

AMENDED AND RESTATED
BYLAWS
OF
COMMERCIAL REAL ESTATE WOMEN –
PHILADELPHIA, INC.
(a Pennsylvania nonprofit corporation)
INCORPORATED UNDER THE LAWS
OF THE
COMMONWEALTH OF PENNSYLVANIA

Effective June 1, 2023

AMENDED AND RESTATED
CORPORATE BYLAWS
of
COMMERCIAL REAL ESTATE WOMEN –
PHILADELPHIA, INC.
(a Pennsylvania nonprofit corporation)

ARTICLE I
DEFINITIONS

Section 1.01. Definitions. The following terms used in these Bylaws shall have the meanings set forth below:

- (a) "**Act**" means the Pennsylvania Nonprofit Corporation Law of 1988, as it now exists or may hereinafter be amended.
- (b) "**Annual Meeting**" shall have the meaning set forth in Section 5.01 below.
- (c) "**Articles of Incorporation**" means the articles of incorporation of the Corporation as filed with the Pennsylvania Department of State, as the same may be amended from time to time in accordance with the Act.
- (d) "**At Large Director**" means a Director who is elected by the Members to serve on the Board in such capacity.
- (e) "**Board**" means the Board of Directors of the Corporation.
- (f) "**Chapter Dues**" shall have the meaning set forth in Section 4.01 below.
- (g) "**Code**" means the Internal Revenue Code of 1986, as amended, as it now exists or may hereinafter be amended.
- (h) "**Commercial Real Estate**" means income-producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to commercial real estate.
- (i) "**Committee Budget**" shall have the meaning set forth in Section 13.02 below.
- (j) "**Corporation**" means Commercial Real Estate Women – Philadelphia, Inc.
- (k) "**CREW Network**" means Commercial Real Estate Women Network.
- (l) "**CREW Network Dues**" shall have the meaning set forth in Section 4.01 below.
- (m) "**Delegate**" shall have the meaning set forth in Section 7.05 below.

- (n) **"Director"** means an individual serving on the Board.
- (o) **"Dues"** shall have the meaning set forth in Section 4.01 below.
- (p) **"Good Standing"** means that the Member meets the requirements set forth in Section 3.04 below.
- (q) **"majority"** means more than half.
- (r) **"Members"** means the persons who satisfy the requirements for membership set forth in Article III of these Bylaws.
- (s) **"Membership Committee"** means the Standing Committee that is tasked to target and recruit potential new Members and such other tasks as may be identified by the Board by adoption of Policies and Procedures.
- (t) **"Officers"** shall mean the Directors who serve as the officers of the Corporation, being the President, President-Elect, Immediate Past President, Secretary and Treasurer.
- (u) **"Policies and Procedures"** means the policies and procedures that may be adopted from time to time by the Board or CREW Network, as applicable, to address certain governance matters.
- (v) **"Qualified Fields of Commercial Real Estate"** shall include the fields identified as such by the Board, so long as the services provided relate to Commercial Real Estate. In making such determinations, the Board of Directors may refer to the specified fields listed in the CREW Network Policies and Procedures.
- (w) **"Second Delegate"** means a Delegate who is appointed by the Board to serve on the Board in such capacity.
- (x) **"Standing Committee"** shall have the meaning set forth in Section 8.02 below.

ARTICLE II NAME, PURPOSE, AND OFFICES

Section 2.01. Name. The name of the Corporation is **Commercial Real Estate Women - Philadelphia, Inc.** The Corporation has filed a fictitious name filing with the Commonwealth of Pennsylvania Department of State to use the name "CREW Greater Philadelphia" (filed 04/09/2020; Entity # 7046063).

Section 2.02. Purposes.

- (a) The purposes of the Corporation are:

(i) to further the professional development of women in Commercial Real Estate;

(ii) to promote avenues of communication among women within the Commercial Real Estate industry;

(iii) to encourage the recognition and advancement of women in Commercial Real Estate;

(iv) to support CREW Network's statements of purpose as set forth in the Bylaws of CREW Network; and

(v) to undertake any lawful business purpose for which corporations may be incorporated under the Act and the Code.

(b) The Corporation's purposes include only those purposes that are permitted under Section 501(c)(6) of the Code and under the Act, including the purposes set forth in Section 2.02(a) above. The Corporation shall engage exclusively in such activities as may qualify it as an organization described in Section 501(c)(6) of the Code and exempt from taxation under Section 501(a) of the Code.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Section 2.03. Registered Office. The registered office of the Corporation shall be at the place designated in the Articles of Incorporation, subject to change as may be permitted by law and authorized by the Board.

Section 2.04. Other Offices. The Corporation may also have offices at such other places as the Board may from time to time appoint or the business of the Corporation may require.

ARTICLE III MEMBERSHIP

Section 3.01. Membership Generally.

(a) The Corporation's membership shall be composed of the following categories:

(i) Full Members

(ii) Affiliate Members

(iii) Associate Members

- (iv) Student Members
- (v) Civic/Non-Profit Members
- (vi) Emeritus Members
- (vii) Retired Members

(b) When considering potential new Members, the Board will, in its discretion, consider such factors as, without limitation, (i) underrepresented professionals within the commercial real estate industry, (ii) the then-current percentage of Members who have at least five (5) years of experience within the commercial real estate industry, and (iii) the then-current percentage of Members who are directly involved in a Qualified Field Of Commercial Real Estate. At all times, a majority (more than fifty percent (50%)) of all individual Members must have at least five (5) years of experience in a Qualified Field of Commercial Real Estate. The number of Full Members in the Corporation, who by definition are directly involved in a Qualified Field of Commercial Real Estate, shall equal at least seventy-five percent (75%) of the total membership. The aggregate number of individual Members within the Corporation who are not directly involved in a substantially full-time professional position in one of the Qualified Fields of Commercial Real Estate, shall not exceed twenty-five percent (25%) of the total membership. 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.

(c) Membership approvals are based on an individual's qualifications and experience, therefore the membership belongs to the individual, not to the company or employer of the individual. Memberships may not be transferred from person to person.

Section 3.02. Membership Categories and Eligibility.

(a) Full Membership. To qualify as a Full Member, an individual must be both (i) employed substantially full-time in a professional position, the primary responsibilities of which are in a Qualified Field Of Commercial Real Estate; and (ii) have at least five (5) years of experience in a Qualified Field of Commercial Real Estate. Full Members who are in Good Standing are eligible to vote, to co-chair or serve on committees, and to serve on the Board, including as an Officer.

(b) Affiliate Membership. To qualify as an Affiliate Member, an individual must (i) be employed substantially full-time in a position, the primary responsibilities of which relate to, benefit or support Commercial Real Estate, and supplies a service or physical product related to Commercial Real Estate; (ii) have five (5) or more years of experience; and (iii) whose admission furthers the purposes of the Chapter and benefits its Members, by having the ability to recommend, refer or otherwise promote the exchange of business opportunities and provide value for other Members of the Corporation, as determined by the Board. Affiliate Members who are in Good Standing are eligible to vote, to co-chair and serve on committees (subject to the limitation set forth in Section 3.02(h) below), as well as serve on the Board, including as an Officer (subject to the limitation set forth in Section 3.02(h) below),.

(c) Associate Membership. To qualify as an Associate Member, an individual must both (i) be employed substantially full-time in a professional position, the primary responsibilities of which are in a Qualified Field Of Commercial Real Estate, and (ii) have less than (5) years of experience in a Qualified Field of Commercial Real Estate. Associate Members who are in Good Standing are eligible to vote and to co-chair or serve on committees (subject to the limitation set forth in Section 3.02(h) below), but are not eligible to serve on the Board in any capacity.

(d) Student Membership. To qualify as a Student Member, the individual must be enrolled full-time in undergraduate, graduate or postgraduate studies, pursuing a field of study intended to lead to a career in a Qualified Field of Commercial Real Estate. Student Members who are in Good Standing may serve on committees, but are not eligible to vote, to chair committees or to serve on the Board in any capacity.

(e) Civic/Non-Profit Membership. To qualify as a Civic/Non-Profit Member, an individual must be working in local and regional government or other public agency, such as a redevelopment or economic development agency, not-for-profit organization, college or university or similar organization. These individuals may or may not meet primary responsibility or experience requirements of Full Membership, but their admission furthers the purposes of the Chapter and benefits its Members, by having the ability to recommend, refer or otherwise promote the exchange of business opportunities and provide value for other Members of the Corporation, as determined by the Board. Civic/Non-Profit Members who are in Good Standing are eligible to vote, to co-chair or serve on committees, and to serve on the Board, including as an Officer or a Second Delegate.

(f) Emeritus Membership. To qualify as an Emeritus Member, an individual must have previously served on the Board of the Corporation, and is retired from their profession. Emeritus Members who are in Good Standing may serve on committees, but are not eligible to vote, to co-chair committees or to serve on the Board in any capacity.

(g) Retired Members. To qualify as a Retired Member, an individual must have previously been a member of the Chapter and is now retired from their profession. Retired Members who are in Good Standing may serve on committees, but are not eligible to vote, to co-chair committees or to serve on the Board in any capacity.

(h) Affiliate and Associate Members Restrictions. Affiliate Members shall be limited to collectively holding (a) two (2) positions on the Board (as At-Large Directors or Officers) in any one term; and (b) not more than fifty percent (50%) of the aggregate number of co-chair positions for the Standing Committees (excluding the Executive Committee). In addition, where possible, both of the co-chairs of a Standing Committee should not be Affiliate Members and/or Associate Members. Notwithstanding the foregoing, if a Member's status is changed from Full Member to Affiliate Member or Associate Member while the Member is serving on the Board (including as an Officer) or as a co-chair of a Standing Committee, that Member may complete the then current term even if doing so causes the Corporation to exceed the foregoing limitations for the balance of the calendar year (or if the position is subject to the automatic succession provisions of Section 7.03 (President-Elect), including the following year). If Affiliate Members running for election to the Board have enough votes to be elected to the Board, but such election

would cause the Corporation to exceed the limitations set forth in subsections (a) and (b) above, then the Affiliate Members (i) who received the highest number of votes compared to the other Affiliate Members candidates seeking election, and (ii) whose number keep the Corporation compliant with the limitations set forth in subsections (a) and (b), shall be deemed elected to the positions sought.

Section 3.03. Application for Membership. In order to be admitted as a Member of the Corporation, an applicant must meet the following criteria:

(a) the applicant must submit a completed application to the Corporation, in such form as may be prescribed from time to time by the Membership Committee and approved by the Board, and in accordance with Policies and Procedures adopted by the Board. The purpose of the application is to enable the Membership Committee and the Board to determine whether the applicant meets the requirements for membership as set forth in Section 3.02 above; and

(b) the application must be favorably reviewed by the Membership Committee with respect to membership qualifications and criteria for admission and approved by the Board, in accordance with Policies and Procedures adopted by the Board.

Section 3.04. Maintenance of Good Standing.

(a) Only Members in Good Standing will be entitled to exercise the benefits and privileges of membership in the Corporation, including without limitation, the right to cast one vote at the Annual Meeting of the Corporation, to serve on the Board if duly elected by the Members, and to serve as the co-chair of a Standing Committee.

(b) To remain in Good Standing, a Member must satisfy the following requirements, as determined by the Board:

(i) Maintain compliance with the eligibility requirements of this Article III;

(ii) Be current in the payment of all applicable Dues; and

(iii) Such other obligations as the Board may determine by adoption of Policies and Procedures.

(c) If a Member is not in Good Standing, the Board shall direct the Membership Committee or CREW Network to send a notice of non-compliance, which shall address the following:

(i) If the failure to remain in Good Standing is the result of a failure of the Member to pay applicable Dues when due, the notice shall identify the amount of the outstanding Dues, the late charge amount (if any), the date that the Dues were due, and that the Member shall be dropped from membership unless such Dues and late charge are paid prior to the later to occur of (A) February 15 of the year for which such Dues are due or (ii) thirty (30) days after such notice of non-compliance. The Board, in its discretion, shall have the right to extend such cure period for up to thirty (30) additional days.

(ii) If the failure to remain in Good Standing is a result of the failure of the Member to maintain compliance with membership eligibility requirements, then the notice of non-compliance shall specify the membership eligibility requirement(s) which the Member has failed to satisfy, and shall provide for a period of one hundred eighty (180) from the notice within which the Member must return to full compliance. If the Member fails to return to full compliance with the membership eligibility requirements at the expiration of such time period, but demonstrates that they have commenced to cure such non-compliance within such period and is diligently pursuing such cure, then at the discretion of the Board, the cure period may be extended for a period of up to two (2) years from the date that such Member became non-eligible. During such period, such Member shall continue to pay all applicable Dues.

Section 3.05. Temporary Lack of Employment. Notwithstanding Section 3.04(c)(ii) above, any Member who has been a Member in Good Standing for at least one (1) year and who temporarily ceases to be employed substantially full-time in a professional position, the primary responsibilities of which are in a Qualified Field Of Commercial Real Estate, may continue membership for the remainder of the membership year in which such Member's employment has temporarily ceased, and may continue membership for up to one (1) additional membership year thereafter, provided that such Member continues to pay all applicable Dues. Such Member must notify the chair of the Membership Committee, in writing, promptly upon such Member becoming re-employed.

Section 3.06. Withdrawal From Membership. Any Member may withdraw from membership in the Corporation by giving written notice of such intention to the Membership Committee. Dues previously paid prior to withdrawal will not be prorated or refunded for the membership year in effect at the time of withdrawal. A withdrawing Member shall pay all accrued Dues and penalty charges, if any.

Section 3.07. Termination and Removal of Members for Cause. Members may be censured or removed from membership for cause, including, without limitation, violating these Bylaws or acting in a manner prejudicial to the best interest of the Corporation, as determined by the Board by a two-thirds vote. Except for the nonpayment of applicable Dues, a vote for removal of a Member for any cause shall occur only after such Member has been advised of the complaint in writing and has been given reasonable opportunity to respond to the complaint.

Section 3.08. Membership Reciprocity Program. The Corporation shall participate in the Membership Reciprocity Program, as set forth by CREW Network, in order to accommodate CREW Network members for the remainder of the term for which their CREW Network Dues were paid, as long as they are considered a member in good standing of another CREW Network Chapter. There will be no Chapter Dues required from these individuals for the membership term for which CREW Network Dues were paid. Prior to membership renewals for the next membership term, the individual will be asked to complete a membership application form, which shall be presented to and reviewed in the same manner as new member applications as set forth in this Article III above. If approved for continued membership, regular Chapter Dues will be assessed going forward.

ARTICLE IV DUES

Section 4.01. Types of Dues. All Members shall pay annual dues for membership in the Corporation in an amount determined by the Board from time to time (“**Chapter Dues**”). In addition, all Members shall pay dues payable to CREW Network in the amount determined by CREW Network from time to time (“**CREW Network Dues**”). Chapter Dues and CREW Network Dues are referred to together herein as “**Dues**.” At the discretion of the Board, CREW Network may bill and collect Dues on behalf of the Corporation. An applicant who is applying for membership in more than one (1) CREW Network chapter shall, upon admission, be required to pay the full Chapter Dues plus a nominal CREW Network fee (not the full CREW Network dues) if the CREW Network Dues have been paid through another CREW Network chapter.

Section 4.02. Payment of Dues. Dues are payable in advance and in full on or before January 1 of each year. Dues for new Members shall be payable within thirty (30) days after the applicant receives notice of acceptance as a Member. The Board, in its discretion, may permit proration of Chapter Dues (but not CREW Network Dues) for a new Member based upon the number of months remaining in the calendar year at the time the new Member is admitted, and may establish categories of Dues with differing rates for Chapter Dues (but not CREW Network Dues) for different classes of Members.

ARTICLE V MEETINGS OF MEMBERS

Section 5.01. Annual Meeting. An annual meeting of the Members of the Corporation (the “**Annual Meeting**”) shall be held in September (or such other month as is determined by the Board) of each year on such date as is determined by the Board for the purpose of electing the Officers and At-Large Directors of the Board, reviewing the financial status of the Corporation and such other matters as determined by the Board. The President shall cause notice of the Annual Meeting to be sent to the Members sent in the manner provided in Section 5.03 below, not less than ten (10) or more than sixty (60) days before the scheduled date of such Annual Meeting. The Annual Meeting may be held at a location determined by the President or it may be conducted through a teleconference, videoconference or other electronic or web-based means, provided that the Members participating in the Annual Meeting can hear and be heard.

Section 5.02. Special Meetings. Special meetings of the Members may be called by the Board at its discretion or upon the written request of at least twenty (20) Full Members of the Corporation. Notice of a special meeting shall be sent in the manner provided in Section 5.03 below at least ten (10) days and not more than thirty (30) days before the time appointed for the meeting.

Section 5.03. Notice of Meetings and Waiver of Notice. Except as otherwise provided by law or as otherwise set forth herein, written notice of any membership meeting shall be mailed or e-mailed to each Member at the last known address for such Member as maintained by the Corporation through CREW Network. Notice will include the date, time and place of the meeting. In the case of special meetings, the notice shall include the purpose. In the case of the Annual Meeting, the notice shall include the roster or ballot of nominations for elected positions and any

other matter to be voted on at the meeting by proxy or in person. Attendance of any person, either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person entitled to notice attends the meeting for the express purpose of objection to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.04. Quorum. Twenty-five (25%) percent of the Members in Good Standing who are entitled to vote (as described in Section 5.06 below), who are present either in person, by proxy or by other means described in Section 5.06 below, including at least two (2) Members who are currently serving on the Board, shall constitute a quorum at any membership meeting. The Members present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

Section 5.05. Procedure. Roberts Rules of Order shall govern the parliamentary procedure of the meetings of the Corporation.

Section 5.06. Voting. Each Full Member, Affiliate Member, Associate Member, and Civic/Non-Profit Member in Good Standing shall be entitled to one vote on any matter coming before the Members for consideration. At a meeting at which a quorum is present, approval by a majority of the Members entitled to vote who are present at such meeting, voting in person or by written proxy, shall be required to decide any question. A proxy shall be in writing, dated, and revocable at the pleasure of the 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. Voting may be conducted by mail, electronic mail, text, facsimile, electronic/on-line, list-serve response, web-based program or other method determined by the Board that permits participation in such voting by each such Member entitled to vote, and a vote by a Member by such means shall be deemed as such Member being present at such meeting.

Section 5.07. 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 vote if a written consent stating the action to be taken is signed by a majority of the Members entitled to vote or an affirmative response by e-mail to an e-mail stating the action to be taken is received from a majority of the Members entitled to vote. The Secretary shall file or cause to be filed the written consent or affirmative responses, as applicable, with the records of the Corporation.

ARTICLE VI BOARD OF DIRECTORS

Section 6.01. Composition. The business and affairs of the Corporation shall be managed by the Board, which shall be composed of eleven (11) Directors as follows: the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and five (5) At-Large Directors, who shall have been duly elected by the membership to serve on the Board, and the Second Delegate who shall be appointed by the Board to serve on the Board. The Directors shall be natural persons of full age who are Members of the Corporation in Good Standing, other than Associate Members, Student Members, Emeritus Members or Retired Members (who cannot serve as Directors). The Board may designate particular supporting roles (such as Chapter Champion or Ombudsman) for some or all At-Large Directors, the Delegates or the Immediate Past President,

either as part of the election process or, if not done in the election process, by appointment after election. If no Board members are available to act in such role(s), the Board may appoint a Member in Good Standing to act in such role(s). Each member of the Board shall be entitled to one vote on all matters coming before the Board.

Section 6.02. Duties and Powers of the Board. The Board shall have such powers as may be expressed or implied in these Bylaws necessary for or incidental to the management and administration of the Corporation, including without limitation, the power to: (a) suspend or expel Members; (b) appoint or dissolve Standing Committees, temporary committees and task forces, consisting of Members of the Board, Members of the Corporation, or both; (c) appoint the co-chairs of the Standing Committees; (d) determine and adopt Policies and Procedures; (e) employ agents; (f) determine and execute such other measures as it deems proper and expedient to promote the objectives of the Corporation; and (g) perform all lawful acts and things which are not by law, the Articles of Incorporation or these Bylaws directed or required to be exercised or performed by the voting Members of the Corporation. The Board shall not delegate its authority under Sections 6.09 (Removal of Directors), 8.06 (Leadership Removal or Vacancies), or 12.02 (Budget), its authority to approve expenditures outside of those in an annual budget approved by the Board, or its authority to submit to the Members any action requiring their approval.

Section 6.03. Terms and Term Limits. The President-Elect, President and Immediate Past President shall each serve one (1)-year terms in each of these positions. The Second Delegate shall serve a term of one (1) year. The Secretary and Treasurer shall each serve two (2) year terms. The At-Large Directors shall each serve two (2)-year terms, which shall be staggered terms. In each election, successors to all of the At-Large Directors, Secretary or Treasurer with expiring terms will be elected to two-year terms. Membership on the Board shall be limited to four (4) years in succession (or up to seven (7) years if three of those years are in the presidential roles).

Section 6.04. Meetings of the Board. Regular meetings of the Board shall be held on dates set by the President. The Board shall meet no less than nine (9) times per year. Notice shall be provided in accordance with Section 5.03 at least seven (7) days before the time appointed for the meeting. The President or the Secretary, at the request in writing of at least four (4) Members of the Board, shall call for a special meeting of the Board, and only five (5) days' notice shall be required for such a special meeting. Meetings of the Board may take place in person or by teleconference, videoconference or other electronic or web-based means, provided that the Members of the Board participating in the meeting can hear and be heard.

Section 6.05. Quorum; Action of Board. At all meetings of the Board, a majority of the Members of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the Members of the Board present at any Board meeting where a quorum is present, shall be an act of the Board, except as may be otherwise provided by law or these Bylaws. In the absence of the President, the President-Elect shall chair the meeting. In the absence of both the President and the President-Elect, the Immediate Past President shall chair the meeting. The members of the Board present at a duly organized meeting of the Board can continue to do business until adjournment, notwithstanding the withdrawal of enough members of the Board to leave less than a quorum.

Section 6.06. Procedure. Roberts Rules of Order shall govern the parliamentary procedure of the meetings of the Board.

Section 6.07. Adjournment. If the business to be conducted at a duly called regular or special meeting of the Board cannot be completed and is adjourned to reconvene at a particular date and time, such adjourned meeting may be reconvened at the appointed date and time, and it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which such adjournment is taken. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting originally called.

Section 6.08. Action by Consent. Any action which may be taken at a meeting for the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all the members of the Board or an affirmative response by e-mail to an e-mail setting forth the action so taken is received from all of the members of the Board. The Secretary shall file or cause to be filed the written consent or affirmative responses, as applicable, with the records of the Corporation.

Section 6.09. Removal of Directors. The Board, by a two-thirds vote of those members of the Board whose positions are unquestioned, may remove any Director for good cause. In addition to removal for good cause, the failure of a Director to attend (in person or by teleconference, videoconference or other electronic or web-based means), without an excuse approved by the President, two consecutive meetings of the Board or 50% or more of the total Board meetings in one year, shall constitute a basis for removing that Director as a member of the Board. Written notice shall be given to any person whose continued service in office has been called into question thirty (30) days in advance of the meeting at which removal is to be considered by the Board. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board prior to its vote on removal.

Section 6.10. Resignation; Vacancies. Any vacancy in the Board caused by death, resignation, removal or other incapacity shall be filled by a Member in Good Standing by a majority vote of the Board at a regular meeting or special meeting called for such purpose; provided that a vacancy in the position of the President shall automatically be filled by the President-Elect. Any member of the Board so chosen shall serve until such member's successor shall have been elected and qualified in accordance with the provisions of these Bylaws. Notwithstanding the foregoing, if three (3) or more seats on the Board are vacant at any one time, then the vacancies shall be filled by special election by the Members of the Corporation.

ARTICLE VII OFFICERS AND DELEGATES

Section 7.01. Officers. The Officers of the Corporation shall be the President, the President-Elect (who shall be a Delegate), the Immediate Past President, the Treasurer, and the Secretary, all of whom shall be elected by the Members. The Officers shall be natural persons of full age who are Members of the Corporation in Good Standing, other than Associate Members, Student Members, Emeritus Members or Retired Members (who cannot serve as Officers). No

Officer may serve as a co-chair of a Standing Committee, except as expressly permitted by the Board. No two offices may be filled by the same person.

Section 7.02. 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 they have served as President. The President shall preside at all meetings of the Corporation and at all meetings of the Board and the Executive Committee, and shall discharge any other duties the Board may require. The President shall represent the Corporation in communications and meetings involving CREW Network and shall attend, or make arrangements for an approved alternate to attend, all CREW Network council meetings during their term.

Section 7.03. President-Elect; Powers and Duties. The President-Elect shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The President-Elect shall become the President of the Corporation for the term succeeding the term which they have served as President-Elect, and shall represent the Corporation as a Delegate to CREW Network and shall attend, or make arrangements for an approved alternate to attend, all CREW Network council meetings during their term.

Section 7.04. 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. The Immediate Past President shall chair the Elections Committee.

Section 7.05. Delegates. The two (2) official delegates ("**Delegates**"), one position being held by the President-Elect as noted above and one position being appointed by the Board as the Second Delegate, are charged with the responsibility to disseminate information from CREW Network to the Members and leaders of the Corporation and to act as a liaison between CREW Network and the Corporation. Delegates are required to attend, or make arrangements for an alternate delegate, approved by the Board, to attend all CREW Network council meetings during their term.

Section 7.06. Treasurer; Powers and Duties. 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 may require, shall develop an annual budget; and shall discharge any other duties the Board of Directors may require. The Treasurer may satisfy this requirement by maintaining the financial records of the Corporation through CREW Network.

Section 7.07. Secretary; Power and Duties. The Secretary shall keep the minutes of the meetings of the Board, shall see that all notices are duly given in accordance with the provisions of these Bylaws and, if otherwise, pursuant to law, shall discharge any other duties the Board may require. The Secretary shall be responsible for determining whether there is a quorum at meetings. The Secretary shall have competent knowledge of Roberts Rules of Order and shall assist in the proper conduct of meetings of the Board, the Executive Committee, and the membership. The Secretary may satisfy these requirements by maintaining the records of the Corporation through CREW Network.

Section 7.08. Delegation of Officers' Duties. Any Officer may delegate duties to an assistant who has been appointed by the Board; and in case of the absence of any Officer or assistant officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate or authorize the delegation of their powers or duties, for the time being, to any Member or qualified professional.

Section 7.09. Contracts. The President shall have general signatory authority to enter into, execute and/or deliver any instrument in the name of and on behalf of the Corporation. The Board may authorize one or more other Officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Corporation.

ARTICLE VIII COMMITTEES

Section 8.01. Executive Committee; Powers and Duties. The Executive Committee shall be a Standing Committee and shall consist of the President, the President-Elect, the Secretary, the Treasurer and the Immediate Past President. The Executive Committee shall conduct such business as is delegated to it by a vote of a majority of the Board. Meeting notices shall be made in accordance with Section 5.03 at least seven (7) days before the time appointed for said meeting. The President or the Secretary, at the request in writing of two (2) Members of the Executive Committee, shall call for a special meeting of the Executive Committee, and only five (5) days' notice shall be required for such a special meeting. Meetings of the Executive Committee may take place in person or by teleconference, videoconference or other electronic or web-based means, provided that the members of the Executive Committee participating in the meeting can hear and be heard. A majority of the members of the Executive Members shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Executive Committee present at any meeting where a quorum is present, shall be an act of the Executive Committee, except as may be otherwise provided by law or these Bylaws.

Section 8.02. Standing Committees. Without the necessity of amending these Bylaws, the Board may establish or terminate standing committees ("**Standing Committees**") as it shall deem advisable, with such limited authority as the Board shall establish by the adoption of Policies and Procedures by a vote of two-thirds of the members of the Board. Such Standing Committees may include, without limitation, the Elections Committee, the Communications Committee, the Outreach Committee, the Events Committee, the Membership Committee, and the Corporate Engagement Committee. The chair and co-chair of each Standing Committee (other than the Elections Committee) shall be appointed by the Board after an open call for nominations from Members in Good Standing of the Corporation and consultation with the current leadership of such Standing Committee. The co-chairs of each Standing Committee (other than the Elections Committee) shall serve for terms of two (2) years, which terms shall be staggered, and may be re-appointed for a subsequent term, not to exceed four (4) years in succession. The Standing Committees shall comply with any Policies and Procedures adopted by the Board with respect to their specific committee. The co-chairs or members of the Standing Committees cannot enter into contracts on behalf of the Corporation unless specifically delegated by the Board.

Section 8.03. Other Committees and Task Forces. Without the necessity of amending these Bylaws, the Board may establish or terminate other temporary committees or task forces as

it shall deem advisable, with such limited authority as the Board shall prescribe by a vote of two-thirds of the members of the Board.

Section 8.04. Meetings; Quorum. Meetings of any Standing Committee shall be held on an as-needed basis as determined by the Board of Directors or the co-chairs of the Standing Committee, but at least once annually, on a date and at a place designated by the co-chairs of the Standing Committee. The presence of a simple majority of the active members of a Standing Committee of the Corporation shall constitute a quorum for the transaction of business for such committee.

Section 8.05. Procedures; Reporting. Each committee shall be responsible for setting their own procedures for the orderly and efficient conduct of business in accordance with Policies and Procedures adopted by the Board. Each committee shall report to the Board on a monthly basis, identifying any decisions that need to be reviewed and approved by the Board.

Section 8.06. Committee Leadership Removal and Vacancies. In the event of a vacancy in any co-chair of a Standing Committee, the Board by a majority vote at a regular meeting or special meeting called for such purpose shall appoint a Member in Good Standing to serve out the unexpired term. The Board at its discretion may remove from office any co-chair of a Standing Committee.

ARTICLE IX ELECTIONS AND NOMINATIONS

Section 9.01. Election Committee. Each year, no later than two (2) months in advance of the date of the Annual Meeting, an Election Committee shall be formed by the Board, to consist of at least three (3), but no more than five (5) members. The Chair of the Elections Committee shall be the Immediate Past-President and the Co-Chair is the President-Elect. The other members of the Election Committee (up to 3) shall be appointed by the Chair and Co-Chair of the Elections Committee after an open call for nominations from Members in Good Standing of the Corporation. No Member who serves on the Elections Committee can run for an elected position on the Board in such election.

Section 9.02. Duties of the Election Committee. The duties of the Election Committee shall be to accept and qualify nominations for elected positions, to prepare the ballot, and to oversee the election.

Section 9.03. Nominations. Nominations, including self-nominations, for any elected position in the Corporation may be made by any voting Member in Good Standing, by completing and timely submitting such application as may be proscribed by the Board.

Section 9.04. Qualification of Nominees.

(a) To qualify for nomination, a candidate must meet requirements specified in Section 3.02 (Membership Categories and Eligibility) and Section 3.04 (Maintenance of Good Standing) of these Bylaws.

(b) A person may not be a candidate for more than one (1) elected position.

(c) Nominations will be accepted until six (6) weeks before the date of the Annual Meeting.

(d) The Election Committee shall qualify candidates, prepare the ballot, and provide the ballot to CREW Network or such person or entity as selected by the Board for distribution to the membership, which may be accomplished through electronic mail or other electronic means, no later than two (2) weeks before the Annual Meeting.

Section 9.05. Election.

(a) Election shall be by ballot at the Annual Meeting by a majority vote of the Members who are present, in person or by proxy, and entitled to vote. For purposes of voting, a vote cast by electronic mail or other electronic means authorized for such election on or prior to the date of the Annual Meeting shall be considered presence of such voting Member at the Annual Meeting. Positions for which there is only one nominee may be aggregated and voted upon as a slate ballot. Positions for which there is more than one nominee shall be voted on separately.

(b) The Election Committee shall tabulate, certify, and announce the election results within thirty (30) days after the Annual Meeting.

ARTICLE X
CONFLICTS OF INTEREST

Section 10.01. Interested Directors and Officers. No contract or transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are trustees or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board which authorizes the contract or transaction, or solely because their votes are counted for that purpose, if:

(a) The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Director even though the disinterested Directors are less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

ARTICLE XI
LIMITATION OF LIABILITY; INSURANCE

Section 11.01. Limitation of Liability of Directors.

(a) A Director shall not be personally liable, as such, for monetary damages for any action taken or any failure to take any action as a Director unless:

(i) The Director has breached or failed to perform the duties of their office under Subchapter B (Fiduciary Duty) of Section 5713 of the Act; and

(ii) The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness.

(b) This Section shall not apply to (1) the responsibility or liability of a Director pursuant to any criminal statute; or (2) the liability of a Director for the payment of taxes pursuant to federal, state, or local law. Any repeal or amendment of this Section shall be prospective only and shall not increase, but may decrease, a Director's liability with respect to actions or failures to act occurring prior to such change.

Section 11.02. – Standard of Care; Justifiable Reliance.

(a) A Director shall stand in a fiduciary relation to the Corporation and shall perform their duties as a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing their duties, a Director shall be entitled to rely in good faith on information, opinions, reports or statements, including, without limitation, financial statements and other financial data, in each case prepared or presented by any of the following:

(i) One or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

(ii) Counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person; or

(iii) A committee of the Board upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

(b) A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause their reliance to be unwarranted.

Section 11.03. Presumption. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by individual Directors, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

Section 11.04. Notation of Dissent. A Director who is present at a meeting of the Board, or of a committee of the Board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent is entered in the minutes of the meeting or unless the Director files a written dissent to the action with the Secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the Secretary immediately after the

adjournment of the meeting. The right to dissent shall not apply to a Director who voted in favor of the action. Nothing in this Section shall bar a Director from asserting that minutes of the meeting incorrectly omitted their dissent if, promptly upon receipt of a copy of the minutes, the Director notifies the Secretary, in writing, of the asserted omission or inaccuracy.

Section 11.05. Insurance. The Corporation shall purchase (which may be through CREW Network) and maintain insurance on behalf of any person who is or was a Director of the Corporation or is or was serving at the request of the Corporation as a director or officer of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust, or other enterprise against any liability asserted against her/him/them and incurred by her/him/them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against that liability under the Act. The Corporation's payment of premiums with respect to such insurance coverage shall be provided primarily for the benefit of the Corporation. To the extent that such insurance coverage provides a benefit to the insured person, the Corporation payment of premiums with respect to such insurance shall be provided in exchange for the services rendered by the insured person and in a manner so as not to constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE XII INDEMNIFICATION

Section 12.01. Definitions. For purposes of this Article,

(a) “**representative**” means any Director, employee or agent of the Corporation or a person serving at the request of the Corporation as a director, officer, partner, fiduciary, or trustee of another domestic or foreign corporation for profit or not-for-profit partnership, joint venture, trust, or other enterprise.

(b) “**liabilities**” means any damages, judgments, amounts paid in settlement, fines, penalties, punitive damages, excise taxes with respect to an employee benefit plan or costs or expenses of any nature (including without limitation, reasonable attorneys' fees and disbursements).

(c) “**proceeding**” means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil or criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders, if any, or otherwise.

Section 12.02. Third-Party and Derivative Actions. The Corporation may indemnify any representative who was or is a party (which includes giving testimony or similar involvement) or is threatened to be made a party to any proceeding by reason of the fact that they were or are a representative of the Corporation, against liabilities actually and reasonably incurred by her/him/them in connection with the action or proceeding. If a representative is not entitled to indemnification for a portion of any liabilities to which they may be subject, the Corporation shall indemnify her/him/them to the maximum extent for the remaining portion of the liabilities.

Section 12.03. Advancing Expenses. The Corporation shall pay expenses (including reasonable attorneys' fees) actually and reasonably incurred in defending any proceeding in advance of the final disposition of the action or proceeding upon receipt of any undertaking by or on behalf of the representative to repay the amount if it is ultimately determined that they are not entitled to be indemnified by the Corporation as authorized in this Article or otherwise.

Section 12.04. Supplementary Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Act, or any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding that office. The provisions of these Bylaws relating to Conflicts of Interests shall be applicable to any bylaw, contract or transaction authorized by the Directors under this Section. However, no indemnification may be made by the Corporation under this Article or otherwise to or on behalf of any person to the extent that:

(a) The act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct, or recklessness; or

(b) The Board determines that under the circumstances indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code of 1986, as amended.

Section 12.05. Duration and Extent of Coverage. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representatives of that person.

Section 12.06. Reliance and Modification. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon the rights provided by this Article. The duties of the Corporation to indemnify and to advance expenses to a representative provided in this Article shall be in the nature of a contract between the Corporation and the representative. No amendment or repeal of any provision of this Article shall alter, to the detriment of the representative, their right to the advance of expenses or indemnification related to a claim based on an act or failure to act which took place prior to such amendment or repeal.

ARTICLE XIII FINANCES

Section 13.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

Section 13.02. Budget. The Board shall adopt a budget of the Corporation for each fiscal year, and the Corporation shall function within the total of such budget. The budget shall establish budgets for each Standing Committee, the Board, the Delegates and such other categories as the Board may determine (each, a "**Committee Budget**"). Any expenditure which would exceed the total (not any particular line item) of an approved Committee Budget by more than \$200 shall be first authorized by the Board.

Section 13.03. Deposits and Payments. Dues and other monies collected by the Corporation shall be placed with CREW Network or with a depository selected by the Board. Payments from the funds of the Corporation shall be made on the authority of the Treasurer and/or any other person so authorized by the Board.

ARTICLE XIV DISSOLUTION

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

ARTICLE XV AMENDMENTS

These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of a majority of the Members eligible to vote and in attendance, in person or by proxy, at any duly called meeting of the Members of the Corporation, or by written consent of a majority of the Members entitled to vote, without a meeting. Notice of the proposed amendment, alteration or restatement of these Bylaws must be included in the notice of the meeting at which such action shall take place. Voting on the proposed amendment may be conducted by mail, electronic mail, text, facsimile, electronic/on-line, list-serve response, web-based program or other method determined by the Board that permits participation in such voting by each such Member entitled to vote.