

**SECOND AMENDED AND RESTATED BYLAWS OF COMMERCIAL REAL  
ESTATE WOMEN-TAMPA BAY, INC.**

Dated: March 8, 2021

**Article I**

The name of the Association shall be Commercial Real Estate Women-Tampa Bay, Inc.

**Article II.**

**POLICY AND PURPOSE**

**Section 1. Policy.** The Association shall be nonpartisan and nonprofit, as governed by the Bylaws and the resolutions of the Board of Directors (as hereinafter defined) and Voting Members (as hereinafter defined).

**Section 2. Purpose.** The purpose of the Association shall be to conduct all activities which are permitted under the Florida Not For Profit Corporation Act.

**Article III.**

**MEMBERSHIP**

**Section 1. Membership.** There shall be five classes of membership: General Member, Executive Council Member, Associate Member, Affiliate Member and Student Member (each, a "Member"). The criteria for each class of membership shall be determined by the Board of Directors. Only General Members, Executive Council Members and Affiliate Members of the Association (collectively, the "Voting Members") in good standing will be entitled to vote, or hold office. Affiliate Members shall be eligible for positions on the Board of Directors but shall not comprise more than twenty percent (20%) of the total Board of Directors membership. A Member in good standing is one who is: 1) employed in the field of commercial real estate, and 2) current in the payment of all dues. Applications for Membership shall be accepted and reviewed by the Board of Directors or its designee. The Board of Directors shall adopt requirements and procedures for application and review of prospective Member applications.

**Section 2. Categories of Commercial Real Estate Experience.** The membership of the Association shall comprise a variety of categories or disciplines within the field of commercial real estate as determined by the Board of Directors.

**Section 3. Sponsors.** A "Sponsor" shall be any company or professional person which company or person has paid to sponsor at least one meeting or event per year. Sponsorship benefits shall be established by the Board of Directors. The Sponsor may not hold office or vote, unless the Sponsor has also been admitted as a Voting Member.

**Section 4. Resignation.** Any Member may resign or withdraw from the Association after fulfilling all obligations to the Association 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 after receipt of such notice. No Member who resigns or withdraws from the Association shall be entitled to a refund of any prepaid dues.

#### **Section 5. Removal of Members.**

(a) **Default.** Members no longer in “good standing” as defined in Section 1 of Article III will be considered to be in default. Members in default of payment of dues shall be removed from membership.

(b) **Censure.** Members may be censured or removed from membership for cause by a two-thirds vote at a meeting of the Board of Directors, except that no such vote shall be required in the event of nonpayment of dues. Except for the nonpayment of dues, a vote for removal for any cause shall occur only after the Member against whom a complaint has been made has been advised of the complaint in writing and has been given reasonable opportunity to reply. A Member, if removed or censured, may appeal the decision to the Annual Meeting (as hereinafter defined) of the Association, providing that written notice of appeal is received by the President at least ten days before the meeting.

### **Article IV. DUES**

**Section 1. Amount.** Annual and/or prorated dues shall be in an amount determined by the Board of Directors.

**Section 2. Payment of Dues.** Dues are payable annually, when invoiced, for each calendar year. New Member dues shall be payable upon application for membership in the Association. During the first year of membership, the new Member dues may be prorated to an amount determined by the Board of Directors.

### **Article V. MEETINGS OF MEMBERS**

**Section 1. Annual Meeting.** The Annual Meeting of the Members of the Association shall be the last regularly scheduled meeting of the fiscal year. A regular meeting date shall be designated by the Board of Directors pursuant to Section 2. At the Annual Meeting, or as soon thereafter as practical, the Board of Directors and Officers (as hereinafter defined) for the following year shall be announced. In addition, at the Annual Meeting, Members shall transact such other business that has properly come before the Association.

**Section 2. Monthly and Special Meetings.** The Association shall meet every month or upon such other frequency as determined by the Board of Directors on dates determined by the Board of Directors. Special meetings of the Members of the Association may be

called by the Board of Directors at its discretion or upon the written request of at least four Members of the Association.

**Section 3. Notices of Meetings.** Except as otherwise provided by law or as otherwise set forth herein, written notice of any regular membership meeting shall be mailed or sent by facsimile or e-mail transmission to each Member at least seven (7) days before the meeting date. Notice will include the date, time and place of the meeting, and in the case of special meetings, the purpose.

**Section 4. Quorum.** Ten percent (10%) of the Voting Members present in person, by video conference or by proxy, of whom two must be Officers, shall constitute a quorum at any regular membership meeting.

**Section 5. Action by Consent.** Any action required or permitted by law or by these Bylaws to be taken at any meeting of the Members may be taken without a meeting, prior notice or a note if a written consent stating the action to be taken is signed by no less than two-thirds of all of the Voting Members. The written consent shall be filed with the minutes of the Members' meetings.

**Section 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 by secret written ballot submitted prior to the meeting. Votes for Officers shall not be cast by proxy. Every Voting Member entitled to vote on any matter other than election of Officers may vote by proxy. A proxy shall be in writing, dated and revocable at the pleasure of the Voting Member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty (30) days from the date of its execution. Policies and procedures for voting shall be established by the Board of Directors in its discretion.

## **Article VI. BOARD OF DIRECTORS**

**Section 1. General Powers; Composition.** The property, affairs, activities and concerns of the Association shall be managed by the Board of Directors. The "Officers" of the Association shall be the President, President-Elect, Secretary, and Treasurer. Additionally, the "Board of Directors" shall be composed of the Immediate Past President of the Association, the current CREW Network Delegate, and such at-large directors (the "At Large Directors") as the Board of Directors, by resolution, may designate from time to time; provided, however, in no event shall the total number of Directors (as hereinafter defined) exceed 20 members. The Board of Directors may exercise all powers of the Association and perform all lawful acts and things which are not by law or by these Bylaws directed or required to be exercised or performed by the Members of the Association. The members of the Board of Directors must be residents of the State of Florida. The members of the Board of Directors shall be deemed, for all purposes and where necessary under

applicable statutes and regulations of the State of Florida, to be the “Directors” of the Association.

**Section 2. Election of Officers; Term of Members of Board of Directors.**

(a) The President, President-Elect, Immediate Past President and CREW Network Delegate shall hold their respective Board of Directors positions for a one-year term commencing on the first day of the fiscal year and terminating on the last day of the fiscal year of the one-year term or until a successor shall have been elected and qualified. The Treasurer and Secretary of the Association so elected shall hold their respective Board of Directors positions for two-year terms commencing on the first day of the fiscal year of the two-year term and terminating on the last day of the fiscal year of the two-year term or until a successor shall have been elected by the Voting Members and qualified. The At Large Directors shall hold their Board of Directors position for a two-year term commencing on the first day of the fiscal year and terminating on the last day of the fiscal year of the two-year term or until a successor has been elected by the Voting Members and qualified.

(b) The nominees for Board of Directors positions shall be designated by the Nominating Committee pursuant to Article VIII, Section 5 hereof. In addition, nominations may also be made by Members of the Association if endorsed by not less than five Members of the Association and submitted to the Nominating Committee no later than the date of submission required by the Nominating Committee. The names of such nominees shall be included in the notice of the meeting with the names of the nominees selected by the Nominating Committee.

(c) After ratification of the slate by the Board of Directors, and no later than October 15, the slate shall be presented to the Association for a vote. On or before the date designated for counting the ballots, which shall be no later than October 31, Voting Members in good standing may vote by forwarding their ballots in the manner designated by the Nominating Committee. A valid election requires a response by at least twenty-five percent (25%) of the Voting Members, of whom two (2) must be Directors, and approval by a simple majority.

**Section 3. Duties of the Board of Directors.** The Board of Directors shall (1) elect Board of Directors liaisons to each of the committees; (2) elect a CREW Network Delegate to fill a vacancy that arises during the fiscal year due to the resignation or removal of the elected CREW Network Delegate; (2) hold meetings at such times and places as it considers proper; (3) expel and terminate membership of Members, if necessary; (4) appoint committees consisting of Directors or Members of the Association; (5) audit bills and disburse the funds of the Association; (6) print, circulate and publish notices, articles and other documents; (7) carry on correspondence and communicate with other associations interested in the real estate profession; (8) employ agents; and (9) devise and carry into execution such other measures as it deems proper and expedient to promote the objective of the Association and to best protect the interest and welfare of the Members of the Association.

**Section 4. Meetings of the Board of Directors.** The Board of Directors shall hold regular meetings on dates and with a frequency determined by the President. Notice shall be made in person, by telephone, by facsimile, by e-mail transmission, or by public announcement on the Association's website at least seven (7) days before the time appointed for said meeting, provided, however, that Directors shall not receive notice by public announcement. The President, when deemed necessary, or the Secretary, shall call for a special meeting of the Board of Directors, and only one (1) day notice shall be required for such a special meeting. To consider special issues, meetings of the Board of Directors may take place without notice and by telephone. The last Board of Directors meeting of each fiscal year shall be a joint meeting among Directors of the outgoing Board of Directors and the Directors of the incoming Board of Directors. At such meeting, the incoming Directors shall attend in an advisory capacity only and all powers of the Board of Directors shall remain vested in the outgoing Directors. Members who are not on the Board of Directors shall have an open invitation to attend the meetings of the Board of Directors but shall not be entitled to vote.

**Section 5. Quorum.** At all meetings of the Board of Directors, a simple majority of the Directors shall constitute a quorum for the transaction of business, and the act of a simple majority of the Directors present at any meeting where a quorum is present shall be an act of the Board of Directors, except as may be otherwise provided by the law or these Bylaws. In the absence of the President and President-Elect, the quorum present may choose a director for the meeting. A Board of Directors member may attend by telephone or video conference and need not be physically present. If a quorum is not present, the Directors present may (i) vote on any issues they deem appropriate, which votes shall not become acts of the Board of Directors unless and until the Board of Directors subsequently obtains the necessary votes for a quorum within two (2) business days after the meeting, or (ii) adjourn the meeting to a later day, but not more than ten (10) days later, without notice other than announcement at the meeting.

**Section 6. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a simple majority of the Directors sign a written consent setting forth the action prior to taking such action. The written consent shall be filed with the minutes of the meetings of the Board of Directors.

**Section 7. Absence.** Should any Director be unreasonably absent from three consecutive meetings of the Board of Directors without sending a communication to the President or the Secretary stating the reason for absence, or if the reason for absence is unacceptable to a simple majority of the remaining Directors, the seat of that Director may be declared vacant and filled by the Board of Directors in the manner described in Section 9 below.

**Section 8. Removal of Directors.** Any one or more of the Directors may be removed with Cause, at any time, by a vote of two-thirds of the Voting Members of the Association present at any special membership meeting or by two-thirds vote of the Directors at a special meeting called for that purpose or in accordance with Section 7 above. In the event of such removal, the Board of Directors shall proceed to fill the vacancy in the manner

described in Section 9 below. For purposes of this Article VI, Section 8, “Cause” shall mean the Director’s (i) failure to attend at least one-half (1/2) of the meetings of Directors held during any twelve (12) month period; (ii) inability to perform in any material respect such Director’s duties to the Association; (iii) conviction of a felony; (iv) engaging in any conduct that is, within the sole and absolute discretion of Directors entitled to vote on the removal of the Director, injurious to the Association; or (v) engaging in any dishonest or fraudulent conduct involving moral turpitude.

**Section 9. Resignation; Vacancies.** Any Director shall have the right to resign from the Board of Directors by giving written notice thereof to the President or the Secretary. When a vacancy occurs in the Board of Directors, the Directors, by simple majority vote at the next regular meeting or at a special meeting called by the President or the President-Elect for that purpose, shall determine whether the vacant position shall be filled or remain unfilled. Each newly elected Director so chosen shall hold office until the end of the fiscal year or until a successor shall have been elected and shall qualify.

## **Article VII. OFFICERS**

**Section 1. Designations.** The Officers of the Association shall be the President, the President-Elect, the Secretary and the Treasurer. The Board of Directors shall have the right, by a two-thirds vote, to appoint such Assistant Secretaries or Assistant Treasurers as it deems necessary for the operation of the Association.

### **Section 2. Duties of Officers.**

(a) **President.** The President shall preside at the meetings of the Members of the Association and the meetings of the Board of Directors. At the annual meeting of the Association and at such other times as deemed proper, the President shall communicate to the Association or the Board of Directors such matters and make such suggestions as may in the President’s opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

(b) **President-Elect.** In case of the absence of the President, or of the President’s inability from any cause to act, the President-Elect shall perform the duties of the office of President. The President-Elect shall generally assist the President and perform such other duties as may from time to time be prescribed by the Board of Directors. The President-Elect shall chair task forces or 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 as directed by the Board of Directors; to prepare, if required by the Board of Directors, an annual report of the transactions and condition of the Association; and generally, to devote best efforts to forwarding the

business and advancing the interests of the Association. In addition, it shall be the duty of the Secretary to provide notices of all meetings of the Association; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to oversee the Association's website; to keep a list of the Members of the Association; to notify the Members of the Association of their nomination and/or election; and, at the request of committee chairs, to give notice of the meetings of committees; and generally, to devote best efforts to forwarding the business and advancing of the interests of the Association. The Secretary shall be entitled to use administrative staff and agents to assist with correspondence, meetings, membership lists and notices, including the preparation and delivery of notices to Association Members.

(d) **Treasurer.** The Treasurer shall have custody of all funds of the Association and other valuable effects, and shall keep full and accurate accounts of all monies received and expended for the use of the Association in books belonging to the Association. The Treasurer shall deposit all funds and other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the Board of Directors, and make a report of all transactions as Treasurer and of the financial condition of the Association, at the Board of Directors meetings and annual meeting of the Members of the Association or when called upon by the President.

The funds, books and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's terms of office, the Treasurer shall deliver over to the Treasurer-Elect all books, records, monies and other property, or, in the absence of a Treasurer-Elect, to the President.

## **Article VIII. COMMITTEES/NATIONAL NETWORK DELEGATES**

**Section 1. Committee Chairs and Liaisons.** Chairs of the committees shall be appointed by the President. These chairs shall serve a term of one year and may be reappointed for subsequent terms. The Board of Directors may appoint one or more Directors as liaisons to any committee of the Association. Such liaison may attend any meeting of the particular committee and report the activities of the committee to the Board of Directors.

**Section 2. Standing Committees.** The standing committees shall include, but are not limited to: (1) Membership, (2) Programs, and (3) Sponsorship. The chair of each standing committee shall appoint the members of said committee, and each committee member shall be a Member of the Association.

### **Section 3. Duties of Standing Committees.**

(a) **Membership Committee.** It shall be the duty of the Membership Committee to: (1) review membership applications, recommend qualified members to the Board of Directors and welcome new members; (2) recommend membership policies and

requirements to the Board of Directors; (3) advise Board of Directors of Members in default of renewal qualifications, and send membership termination notices to those in default in accordance with Article III, Section 5; and (4) recommend to the Board of Directors additional services to be provided to Association Members as a means of enhancing the benefits of Association membership.

(b) **Programs Committee.** It shall be the duty of the Program Committee to: (1) plan the monthly meetings of the Association and to engage speakers and prepare and arrange for presentations to the Members of the Association at meetings; (2) publicize meetings and promote the Association through the Association eBlasts and press releases; (3) if requested by the Board of Directors, assist the Board of Directors in selecting a not-for-profit entity for which the Association can provide real estate related assistance, and serve as a liaison between the Board of Directors and any such not-for-profit entity; (4) if requested by the Board of Directors, provide continuing education programs and other special events programs for Members of the Association; and (5) conduct surveys and outreach initiatives among Members to encourage participation in programs.

(c) **Sponsorship Committee.** It shall be the duty of the Sponsorship Committee to: (1) solicit monetary and in-kind contributions as a means of defraying the Association's operating expenses; (2) recommend sponsor benefits to the Board of Directors for approval; and (3) if requested by the Board of Directors, raise funds for the CREW Network Foundation and such other charitable organizations as the Board of Directors may select from time to time.

**Section 4. Other Committees and Subcommittees.** The Board of Directors, by resolutions adopted by a simple majority of Directors, may add or delete such standing committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe. In addition, the Board of Directors, by resolutions adopted by a simple majority vote of Directors, may from time-to-time delegate some of the duties and responsibilities of each standing committee to subcommittees, and each subcommittee shall report directly to the chair of the standing committee of which they are a part. The members of each subcommittee shall be Members of the Association and shall be appointed by the chair of the subcommittee.

#### **Section 5. Nominating Committee.**

(a) **Selection of Nominating Committee.** No later than the July Board of Directors meeting each year, a Nominating Committee will be formed to prepare the slate. The Nominating Committee shall be composed of five active Directors, who shall be selected as follows:

- (i) The Immediate Past President of the Association shall serve as chair of the Nominating Committee. If the Immediate Past President should be unable to serve as chair, a chair shall be elected by a simple majority vote of the Directors.



- (ii) The President-Elect shall appoint, with the approval of a simple majority vote of the Directors, four active Directors to serve on the Nominating Committee.

(b) **Duties of the Nominating Committee.** The duties of the Nominating Committee shall be to nominate Voting Members in good standing as candidates to serve as Officers to be elected prior to the Annual Meeting as set forth in Article VI, Section 2 above. In addition, the Nominating Committee shall nominate a Voting Member in good standing to serve a one-year term as the CREW Network Delegate and Voting Members in good standing to serve two-year terms as the At Large Directors as the Board of Directors has designated to be elected prior to the Annual Meeting as set forth in Article VI, Section 2 above.

(c) **Nominating Procedure.** On or before August 1, the Nominating Committee shall send to each Voting Member in good standing information advising them of the election procedures and soliciting nominations for the Board of Directors. On or before August 15, any Voting Members interested in being elected to serve as a Director shall submit their name and the position in which they would like to serve, together with a statement of their (i) goals and objectives, and (ii) qualifications for the position, or information as otherwise requested by the Nominating Committee. The Nominating Committee shall meet and review the applications, and shall also consider other qualified Voting Members selected in the discretion of the Nominating Committee. No later than one week prior to the September Board of Directors meeting, the Nominating Committee shall select the slate of proposed Directors and shall notify the Secretary in writing of the names of such candidates. More than one person may be nominated for each office or position. The recommendations of the Nominating Committee must be ratified by the Board of Directors prior to the election. On or before October 15, the Nominating Committee shall prepare a ballot, which shall propose a slate of Directors for approval or shall provide for alternative Directors to be voted on by the Voting Members. The election shall be held as provided in Article VI, Section 2 above.

**Section 6. Quorum.** A simple majority of the members of any committee of the Association shall constitute a quorum for the transaction of business, unless any committee shall, by a simple majority vote of its entire committee membership, decide otherwise.

**Section 7. Resignation; Committee Vacancies.** Any committee chair shall have the right to resign from the committee by giving written notice thereof to the President or the Secretary. The President at his/her discretion may remove any chair of a committee. When a vacancy occurs in a committee chair position, the President shall appoint a Voting Member as a replacement chair. The replacement chair so elected shall hold such position until the next annual meeting of the Members of the Association or until a successor shall have been elected and shall qualify.

**Section 8. CREW Network Delegates.** It shall be the duty of the CREW Network Delegates to keep membership apprised of CREW Network activities, attend CREW Network conventions and council meetings, and participate on CREW Network

committees on behalf of the Association. The President of the Association shall serve as a CREW Network Delegate for a one-year term. A second CREW Network Delegate shall be elected by the Voting Members for a one-year term pursuant to Article VI, Section 2 above.

## **Article IX. FINANCE**

**Section 1. Fiscal Year.** The fiscal year of the Association shall begin on January 1 and end on December 31 of the following year.

**Section 2. Approved Signatures.** The funds of the Association may be disbursed and drawn upon the signature of the Treasurer or other designated Officers within limits approved annually by the Board of Directors. 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.

**Section 3. Budget.** The annual budget of estimated income and expenditures shall be prepared and approved by the Board of Directors. No expense shall exceed the total budgetary appropriation without prior approval of the Board of Directors.

**Section 4. Indemnification.** The Association shall have the power to purchase and maintain insurance to indemnify the Association, its Directors, Officers and employees to the full extent such indemnification is permitted by law and deemed necessary by the Board of Directors.

**Section 5. Restriction on Earnings.** The Association shall use its funds only to accomplish the purposes specified in these Bylaws and no part of said funds shall inure to or be distributed to the Members of the Association, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Bylaws.

**Section 6. Dissolution.** On dissolution of the Association, any funds remaining shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

## **Article X. PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, Revised, shall govern all meetings of the Association where not inconsistent with these Bylaws and where these Bylaws are silent.

**Article XI.**  
**AMENDMENTS**

These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of two-thirds of the Board of Directors of the Voting Members of the Association present in person or by proxy at any duly-called meeting of the Board of Directors. Notice of proposed amendment, alteration, or restatement of these Bylaws must be included in the notice of the meeting at which such action shall take place.

The foregoing Second Amended and Restated Bylaws of the Commercial Real Estate Women - Tampa Bay, Inc. were approved in accordance with the Bylaws by a vote of two-thirds of the Voting Members of the Association effective as of the date above.

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Jodi Wilkeson, Secretary