to conform to the standards set forth in the Letter of Commitment or Code of Ethics, or to abide by the attendance requirements set forth in this Section 3, shall be deemed to be grounds for removal from office as well as conduct materially and seriously prejudicial to the interest of the Corporation. In addition, each Director shall be required to attend all Board meetings. If a Director fails to attend, without an excuse approved by the President, two (2) consecutive meetings of the Board or fifty percent (50%) or more of the total Board meetings in one (1) year, the Board may declare vacant the office of that Director.

4. Staggered Terms. The President-Elect, President and Immediate Past President shall each serve one-year terms. Once elected to the office of President-Elect, such Officer shall succeed to the offices of President and Immediate Past President automatically upon the expiration of the term of such Officer's predecessor in each office. The other Directors shall each serve two-year terms, which shall be staggered terms. In each election, successors to all the Board members with expiring terms will be elected to two-year terms.

5. Term Limits. Membership on the Board of Directors shall be limited to six (6) years in succession (or up to seven (7) consecutive years if three (3) of those years are in the capacities of President-Elect, President and Immediate Past President).

6. Meetings. Regular meetings of the Board of Directors shall be held on an as-needed basis, at such time, place and date as may be fixed by the Board, but not less than six (6) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by the President or by any two (2) Directors.

7. Notice. No notice shall be required for regular meetings of the Board of Directors. Special meetings of the Board shall be held upon at least four (4) days' prior notice by first-class mail, or 48 hours' notice delivered personally or by telephone, including a voice messaging system or by electronic transmission by the Corporation. Notice of a regular or special meeting shall state the time and place for the meeting (which may take place within or without the State of California), but need not specify the purpose of the meeting.

8. Quorum.

(a) Number Required. The presence of a simple majority of the Directors authorized pursuant to these Bylaws shall constitute a quorum. Every act or decision done or made by a majority of the members of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Corporation Law, including those that are referenced in Corporations Code Section 7211 (a)(8) of the State of California relating to (a) approval of contracts or transactions in which a member of the Board has a direct or indirect material financial interest, (b) limits on the Board's right to delegate authority to committees, and (c) indemnification of members of the Board.

(b) Adjournment. If a quorum is not present a majority of the Directors present may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the meeting is adjourned for more than twenty-four (24) hours. If the meeting is adjourned for more than twenty-four (24) hours, notice of an adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

(c) Loss of Quorum. 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 for that meeting.

9. Voting Rights. Each Director shall have one (1) vote on each matter present to the Board of Directors for action, even if such Director holds more than one position as Officer or Director. No Director may vote by proxy.

10. Meetings by Telephonic or Electronic Transmission. Any Director shall be deemed present at a meeting if attending by telephonic, electronic video screen communication or electronic transmission by and to the Corporation as long as all persons participating in the meeting can hear each other, and if both of the following apply: (a) each Director participating in the meeting can communicate with all of the other Directors concurrently; and (b) each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

11. Waiver of Notice. Notice of a meeting need not be given to a Director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, either prior to the meeting or at its commencement, the lack of notice to that Director. All such waivers, consents, and approvals shall be filed with the corporate records of this Corporation or made a part of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting.

12. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

13. Resignation. Any Director may resign at any time by giving written notice to the President or the Board. Any resignation shall take effect at the date of receipt of that notice or at later time specified in the notice. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Director is a party.

14. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or other incapacity shall be filled in accordance with the provisions of Article X.

15. Authorization to Enter into Contracts. The Board of Directors may authorize one or more Officers or agents to execute and deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE IX. OFFICERS

1. Selection and Term. The Corporation shall have an Immediate Past President, President, a President-Elect, a Secretary and a Treasurer to represent the Corporation as a Delegate to CREW Network. The Corporation may also have such other officers and assistants as it may desire. Any two or more offices may be held by the same person, except that the duties of the President and the Secretary shall not be performed by the same person. Except for the Immediate Past President, the Officers shall be elected by the voting members of the Corporation in accordance with Article VII. The President, President-Elect and Immediate Past

President shall serve for one (1) year in that capacity. A Secretary or Treasurer is not required to serve as Secretary or Treasurer for the member's entire two (2) year term as a Director. For example, a Director may serve as Secretary only during the first or second year of such Director's term, or may serve as Secretary during the entire two (2) years of such Director's term.

2. Immediate Past President. The Immediate Past President shall provide advice and counsel to the President and, in the absence of both the President and President-Elect, shall preside at meetings of the Corporation and the Board of Directors. The Immediate Past President shall represent the Corporation as a Delegate to CREW Network and attend, whenever possible, all CREW Network council meetings during her term.

3. President. The President shall be the chief executive officer of the Corporation and shall administer and exercise general supervision over all its affairs. The President shall become the Immediate Past President of the Corporation for the term succeeding the term which she or he has served as President. The President shall preside at all meetings of the Corporation and at all meetings of the Board of Directors. The President shall: enforce the Bylaws; appoint the Chair of the Nominating Committee; appoint one or more individuals (which may include an appointment of herself) to serve as alternate Delegates pursuant to Article V; and propose such ad-hoc committees as may be required. The President also shall perform such other duties as pertain to the office of the President or as assigned or requested by the Board. The President shall have such other powers and duties as the Board or these Bylaws may prescribe.

4. President-Elect. The President-Elect shall perform the duties of the President in the President's absence. She or he shall become the President of the Corporation if the office of the President becomes vacant and, subject to Article X, for the term succeeding the term which she or he has served as President-Elect. The President-Elect shall represent the Corporation as a Delegate to CREW Network and attend, whenever possible, all CREW Network council meetings during her term.

5. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members, shall see that all notices are duly given in accordance with the provisions of these Bylaws, and shall discharge any other duties the Board of Directors may require. The Secretary shall be responsible for determining whether there is a quorum at meetings.

6. Treasurer. The Treasurer shall keep and maintain all financial records of the Corporation and shall be responsible for the funds of the Corporation, shall make such reports as the Board of Directors may require, shall develop an annual budget; and shall discharge any other duties the Board of Directors may require. The Treasurer shall also serve as Chairperson of the Finance Committee, if one exists.

7. Resignation. Any Officer may resign at any time by giving written notice to the President or the Board. Any resignation shall take effect at the date of receipt of that notice or at later time specified in the notice. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

8. Vacancies. Any vacancy in the offices caused by death, resignation or other incapacity shall be filled in accordance with the provisions of Article X.

ARTICLE X. VACANCIES AND REMOVAL OF DIRECTORS AND OFFICERS

1. Removal. Any Director or Officer may be removed from office without cause by a majority vote of the members; provided, however, that a Director or Officer who was appointed by the Board or pursuant to these Bylaws, rather than elected by the members, may be removed only by written consent of the Board. Written notice shall be given to any person whose continued service as Director or Officer has been called into question thirty (30) days in advance of the meeting at which removal is to be considered by the Board of Directors. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board of Directors prior to its vote on removal. A Director who has been removed may no longer serve as Officer.

2. Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following:

(a) the death, resignation or removal of any Officer or Director;

(b) the declaration by resolution of the Board of a vacancy in the position of an Officer or Director who: (i) has been declared of unsound mind by an order of court or convicted of a felony or (ii) has been found by final order or judgment of any court to have breached a duty under Corporations Code Section 7230 et seq. of the California Nonprofit Corporation Law;

(c) the vote by a majority of Directors who meet the requirements for service set forth in Section 3 of Article VIII that a Director has failed to meet such requirements, including the failure to attend Board meetings without an excuse approved by the President as specified in Section 3 of Article VIII;

(d) the vote of a majority of all voting members to remove an Officer or Director; or

(e) the increase of the authorized number of Officers or Directors.

3. Filling Vacancies.

(a) President. A vacancy in the office of President shall be filled by the President-Elect, the latter whom shall become President for the unexpired term. If such

vacancy occurs at or before the middle of the President's term, the President-Elect shall act as both President and President-Elect for the remainder of the term, and both a new President and President-Elect shall be elected at the next election. If such a vacancy occurs after the middle of the President's term, the President-Elect will act as both President and President-Elect for the remainder of the term, the President-Elect will serve as President in the next term and a new President-Elect will be voted upon at the next election for the next term. If both the offices of the President and President-Elect become vacant, the Board shall elect from among the members of the Board, a new President. The President-Elect position will, in the Board's discretion, either remain open for the remainder of the term or be filled by a vote of the membership; a new President will be voted upon at the next election for the new term, unless the President-Elect position was filled by a vote of the membership in the previous term; and, a new President-Elect will be voted upon at the next election for the new term.

(b) Other Officers of the Board. Vacancies in the offices of Secretary and Treasurer shall be filled for the unexpired term by election by the Board. In the event of a vacancy in the office of Immediate Past President, no appointment to the office of Immediate Past President shall be made.

(c) Other Board Positions. At any time that the number of members of the Board falls below ten (10), the Board may, by majority vote, appoint from among the Full Members of the Corporation a member to serve as Director for the remaining term of the vacant position. The Board shall not be required to fill a vacant position unless the number of vacancies is more than three (3), in which event the Board shall appoint one or more members to the post of Director, as necessary, to have a total of at least seven (7) Directors. In the case of multiple vacancies with different remaining terms, the Board shall designate which term each replacement Director will fill.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

ARTICLE XI. COMMITTEES

1. Eligibility and Purpose. Committees are an integral part of this Corporation's activities and shall, whenever possible, be chaired by a Full Member of this Corporation. To the extent required by California Nonprofit Corporation Law, each standing committee shall include two (2) Directors, including the Director serving as liaison to such standing committee. All members of the Corporation may serve on committees of this Corporation. Each committee shall strive to further the strategic plan of the Corporation, as adopted from time to time by the Board.

2. Standing Committees. There shall be the following standing committees of this Corporation: (a) Membership Committee; (b) Programs Committee; (c) Communications Committee; (d) Sponsorship Committee; and (e) Fundraising Committee. The President shall appoint one or more members of the Corporation to act as chair of each standing committee. If the President's appointment is for the upcoming calendar year, the appointment of a committee chair shall be approved in advance by the President-Elect and the Board liaison for such committee. The objectives of the standing committees are as follows:

(a) Membership Committee. The Membership Committee shall be responsible for the recruitment of new members and retention of existing members. The Membership Committee shall recruit new members by conducting membership drives; following up with nonmembers attending events and programs, developing and implementing strategies to target high-profile individuals for membership; encouraging membership referrals; answering inquiries; welcoming new members at meetings and events; maintaining communications with prospective members; creating questionnaires concerning member satisfaction with benefits and value of CREW memberships; and processing this Corporation's membership applications. The Membership Committee shall strive to retain members by offering events and services available exclusively to the chapter members. At the discretion of the Membership Committee, these services and events may include skill-building and career coaching programs, tours of projects in construction or newly-constructed, small gatherings for meals at restaurants and in private homes, holiday parties and group outings. The Membership Committee shall maintain, or cause to be maintained, a record of this Corporation's members, showing such member's name, address, and class of membership. At the discretion of the President, the Membership Committee may be divided into two subcommittees, Membership Recruitment and Membership Retention, each with a Chair and a Board member serving as liaison.

(b) Programs Committee. The Programs Committee shall be responsible for setting the tone of the chapter by creating innovative, topical and informative events for members and the commercial real estate community. The committee will plan and present programs featuring experts in the selected subjects of discussion and where advantageous, partner with other major real estate business groups to increase the visibility of the chapter and enhance networking opportunities at the event. The Programs Committee will interact with the Communications Committee in publicizing the events.

(c) Communications Committee. The Communications Committee shall be responsible for creating and disseminating information regarding the chapter, its events and benefits to members and to the commercial real estate industry. The Communications Committee shall have the responsibility for overseeing the design, maintenance and update of the chapter's website, updating the calendar and schedule of events, and publishing newsletter of information highlighting the chapter's events,

the accomplishments of members and topics of interest to the commercial real estate industry. The Communications Committee also shall be responsible for advancing the chapter's brand and coordinating publicity, promoting and marketing.

(d) Sponsorship Committee. The Sponsorship Committee shall be responsible for developing revenue sources through sponsorship of programs, events and publications. The Sponsorship Committee will coordinate contacting potential sponsors and ensuring that sponsors are receiving the benefits of sponsorship such as website logo links.

(e) Fundraising Committee. The Fundraising Committee shall be responsible for planning and executing fundraising for selected local charity or educational organizations and CREW Network. The Fundraising Committee shall plan and present fundraising events sponsored by the Corporation. Historical examples of such events are the annual awards dinner and wine-tasting events and silent auctions.

3. Other Committees.

(a) Board of Directors. The Board of Directors may from time to time appoint one or more additional committees to consist of not less than three (3) members and may authorize the delegation to any such committee of any of the authority of the Board of Directors. Examples of such committees are the Legacy Committee (consisting of Past Presidents of the Corporation), the Immersion Committee and the Strategic Planning Committee. The President shall appoint the chair of each committee. If the President's appointment is for the upcoming calendar year, the appointment of a committee chair shall be approved in advance by the President-Elect and the Board liaison. The duties of the committees shall be defined from time to time by the Board of Directors.

(b) President's Advisory Board. The President may appoint, in her sole discretion, members of an "Advisory Board" to advise and assist the President on strategic matters pertaining to the business and purposes of the Corporation. Members of the Advisory Board shall be persons of prominence in the community and need not be members of the Corporation. No member of the Advisory Board shall be entitled to vote by virtue of membership in the Advisory Board. The Advisory Board shall sit at the discretion of the current President.

4. Authority to Act. Any committee, to the extent provided in the resolution of the Board, shall have all the authority given to such committee by the Board, except that no committee, regardless of Board resolution, may:

(a) take any final action on matters which, under the California Nonprofit Corporation Law, also requires approval of the members or approval of a majority of all members;

- (b) fill vacancies on the Board or in any committee which has the authority of the Board;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- (e) create any other committees of the Board or appoint the members of authorized committees;
- (f) expend funds of this Corporation to support a nominee for a position on the Board after there are more people nominated for such position than can be elected;
- (g) approve any transaction: (i) to which this Corporation is a party and in which one or more members of the Board have a material financial interest; or (ii) between this Corporation and one or more members of the Board; or (iii) between this Corporation or any person in which one or more members of the Board have a material financial interest.

However, a committee exercising the authority of the Board shall not include as members persons who are not Directors. The Board may create other committees that do not exercise the authority of the Board and these other committees may include persons regardless of whether they are Directors.

5. Meetings and Actions of Committees. Meetings and action of committees and subcommittees shall be governed by these Bylaws, and held and taken in accordance with, the provisions of Article VIII of these Bylaws concerning meetings of the Board, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws and, in the absence of rules adopted by the Board, the committee may adopt such rules.

6. Monthly Report. Each committee shall submit to the Board of Directors a monthly report on its activities.

7. Constraints and Accountability. All actions of the committees shall be approved by the President. No commitments on behalf of the Corporation may be made by the Chairs or members of the committees without the prior approval of the Board of Directors.

8. Vacancy and Removal. In the event of a vacancy in the Chair of a committee, the President shall appoint an individual to serve the balance of the unexpired term. The President at her or his discretion may remove from office any Chair of a committee.

ARTICLE XII. INDEMNIFICATION

1. Definitions. For the purpose of this Article:

(a) "Agent" means any person who is or was a Director, Officer, employee or other agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a Director, Officer, employee or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;

(b) "Proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and

(c) "Expenses" includes, without limitation, all attorneys' fees, costs, and any other expenses incurred in establishing a right to indemnification under this Article.

2. Successful Defense by Agent.

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against expenses actually and reasonably incurred by the Agent in connection with the claim. If an Agent either settles any such claim or sustains a judgment rendered against her or him, then the provisions of Sections 3 through 5 of this Article XII shall determine whether the Agent is entitled to indemnification.

3. Actions Brought by Persons Other Than the Corporation.

Subject to the required findings to be made pursuant to Section 5 of this Article XII, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than any action brought by, or on behalf of, this Corporation, or by an Officer, Director or person granted related status by the Attorney General of the State of California ("Attorney General"), or by the Attorney General on the ground that the defendant Officer or Director was or is engaging in self-dealing within the meaning of California Corporations Code Section 5233, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an Agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

4. Action Brought by or on Behalf of the Corporation.

(a) Claims Settled Out of Court. If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any other expenses incurred in defending against the proceeding, unless it is settled with the approval of the Attorney General.

(b) Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an Agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following conditions are met:

(i) The determination of good faith conduct required by Section 5 of this Article XII, below, must be made in the manner provided for in that Section; and

(ii) Upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the Agent should be entitled to indemnity for the expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

5. Determination of Agent's Good Faith Conduct.

The indemnification granted to an agent in Sections 3 and 4 of this Article XII is conditioned on the following:

(a) Required Standard of Conduct. The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner she or he believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a way she or he reasonably believed to be in the best interest of this Corporation or that she or he had reasonable cause to believe that her or his conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that her or his conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with Section 5(a) above shall be made by:

(i) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or

(ii) the affirmative vote (or written ballot) in accordance with Article VI of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(iii) the court in which the proceeding is or was pending, upon application brought by this Corporation, or the Agent, attorney, or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by this Corporation.

6. Limitations. No indemnification or advance shall be made under this Article, except as provided in Section 2 or Section 5(b)(iii), in any circumstances when it appears that:

(a) The indemnification or advance would be inconsistent with a provision of the Articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) The indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

7. Advance of Expenses. Expenses incurred in defending any proceeding may be advance by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

8. Contractual Rights of Nondirectors and Nonofficers. Nothing contained in this Article shall affect any right to indemnification to which persons other than Directors and Officers of this Corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

9. Insurance. The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of this Corporation against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Corporation would have the power to indemnify the Agent against that liability under the provisions of this Section other than for liability arising out of a violation of the provisions against self-dealing contained herein or in the California Nonprofit Mutual Benefit Corporation Law.

10. Limitation of Liability of Agents to Third Parties.

(a) Personal Liability. There shall be no personal liability to a third party on the part of an Agent caused by the Agent's negligent act or omission in the performance of that person's duties as an Agent, if all the following conditions are met:

(i) The act or omission was within the scope of the Agent's duties;

(ii) The act or omission was performed in good faith;

(iii) The act or omission was not reckless, wanton, intentional, or grossly negligent; and

(iv) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to this Corporation, either in the form of a general liability policy, or personally to the Agent. If the damages are not covered by a liability insurance policy, the Agent shall not be personally liable for the damages if the Board and the person had made all reasonable efforts in good faith to obtain available liability insurance.

(b) No Limitations of Liability. Nothing in this Section shall limit the liability of this Corporation for any damages caused by acts or omissions of the Agent.

(c) Liability of Officers and Directors. This Section does not eliminate or limit the liability of a Director or Officer for any of the following:

(i) as provided in Corporations Code Sections 5233 or 5237 of the State of California; or

(ii) in any action or proceeding brought by the Attorney General.

(d) Duty of Care. Nothing in this Section creates a duty of care or basis of liability for damages or injury caused by the acts of omissions of a Director or Officer.

11. Limitations of Liability of Certain Directors. Except as provided in California Corporations Code Sections 5233 or 5237, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any non-paid Director who is also a non-paid Officer of this Corporation based upon any alleged failure to discharge the person's duties as Director or Officer if the duties are performed in a manner that meets all the following criteria:

(a) The duties are performed in good faith;

(b) The duties are performed in a manner such Director believes to be in the best interests of this Corporation; and

(c) The duties are performed with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

ARTICLE XIII. RECORDS AND REPORTS

1. **Maintenance of Corporation Records.** This Corporation shall keep:
 - (a) An original or a copy of the Articles and the Bylaws, as amended to date;
 - (b) Adequate and correct books and records of accounts;
 - (c) Minutes in written form of the proceeding of its members, Board and committees of the Board; and
 - (d) A record of its members, giving their names and addresses and the class of membership held by each.

All such records shall be kept with the Secretary of this Corporation or at this Corporation's principal office.

2. **Members' Inspection Rights.**
 - (a) **Inspection Rights.**
 - (i) Any member of this Corporation may inspect and copy the records of members' names and addresses and voting rights during usual business hours on five (5) business days' prior written demand of this Corporation, stating the purpose for which the inspection rights are requested; or
 - (ii) Obtain from the Secretary of this Corporation, on written demand and on the tender of a reasonable charge, if any, a list of names and addresses of members who are entitled to vote for the election of Officers and Directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such member by the Secretary on or before the later of ten (10) business days after the demand is received or the date specified in the demand as the date by which the list is to be compiled.
 - (b) **Manner of Inspection.** Any inspection and copying under this Section may be made in person or by an agent or attorney of the member and the right of inspection includes the right to copy and make extracts.

3. Inspection by Directors.

(a) Inspection Rights. Every Officer and Director shall have the absolute right to inspect all books, records, and documents of every kind and the physical properties of this Corporation.

(b) Manner of Inspection. This inspection by an Officer and Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

4. Annual Report.

(a) Content of Report. Not more than one hundred twenty (120) days after the end of each fiscal year, prior to the annual meeting, the Board shall prepare an annual report, which shall include the following information in appropriate detail:

(i) Financial Information. A balance sheet at the end of that fiscal year and an income statement and a statement of cash flows for that fiscal year.

(ii) Statement of Membership Information. A statement of the place where the names and addresses of the current members are located.

(iii) Transactions with Interested Persons and Indemnification. A statement of any transaction or indemnification of a kind described in Corporations Code Section 8322, if such transaction or indemnification took place.

The report shall be accompanied by any report of independent accountants or, if there is no report, the certificate of an authorized Officer of the Corporation that the statements were prepared without audit from the books and records of the Corporation.

(b) Distribution. Upon the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The report may be sent by electronic transmission.

ARTICLE XIV. FINANCES

1. Fiscal Year. The fiscal year of the Corporation shall be January 1 through December 31 of each year.

2. Annual Budget. The Board shall adopt an operating budget for each fiscal year. The Treasurer shall prepare a proposed budget for the upcoming fiscal year and submit it to the Board not later than the December Board meeting. The Board shall vote on the proposed budget at the January Board meeting. The budget shall include all planned and expected expenditures and revenues.

3. Reserves. A cash reserve in the amount of not less than forty-five percent (45%) of the current year's budgeted expenses shall be maintained as reserves for use in the event of a fiscal emergency or an unexpected cash flow shortage. The Corporation shall strive to increase cash reserves until such cash reserves reach an optimal amount equal to one year's budgeted expenses. Reserves shall be invested to earn competitive interest but should not be invested in any financial instrument with more volatility and exposure to potential loss than a typical money market fund or a certificate of deposit. Since reserves are for use in fiscal emergencies, only, use of the cash reserve requires two thirds (2/3rds) majority vote by the Board.

4. Signatures on Checks. All checks or orders for the payment of money equal to or more than \$500.00 shall require two authorized signatures, unless the same was included in the budget previously approved by the Board of Directors. Checks or orders for payment of money in amounts less than \$500.00 shall require only one authorized signature. Any proposed expense more than \$100.00 which is not included in the budget previously approved by the Board of Directors shall require the approval of the Board of Directors prior to incurring the expense.

5. No Compensation. Members of the Board, Officers and members of committees shall not be compensated for their services as Officers, Directors or committee members.

ARTICLE XV. TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

No contract or other transaction shall be void or in any way affected or invalidated because it is between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or Officers of this Corporation are Directors, Officers, stockholders or otherwise financially interested, provided that:

(a) the material facts as to the transaction and as to the interest of any such Director or Officer are fully disclosed or known to the members and the members, approve the contract or transaction in good faith by a vote sufficient without counting the membership vote of the interested Director; or

(b) the material facts as to the transaction and as to the interest of any such Director or Officer are fully disclosed or known to the Directors or a committee of the Directors, and the Board or committee authorizes, approves or ratifies the contract or

transaction in good faith by a vote sufficient without counting the vote of the interested Director and the contract or transaction is just and reasonable as to the Corporation at the time is authorized, approved or ratified; or

(c) As to contracts or transactions not approved as provided in Sections (a) or (b), the person asserting the validity of the contract or transaction sustains the burden of proving that the contract or transaction was just and reasonable as to the Corporation at the time it was authorized, approved or ratified.

ARTICLE XVI. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both this Corporation and a natural person.

ARTICLE XVII. AMENDMENTS

1. Amendments by Directors. The Board may adopt new Bylaws or adopt, amend or repeal these Bylaws provided, however, the Board may not adopt, amend or repeal Bylaw provisions concerning the following subjects without the approval of the members:

- (a) the election of the Board;
- (b) the disposition of all or substantially all the assets of this Corporation;
- (c) a merger and its principal terms or any amendment thereof; and
- (d) any election to dissolve this Corporation.

2. Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the majority of voting Members who are in good standing.

ARTICLE XVIII. DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to the fulfillment of the objectives and purposes of this Corporation as set forth in Article III. No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member of Director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be



distributed in accordance with the provisions of the California Nonprofit Mutual Benefit Corporation Law.

ARTICLE XIX. EFFECTIVE DATE

These Bylaws shall be effective upon the later of: (a) approval by vote of the members; and (b) January 1, 2014.

CERTIFICATE OF GENERAL COUNSEL

I, the undersigned, certify that I am the present General Counsel of CREW-LA, a California Nonprofit Mutual Benefit Corporation, and that the above Second Amended and Restated Bylaws, consisting of ___ numbered pages, including this page, are the Bylaws of this Corporation as approved by a vote of the voting members by written ballot submitted on or before the close of business on _____, 2013, but effective on January 1, 2014.

Dated: _____

Signed: _____

Juliana Stamato