

**SECOND AMENDED AND RESTATED BYLAWS
OF
Piedmont Triad CREW, Inc.
a non-profit corporation**

ARTICLE I. NAME AND AFFILIATION

1. Name. The name of this corporation shall be Piedmont Triad CREW, Inc. (the “Corporation”).
2. Affiliation. The Corporation functions as an affiliate chapter of the Commercial Real Estate Women Network (“CREW Network”).

ARTICLE II. PRINCIPLES AND PURPOSE

1. Defined. Consistent with its purpose set forth below and in its Articles of Incorporation, and by means permitted to be carried on by corporations exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), this Corporation shall undertake to operate exclusively for the benefit of, to perform the functions of, and to carry out the obligations of, corporations which qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine.
2. Purposes. The purposes of the Corporation are to:
 - (a) Encourage and promote business and professional opportunities for women in the field of commercial real estate;
 - (b) Provide a communication network among women in the field of commercial real estate;
 - (c) Further the professional development and expertise of the members through educational opportunities;
 - (d) Encourage the recognition and professional development of women in the field of commercial real estate;
 - (e) Promote the highest professional standards among its members; and
 - (f) Provide a respectful, inclusive, and welcoming environment for commercial real estate professionals that does not discriminate in any way, based on age, gender, race, socioeconomic status and socioeconomic origins, ethnicity, national origin, religion, sexual orientation, gender identity, gender expression, disability, health conditions, political affiliation, marital status, domestic status, parental status, or any other applicable basis proscribed by law.

ARTICLE III. MEMBERS

1. Classes. Membership in the Corporation shall include the following classes.
 - (a) Full Member. Any person of good character and reputation currently employed in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the QFCREs (as defined in Section 2 below).
 - (b) Affiliate Member. Any person of good character and reputation who is a professional who is employed in a field related to commercial real estate which supplies a service or product to Full Members.

(c) Graduate Student Member. Any person of good character and reputation who is a full-time graduate student pursuing a career in a QFCRE.

(d) Undergraduate Student Member. Any person of good character and reputation who is a full-time undergraduate student pursuing a career in a QFCRE.

(e) Civic Member. Any person of good character and reputation who is currently employed by a local or regional government, public agency, university or other educational institution or not-for-profit organization, in a position related to commercial real estate.

(f) Retired. Any person of good character and reputation who has retired from employment in commercial real estate.

(g) Composition. When considering potential new members, the Board of Directors will consider such factors as underrepresented professionals within the industry, but also the then-current percentage of members who have at least five (5) years of experience within the commercial real estate industry and of the then-current percentage of members who are directly involved in a QFCRE. At all times, a majority (>50%) of all individual members must have at least five (5) years' experience in one of the QFCREs. The number of Full Members [as defined in Article III, Section 1 (a)] in the Corporation, who by definition are directly involved in a QFCRE 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 QFCREs, shall not exceed twenty-five percent (25%) of the total membership. In order to promote industry diversity among the membership, the Board of Directors may limit the number or percentage of members (i) within each particular field of commercial real estate, or (ii) who are associated with any one company or firm. 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.

2. Qualified Fields of Commercial Real Estate ("QFCRE"). The Corporation adheres to the then current QFCRE list adopted by CREW Network which can be found at the following link: <https://crewnetwork.org/join/qualified-fields-of-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. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to commercial real estate but instead shall be considered to relate to residential real estate.

3. Application. Each applicant shall file with the Corporation a written application for membership which shall include such information as determined by the Board of Directors or by the Committee or agent to whom the responsibility for membership applications is delegated by the Board of Directors. All applications for membership in any category must be approved by the Board of Directors which shall have sole discretion.

4. 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 class 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.

5. Dues. The Board of Directors shall establish the dues structure for all membership classes. The Corporation shall send or cause to be sent an invoice for dues to each member annually. Failure to remit dues by the due date determined by the Board of Directors shall result in automatic termination of membership unless overridden by a majority vote of the Board of Directors.

6. Term. The term of membership for all members will expire annually on December 31.

7. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it 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.

8. Termination. The Board of Directors, by a majority vote, may terminate the membership of any member of the Corporation in its sole discretion. Except in the event termination results from such member's failure to pay their dues, such member shall be given notice by certified mail to their last known address at least thirty days prior to the meeting at which the Board is to act on their proposed termination. At that meeting the member shall have the right to be heard by the Board of Directors prior to its vote on the proposed termination. The fact and date of termination of any member shall be recorded in the membership book.

9. Reinstatement. The Board of Directors may vote to reinstate an inactive member to active membership. An inactive member seeking reinstatement to active status shall complete and submit a new application form to the Board of Directors or the Committee or agent to whom the responsibility for membership applications is delegated by the Board of Directors, and pay all applicable dues, assessments or other charges that are currently due.

10. Non-Transferability of Membership. Memberships shall not be transferred from person to person.

ARTICLE IV. MEETINGS OF CREW NETWORK

A minimum of one (1) official delegate, or designated alternate (see Article XII, Sections 2-4), will be in attendance at all CREW Network leadership summit & council meetings to represent the members of the chapter. The official chapter delegates shall be responsible for disseminating CREW Network information to the members and leaders of the Corporation and for acting as a liaison between CREW Network and the Corporation as a chapter.

ARTICLE V. MEETINGS OF THE CORPORATION

1. Meetings and Quorum. The annual meeting of the membership shall be held in August, or on such other date as is determined by the Board of Directors for the purpose of announcing the slate of Officers and Directors for the following year, reviewing the financial status of the Corporation and such other matters as determined by the Board of Directors. 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 not less than seven (7) or more than sixty (60) days before the scheduled date to each member at their physical or email address as it appears on the roster of the Corporation.

Special meetings of the membership may be called as provided by law or by the President or any Director at the request of any voting member. Meetings of the membership may be held either within or without the State of North Carolina.

The members of this Corporation, represented in person or by proxy or voting by absentee ballot, at any meeting or mail vote of members shall constitute a quorum for such meeting or mail vote. A member may vote by proxy, by an instrument in writing executed by that member, appointed to act on behalf of the member for one or more matters at a particular meeting or meetings of members, including all adjournments thereof. A facsimile, electronic mail or similar communication appearing to have been transmitted by such person, or a photocopy or equivalent reproduction of a writing appointing a proxy, is a sufficient writing. 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. A member may vote by absentee ballot by delivering the ballot, in advance of the meeting of members, to any Officer or Director of the Corporation in person, by ordinary mail, facsimile, electronic mail or similar communication or via a delivery service. Unless otherwise provided herein, a majority of the members voting on any matter shall determine the matter.

2. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of North Carolina, and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting.

3. Voting Rights. Each member shall be entitled to one (1) vote on all matters. Cumulative voting shall be prohibited.

4. 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 upon reasonable prior notice.

ARTICLE VI. BOARD OF DIRECTORS

1. Duties, Number and Qualification. The Board of Directors shall consist of not less than seven (7) and not more than eleven (11) persons eligible to serve. The Board of Directors shall be charged with the responsibility for managing the property and affairs of the Corporation and setting the policy for such management. No person shall serve as a Director unless they are an active member. The Board of Directors shall be composed of those members who are Officers of the Corporation and the Directors.

2. Term. Members of the Board of Directors shall serve for two (2) year terms. Membership on the Board of Directors shall be limited to six (6) years in succession; however such six- (6-) year limitation shall be extended for such time as necessary for a President-Elect, President or Past President to complete such Officer's terms.

3. Selection. The Nominating Committee shall select replacements for those Directors whose terms are expiring. Such nominees shall serve unless disapproved by a majority of the voting members of the Corporation at a meeting or mail vote for such purpose.

4. Meetings. Regular meetings of the Board of Directors shall be held on an as-needed basis, but not less than four (4) times per year. Special meetings of the Board of Directors for any purpose or purposes may be called by any two (2) Directors.

5. Notice. The Secretary shall deliver written notice of the time and place and, in the case of a special meeting, the purpose of meetings for the Board of Directors at least five (5) days prior thereto.

6. Quorum. The presence of a simple majority of the members of the Board of Directors shall constitute a quorum. If a quorum is not present a lesser number may adjourn the meeting to a later day, not more than ten (10) days later. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. Any Director shall be deemed present at a meeting if attending by telephonic or other communication equipment by means of which all persons participating in the meeting can hear each other.

7. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place within or without the State of North Carolina and any action may be taken thereat, if notice is waived in writing by every member of the Board of Directors.

8. Removal. The Board of Directors, by a majority vote of those Directors whose positions are unquestioned, may remove any member of the Board or Officer from office for good cause. In addition to removal for good cause, the failure of a Director to attend, without an excuse approved by the President, three (3) consecutive meetings of the Board or 50% or more of the total Board meetings in one (1) year, shall constitute a basis for removing that Director as a member of the Board of Directors. 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 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.

9. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or other incapacity shall be filled by a majority vote of the remaining Directors until the next annual meeting of the Nominating Committee. If the vote of the remaining Directors shall result in a tie, such vacancy may be filled by a vote of the Nominating Committee at a special meeting called for that purpose.

ARTICLE VII. OFFICERS

1. Selection and Term. The Corporation shall have a Past President, President, a President-Elect, a Secretary, and a Treasurer. 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. Such Officers shall be selected from the active

members of the Corporation by the Nominating Committee, shall serve unless disapproved by a majority of all of the members of the Corporation at a meeting or mail vote for such purpose, and shall serve for one (1) year in that capacity and until their successors are selected and qualified.

2. Past President. The 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.

3. President and President-Elect. 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 Past President of the Corporation for the term succeeding the term which they have served as President. The President, and in their absence the President-Elect, shall preside at all meetings of the Corporation and at all meetings of the Board of Directors and shall discharge any other duties the Board of Directors may require. The President-Elect shall become the President of the Corporation for the term succeeding the term which they have served as President-Elect.

4. Delegates. The Board of Directors shall select two (2) official Delegates for the Corporation each year. Such Delegates shall be 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 of Directors, to attend all CREW Network council meetings during their 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, if otherwise, pursuant to law, 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. Vacancy and Removal. A vacant office may be filled in the manner described in Article IV Section 9 of these Bylaws. Removal of a person from office shall be as described in Article VI Section 8 of these Bylaws

ARTICLE VIII. COMMITTEES

1. Nominating Committee. The Board shall appoint a Nominating Committee to be comprised of not less than (3) three or more than four (4) members from the following: the President, the President-Elect, the Past-President, and one (1) member appointed by the Board of Directors. Prior to July 1st of each year, the Nominating Committee shall select from those active members of the Corporation, who are not members of the Nominating Committee, and who have expressed a willingness to serve on the Board of Directors, a slate which shall include Officers to serve during the upcoming calendar year and Directors to replace those whose terms are expiring, to serve for the following two (2) calendar years. The Nominating Committee shall notify the general membership of such selections no later than the earlier of July 31st or seven (7) days prior to the annual meeting of the general membership. Such notice may be by meeting of the general membership called for such purpose, by mail, facsimile, electronic mail, or such other method approved by the Nominating Committee. The nominees shall serve in such capacities unless the slate is disapproved by a majority of all of the members of the Corporation. Voting may occur at a meeting of the general membership or by mail ballot (including regular U.S. mail, facsimile or electronic mail). If the slate is disapproved, then the Nominating Committee shall select a replacement slate of Officers and Directors, repeating the process outlined above until a slate of Officers and Directors is qualified to serve.

2. Committees. The Board of Directors may from time to time appoint one (1) or more additional Committees and may authorize the delegation to any such Committee of any of the authority of the Board of Directors. The Board may appoint one (1) or more Directors as liaisons of any such Committee who may attend any meeting of the particular Committee and report the activities of the Committee to the Board of Directors. The duties of the Committees shall be defined from time to time by the Board of

Directors. Chairpersons of the Committees shall be appointed by the President. These Chairpersons shall serve a term of one (1) year and may be reappointed for subsequent terms.

3. Meetings and Quorum. Meetings of any Committee shall be held on an as-needed basis as determined by the Board of Directors or the Chair of the Committee, but at least once annually, on a date and at a place designated by the Chair of the Committee. Attendance at meetings of any Committee shall be open to all members of the Corporation; however, only Committee members shall be eligible to vote at these meetings. The presence of a simple majority of the members of the Committee shall constitute a quorum.

4. Special Committees. The President may appoint such other Committees as are necessary to transact the business of the Corporation.

5. 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.

6. Vacancy and Removal. In the event of a vacancy in the Chair of a Committee, the President shall appoint an individual to serve out the unexpired term. The President at their discretion may remove from office any Chairperson of a Committee.

ARTICLE IX. FISCAL/PROGRAM YEAR

The fiscal and program year of the Corporation shall be January 1 through December 31 of each year.

ARTICLE X. CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board of Directors may authorize one (1) or more Officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Corporation. All checks or orders for the payment of money equal to or in excess of \$500.00 shall require two (2) 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 (1) authorized signature. Any proposed expense in excess of \$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.

ARTICLE XI. 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 (1) or more of its Directors or Officers or between the Corporation and any other corporation, firm, association or other entity in which one (1) or more of the Directors or Officers of this Corporation are directors, officers, stockholders or otherwise financially interested, provided that: (1) the interest of any such Director or Officer is disclosed or made known to the Directors or a Committee of the Directors, and (2) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors.

ARTICLE XII. INDEMNIFICATION

Neither the Corporation, nor any member, nor the Board of Directors, nor any Officers, agents or employees of any of them, shall be personally liable for the debts contracted for or otherwise incurred by the Corporation or for a tort of another member, whether or not such other member was acting on behalf of the Corporation or otherwise. Neither the Corporation, nor its Directors, Officers, agents or employees shall be liable for any incidental or consequential damages for any act or omission with respect to their respective duties under these Bylaws.

The Corporation shall, to the full extent permitted or required by the non-profit corporation law in effect in the State of North Carolina, as the same from time to time may be amended, indemnify, defend and hold harmless Directors from and against any and all loss, cost, expense, damage, liability, claim, action or cause of action arising from or relating to the performance by the Board of Directors of its duties and

obligations, except for any such loss, cost, expense, damage, liability, claim, action or cause of action resulting from the gross negligence or willful misconduct of the person(s) to be indemnified.

The Corporation shall indemnify, defend and hold harmless any Director or Officer or former Director or Officer of the Corporation or any person who may have served at the request of the Corporation as a director or officer of another corporation, whether for profit or not for profit, against expenses (including reasonable attorneys' fees) or liability actually and reasonably incurred by them in connection with the defense of or as a consequence of any threatened, pending or completed action, suit or proceeding (whether civil or criminal) in which they are made a party or was (or is threatened to be made) a party by reason of being or having been such Director or Officer, except in relation to matters as to which they shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty.

The indemnifications provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of members or any disinterested Directors or otherwise and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the respective heirs, executors and administrators of such a person.

The Corporation is authorized to maintain in full force and effect standard policies of directors and officers liability insurance and comprehensive business insurance covering all Directors and Officers of the Corporation, insuring them against liability for any action taken or not taken by them in their capacities as Directors and Officers to the extent set forth in such policies.

ARTICLE XIII. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by action of a resolution of the Board of Directors and adoption by the membership, at any regular or special meeting of the membership or by mail vote (including regular U.S. mail, facsimile, or electronic mail), provided that notice is given at least ten (10) days prior to the meeting or mail vote at which the proposed changes are to be adopted.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the Corporation the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify under Section 501(c)(6) of the Internal Revenue Code.

Date approved by the membership _____