

**EIGHTH AMENDED AND RESTATED BYLAWS
OF CREW MIAMI, INC.
*September 5, 2025***

**ARTICLE I
NAME AND LOCATION**

The name of the organization shall be CREW Miami, Inc. (interchangeably, “**CREW Miami**” and/or the “**Organization**”), and shall do business as a not-for-profit corporation in the State of Florida.

**ARTICLE II
POLICY AND PURPOSE**

Section 1. Policy: The Organization shall be nonpartisan, chartered under the laws of the State of Florida, governed by these Articles, as amended from time to time, the Bylaws, as amended from time to time, and the resolutions of the Board of Directors (hereinafter defined).

Section 2. Purpose and Mission Statement: Consistent with its purpose set forth below and in its Articles of Incorporation, and by means permitted to be carried on by organizations 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 Organization shall undertake to operate exclusively for the benefit of, to perform the functions of, and to carry out the obligations of, organizations 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 Organization’s Board of Directors shall determine. The purpose of the Organization shall be to (1) provide a forum for women who are actively involved in commercial real estate (“**CRE**”); (2) promote professional interaction, ethics and integrity by and among its members; (3) provide educational opportunities to its members; (4) expand the centers of influence of its members (5) create a support network for its members in all fields of CRE, and (6) foster leadership skills. CREW Miami’s mission is to develop and empower women leaders in commercial real estate through professional networking, education and mentoring. For purposes of these Bylaws, “**commercial real estate**” means professional services required for the investment, ownership, development, financing, design, construction or operation of income producing real property.

Section 3. Categories of Commercial Real Estate Experience: Qualified “**CRE Fields**” 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 may refer to the specified fields determined by CREW Network. 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. In making determinations about eligibility, the Board may refer to the specified fields determined by CREW Network.

Section 4. Chapter of CREW Network: The Organization shall be a chapter of CREW Network (“**CREW Network**”). As a chapter of CREW Network, CREW Miami will adhere to the requirements of CREW Network, and any contrary requirement of CREW Network shall take precedence over any conflicting term in these Bylaws.

ARTICLE III **MEMBERSHIP**

Section 1. Categories of Membership/Admissions. CREW Miami’s membership shall be comprised of the following five (5) membership categories by members who meet the admission requirements for each category of membership set forth in this Article III. All members, irrespective of their category of membership, must be current in the payment of dues and other Organization obligations.

(a) A “**Traditional Member**” (also referred to as a “**Full Member**” by CREW Network) is a professional who: (1) is currently employed in a CRE Field; and (2) has more than two (2) years of experience in a CRE Field. A Traditional Member is eligible to serve on the Board of Directors and may also chair a committee.

(b) An “**Affiliate Member**” is a professional who is currently employed by an Affiliate Sponsor; and has more than three (3) years of experience in a position whose primary professional responsibilities relate or, benefit or support commercial real estate, and supplies a related product or service to the CRE industry such as: (1) furnishings, (2) janitorial services, (3) landscaping, (4) painting, (5) property maintenance (6) roofing, and others as determined by the Board of Directors, provided that such persons’ admission would further the purposes of the Organization and benefit its members. An Affiliate Member is eligible to serve on the Board of Directors and may also chair a committee.

(i) Affiliate Members shall not comprise more than 10% of the total membership.

(ii) No single industry shall comprise more than 25% of the Affiliate Sponsors (as defined below).

(iii) An “**Affiliate Sponsor**” is a company that has more than three (3) years of experience in such business and whose business includes, but is not limited to selling or supplying a real estate related product or service to the CRE industry such as: (1) furnishings, (2) janitorial services, (3) landscaping, (4) painting, (5) property maintenance, (6) roofing, others as determined by the Board of Directors, provided that such company’s admission would further the purposes of the Organization and benefit its members.

(c) A “**Retired Member**” is a professional who was a member of a CREW Chapter for two (2) or more consecutive years immediately preceding such retirement, but who has retired from the active CRE industry. Retired Members are not eligible to serve on the Board of Directors but may chair a committee.

(d) An “**Associate Member**” is a professional who is currently employed within a CRE Field but has less than two (2) years of experience in a CRE Field. Associate Members shall not comprise more than 10% of the total membership. Associate Members are not eligible to serve on the Board of Directors but may chair a committee.

(e) A “**Student Member**” is a full-time undergraduate or graduate student in a CRE Field who upon request by the Membership Committee Chair, provides proof of their current student status together with a copy of a transcript which identifies coursework in CRE. Student Members shall not comprise more than 10% of the total membership, unless otherwise decided by the Board of Directors on a case by case basis. Student Members are not eligible to serve on the Board of Directors nor chair a committee.

Section 2. Determinations of Qualifications for Membership. The determination as to whether a person is qualified for membership under the foregoing definitions shall be made at the discretion of the Board of Directors. If a question arises as to a person’s membership qualifications, the decision of a majority of the Board of Directors shall be determinative.

Section 3. Requirements for Admission: In order to be admitted as a member in good standing of the Organization:

(a) the applicant must submit an application to the Membership Committee on the Organization’s application form as provided by the Organization in conformity with this Article;

(b) the application must be favorably reviewed by the Membership Committee and approved by the Board of Directors; and

(c) the applicant must pay the Organization Dues (defined below) on the earlier of the deadlines established by the Organization or CREW Network.

Section 4. Composition. The Organization will not discriminate in any way and is committed to fostering a professional, respectful, inclusive, and welcoming environment for all individuals. When considering potential new members, the Board of Directors will take into account factors such as the inclusion of underrepresented professionals in the industry, as well as the current composition of the membership with respect to experience and involvement in a qualified CRE Fields, as defined above.

At all times, a majority (>50%) of individual members must have at least five (5) years of experience in a qualified CRE Fields. In addition, at least seventy-five percent (75%) of the total membership must be composed of Traditional Members (aka Full Members) (as defined in Article III, Section 1(a)), who by definition are directly involved in a qualified CRE Field. No more than twenty-five percent (25%) of individual members may be those not engaged in a substantially full-time professional position in a qualified CRE Field.

To further promote industry diversity, the Board of Directors may limit the number or percentage of members (i) within any single field of commercial real estate or (ii) affiliated with the same company or firm.

Determinations of whether a person is qualified for membership under these criteria shall be made at the sole discretion of the Board of Directors, acting reasonably and in good faith.

Section 5. Resignation: Any member may resign or withdraw from the Organization by giving written notice to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first Board of Directors meeting after receipt of such notice. No member who resigns or withdraws from the Organization shall be entitled to a refund of any previously paid Organization Dues or sponsorship contributions or commitments whether paid, unpaid or in-kind.

Section 6. Removal of Members:

(a) Default: Members in default of payment of dues or any sponsorship contributions or commitments shall be removed from membership unless all monetary obligations are paid within thirty (30) days of written notice of such default. These Members may not renew their membership with the Organization until they satisfy all default payments and obligations.

(b) Removal: Members may be removed from membership “for cause” by a majority vote at a meeting of the Board of Directors. When this occurs, due to any reason other than being in payment default (as described in Section 6(a), above), such members shall be given notice by certified mail or electronic mail to their last known address at least thirty (30) days prior to the meeting at which the Board is to act on the proposed removal. At that meeting the member shall have the right to be heard by the Board prior to its vote on the proposed removal of such member. The fact and date of removal of any member shall be recorded in the minutes of the Board meeting and subsequently reported to CREW Network by the President or Secretary.

ARTICLE IV
DUES AND AFFILIATE SPONSORSHIP FEES

Section 1. Amount: Annual dues for all categories of Membership shall be in an amount determined by the Board of Directors on an annual basis (as applicable to each category of membership from time to time, “**Organization Dues**”). Dues shall, at a minimum, be the current rate set by CREW Network for individual members. The Board may determine reduced annual dues for new members who join between June 15 and December 31 of any year for membership benefits through December 31 of that year. A portion of annual dues shall be paid to CREW Network.

Section 2. Payment of Dues: Dues are payable in full on or before January 1 and considered delinquent after January 31. New member Organization Dues shall be payable no more than thirty (30) days after an invoice has been provided to the new member following the Board’s approval of membership admission to the Organization.

Section 3. Non-transferability/Ownership of Membership: Memberships shall not be transferred from person to person. 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.

Section 4. Term: The term of membership for all members will expire annually on December 31.

Section 5. Non-Refundable: Organization Dues are non-refundable.

Section 6. Affiliate Sponsor Fees. In addition to Organization Dues, each company that employs an Affiliate Member shall serve as a Affiliate Sponsor and shall pay One Thousand Dollars (\$1,000.00) annually to CREW Miami (the “**Affiliate Sponsorship Fee**”), which amount shall be due within thirty (30) days following CREW Miami’s invoice. The annual Affiliate Sponsorship Fee is in addition to individual Affiliate Members paying their Organization Dues.

ARTICLE V

MEETINGS OF MEMBERS

Section 1. Member Qualifications: All members of the Organization who are current on payment of their Organization Dues and other obligations will be entitled to vote at the Annual Meeting and at any special meetings.

Section 2. Annual Meeting: The “**Annual Meeting**” of the members of the Organization shall be held during the last quarter of each fiscal year on a date determined by the Board of Directors. The incoming Board of Directors and officers of the Organization for the following year shall be announced at the Annual Meeting notwithstanding any earlier announcement and members shall transact other business that has properly come before the Organization.

Section 3. Regular Meetings and Special Meetings. The members of the Organization shall meet at least four (4) times per year on a schedule to be determined from time to time by the Board of Directors, some or all of which meetings may be open to non-members. Special meetings of the members of the Organization may be called by the Board of Directors at its discretion or upon the written request of at least ten percent (10%) of the members of the Organization.

Section 4. Notices of Meetings: Except as otherwise provided by law or as otherwise set forth herein, written notice including the date, time and place of the meeting and, in the case of special meetings, its purpose, shall be distributed to each member by mail, facsimile transmission or e-mail at least seven (7) days before the meeting date.

Section 5. Quorum and Voting Rights: Twenty-Five percent (25%) of Members who are eligible to vote, as defined herein, whether present in person, voting by absentee ballot, or submitting an electronic vote, shall constitute a quorum for any membership meeting or for mail or electronic voting. Voting may be conducted electronically through a secure, Board-approved platform, with electronic votes considered equivalent to in-person votes and recorded accordingly. Eligible members may vote by absentee ballot by submitting their ballot in advance of the meeting to any Officer in person, by ordinary mail, facsimile, electronic mail, or via a delivery service. Unless otherwise provided herein, a majority of eligible members voting on any matter shall determine the outcome. Each eligible member is entitled to one (1) vote on all matters.

Cumulative voting is prohibited.

Section 6. Action by Consent: Any action required or permitted by law or by these Bylaws to be taken at any meeting of the members may instead be taken without a meeting if a written consent (which may be delivered by facsimile or e-mail) stating the action to be taken is signed by a majority of the members. The written consent and a tally of the vote certified by the Secretary shall be filed with the minutes of the members' meetings.

Section 7. Voting Proxies: Each member who is current on their Organization Dues and other obligations 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 members present in person or by proxy. Every member of the Organization entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing (which may be a facsimile copy or e-mail), dated, and revocable at the pleasure of the member executing the proxy. Unless the duration of the proxy is specified, it shall expire thirty (30) days from the date of its execution.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers; Composition: The property, affairs, activities and concerns of the Organization shall be managed by the Board of Directors (also referred to as the Board), which shall be comprised of the President, President-Elect, Secretary, Treasurer, Immediate Past President, Legal Director and each of the committee directors of the following committees: Member Services, Membership, Programs, Communications, Sponsorship, Professional Development & Education, Hospitality and Signature Events, and the directors of such other then-existing standing committees (as may be designated from time to time by the Board of Directors). The Board of Directors shall be deemed to have all of the powers set forth in the Articles of Incorporation, as amended from time to time, these Bylaws, as amended from time to time, and under Florida law as same pertains to non-profit corporations. The members of the Board of Directors must be residents of the State of Florida.

Section 2. Election of Board of Directors; Term. The Board of Directors shall be elected in the following manner:

(a) Eligibility:

(i) The President and President-Elect shall have been members of the Organization for not less than two (2) years preceding their election and shall have served for at least two (2) years on the Board of Directors of the Organization.

(ii) All other officers and directors shall be members of the Organization who are current on their Organization Dues and other obligations.

(b) Solicitation of Nominations: The President-Elect, on behalf of the Nominating Committee, shall send to all eligible members who are current on their Organization Dues and other obligations, on or before July 1 of each calendar year, by letter or by an e-mail transmission, information regarding election procedures and soliciting nominations for the Board of Directors

and Committee Chairs. CREW Miami shall also post this announcement on its website from the time the initial announcement is distributed until the close of business on August 1 of such year.

(c) Nominating Procedure: Qualified candidates interested in being Committee Chairs or members of the Board of Directors shall submit in writing to the President-Elect, on or before August 1 of the applicable year, their names and brief statement of their (i) goals and objectives and (ii) qualifications for the position. Candidates may select up to three (3) alternative Committee Chair or Director positions of interest.

(d) Distribution of Proposed Slate: The President-Elect shall distribute the proposed slate of nominees to the Nominating Committee and meet with the Nominating Committee on or before the last day of August, to review and discuss each candidate's goals, objectives and qualifications, and to finalize the slate of candidates (the "**Proposed Slate**") and shall present the Proposed Slate to the sitting Board of Directors for its approval during its August or September meeting but in any event not later than thirty (30) days prior to the Board of Directors meeting that precedes the Annual Meeting.

(e) Once approved by the Board of Directors, the Proposed Slate shall be presented to the general membership by e-mail no less than three (3) times prior to a final vote of the membership. The Vote for the Proposed Slate may be conducted at the next scheduled membership meeting, by written consent or by electronic voting or a combination of all three methods. The Proposed Slate, once affirmatively voted upon by the general membership by at least twenty-five percent (25%) of the Members, shall be known as the "**Board of Directors – Elect.**" The Board of Directors – Elect will, notwithstanding anything to the contrary in these Bylaws, be permitted to attend all Board Meetings but will not be voting members of the Board of Directors until their term commences on January 1. The Board of Directors-Elect will engage in transition activities with the current Board of Directors and in planning for the upcoming fiscal year.

(f) Term: Each member of the Board of Directors shall hold office until the last general meeting of the following fiscal year or until a successor shall have been elected or appointed.

Section 3. Duties of the Board of Directors. The Board of Directors shall (1) perform such duties as may be set forth in the Articles and Bylaws of the Organization, and as are permitted or required by Florida law pertaining to non-profit corporations, except to the extent such duties are delegated to other parties in the Articles or these Bylaws; (2) issue resolutions to carry out the mandates of the Board of Directors, (3) fill officer or director vacancies throughout the fiscal year at any Board of Directors meeting; (4) hold meetings at such times and places as it considers proper; (5) expel and terminate membership of members; (6) establish committees and committee chair persons, which members shall be members of the Organization who are current on their Organization Dues and other obligations; (7) review the financial records of the Organization; (8) print, circulate, and publish notices, articles and other documents; (9) carry on correspondence and communicate with other organizations interested in the real estate profession; (10) employ agents; and (11) in furtherance of the Organization's purpose, devise and carry into execution such other measures as it deems proper and expedient to promote the objective of the Organization and to best protect the interest and welfare of the members of the Organization.

Section 4. Meetings of the Board of Directors: Regular monthly meetings of the Board

of Directors shall be held on a date set by the President happening no fewer than ten (10) months of the year. Notice shall be made in person or by telephone, mail, facsimile transmission or e-mail at least seven (7) days before the time appointed for said meeting. The President, when deemed necessary, or the Secretary, at the request in writing of four (4) members of the Board of Directors, may call a special meeting of the Board upon five (5) days required notice for any special meeting. Emergency meetings of the Board may take place without notice and by telephone. Only members of the Board of Directors are permitted to vote on items presented to the Board for consideration. Meetings of the Board of Directors are open only to the members of the Board, any executive staff and, when applicable, by the Board of Directors-Elect. Should the Board wish to receive information from a non-Board member, whether non-member or member, said person(s) will attend the meeting for the purpose of providing the necessary information and will then depart the meeting. Minutes of Board meetings shall be open to inspection solely by the current Board of Directors unless otherwise required by law.

Section 5. Quorum: 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 meeting where a quorum is present shall be an act of the Board, except as may be otherwise provided by Florida law or these Bylaws. The quorum present may choose a chairperson for the meeting in the absence of the President and President-Elect. If a quorum is not present, the members of the Board present may adjourn the meeting to a later day, but not more than ten (10) days later, without notice other than announcement at the meeting.

Section 6. Action By Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members of the Board 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 member of the Board be unreasonably absent from three meetings of the Board in the member's term, without sending a communication to the President or Secretary stating the reason for absence, or if the reason for absence is unacceptable to the Board members, the seat of that member of the Board may be declared vacant and filled by the Board of Directors in the manner described in Section 8 and Section 9 below. A Board member may request a leave of absence for good cause for a period not to exceed six (6) months. The Board shall either grant or deny the request for a leave of absence. If the Board's vote on a requested leave of absence results in a tie vote, the President shall cast the deciding vote. If the Board approves the leave of absence, the Board member's position shall not count for purposes of obtaining a quorum.

Section 8. Removal of Board of Directors Members: Any one or more of the Board of Directors members may be removed with cause, at any time by a two-thirds vote of those Directors whose positions are unquestioned at a special meeting of the Board of Directors called for that purpose. Notice shall be given to any person whose continued service in office has been called into question thirty (30) days in advance of the special 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. The Board of Directors shall proceed to fill any vacancy so created in the manner described in Section 9 below.

Section 9. Resignation; Vacancies: Any member of the Board of Directors shall have the right to resign from the Board of Directors by giving written notice thereof to the President or the Secretary. Whenever a vacancy occurs in the Board, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors, at its next regular monthly meeting or at a special meeting that shall be called by the President for that purpose. Each member of the Board so chosen shall hold office until the next Annual Meeting of the members of the Organization or until a successor shall have been elected and shall qualify.

Section 10. Officers. The officers of the Organization 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 and/or Assistant Treasurers as it deems necessary for the operation of the Organization.

ARTICLE VII

DUTIES OF OFFICERS AND DIRECTORS

Section 1. Duties of the Officers. Each officer is a member of the Board of Directors.

(a) President. The President shall preside at the meetings of the members of the Organization and the meetings of the Board of Directors. The President shall communicate to the Organization and 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 Organization and shall perform such other duties as are necessarily incident to the office of the president at the annual meetings of the Organization and at such other times as deemed proper.

(b) President-Elect. The President-Elect and Network Liaison shall be generally responsible to assist the President and other members of the Board of Directors, to chair the Nominating Committee, inform the Organization of the programs, events and mission of CREW Network and to increase the involvement of our members by connecting with CREW Network both online and in person at the Summits and Convention,, to chair the Strategic Planning Committee and to perform such other duties as may from time to time be prescribed by the Board of Directors. The President-Elect shall serve as one (1) of the two (2) CREW Network delegates. In the absence of the President or President-Elect or their respective inability to perform their duties, the Treasurer shall perform the duties of such office. In case of the absence of the President, or of the President's inability to perform the duties of the President's office, the President Elect shall perform the duties of the office of President. The President Elect shall also generally assist the President, act as standing director with direct responsibility for the Member Services Committee for the Organization and perform such other duties as may from time to time be prescribed by the Board of Directors. The President-Elect shall become the President for the term succeeding the term which they serve as President-Elect. These Bylaws do not preclude the President-Elect from chairing task forces or special committees, as deemed appropriate by the President, the President-Elect, and the Board of Directors.

(c) Secretary. The Secretary shall keep a record of all votes, resolutions, and the proceedings of all meetings as directed by the Board of Directors; prepare, if required by the Board of Directors, an annual report of the transactions and condition of the Organization; give notice of all meetings of the Organization; conduct all correspondence and carry into execution

all orders, votes and resolutions not otherwise committed; notify the members of the Organization of their nomination and/or election, and be involved in such other matters of the Organization as deemed proper by the President and the Board of Directors.

(d) Treasurer. The Treasurer shall oversee the financial management of the Organization. The Treasurer shall prepare an annual budget, in consultation with and to be approved by the Board of Directors and consistent with the procedures described in ARTICLE X hereof, and shall have custody of all funds of the Organization and other valuable effects; shall keep full and accurate accounts of all monies received and expended for the use of the Organization in books belonging to the Organization. The Treasurer shall be responsible for preparing, facilitating and monitoring and comparing actual revenue and expenses as approved from time to time by the Board. The Treasurer shall cause the deposit all funds and other valuable effects in the name and to the credit of the Organization in such bank or banks as may be designated from time to time by the Board of Directors, and shall make available to the Board of Directors a report of all transactions. The Treasurer shall report on the financial condition of the Organization at Board of Director meetings, at annual meeting of the Members of the Organization, and at such other times that the President may from time to time request. 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. The Treasurer shall coordinate the annual completion of the Organizations annual tax return (Form 990) and shall cause the timely completion of such annual tax return once it has been approved by the Board of Directors. The Treasurer will also coordinate applicable treasury duties with any third party administrators contracted by CREW Miami. At the expiration of the Treasurer's term 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. The Treasurer will also chair the finance committee comprised of the current President, President-Elect and either the Past President or, at the election of the current President, another past president.

ARTICLE VIII

EXECUTIVE COMMITTEE

[INTENTIONALLY DELETED]

ARTICLE IX

COMMITTEE DIRECTORS AND NETWORK DELEGATES

Section 1. Committees: The Board of Directors may from time to time appoint one (1) or more committees to consist of not less than three (3) members. The Board may appoint one (1) or more Directors as liaisons of any such committee who may attend any meeting of the committee and report the activities of the Committee to the Board of Directors. Committees shall have only the powers specifically delegated to them by the Board except that no such committee of the Organization shall have authority to bind the Organization. The Director responsible for each committee, shall appoint each committee chair. Although not members of the Board of

Directors, the Board may from time to time invite committee chairs to participate in Board of Directors meetings, subject to the limitations in these Bylaws with respect to guests at Board meetings.

Section 2. Duties of Committees:

- (a) Membership Committee. The Membership Committee shall process and review membership applications and to make recommendations to the Board of Directors, and when accepted by the Board, admit and welcome new members, recommend membership policies and requirements to the Board of Directors, keep meeting attendance records for the active members, advise the 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 follow the goals established by the Directors in accordance with the Organization's strategic plan then in effect. The Membership Committee shall establish such subcommittees as deemed necessary from time to time, including without limitation, a Recruitment Subcommittee that will endeavor to coordinate and organize a new member reception.
- (b) Programs Committee. The Program Committee shall (1) identify programs of interest and relevance to members of the Organization for approval of the Board of Directors and to do so as early in the year as possible, (2) plan the monthly meetings of the Organization; (3) engage speakers and prepare and arrange for presentations to the members of the Organization at the monthly meetings; and (4) follow the goals established by the Directors in accordance with the Organization's strategic plan then in effect. The Programs Committee shall establish a subcommittee for purposes of promoting all Programs.
- (c) Member Services Committee. The Member Services Committee, under the direction of the Member Services Director, shall identify and grow Member to Member ("M2M") events and help members identify and organize M2M events that will maximize members' exposure to the Organization while meeting and networking with other members of the Organization. The Member Services Committee shall also seek to (1) organize M2M events that appeal to the different member groups within the Organization, and (2) hold M2M events that afford a unique opportunity to members to showcase their services to the rest of the membership.
- (d) Communications Committee. The Communications Committee, under the direction of the Communications Director, is responsible for keeping the Organization's members informed of the Organization's activities and events and of member and network news. The Communications Committee shall also maintain and update the Organization's website. The Communications Committee also (1) serves as a liaison between the Organization's public relations firm, if any, and the Organization, (2) coordinates media coverage, and (3) manages the social media accounts of the Organization.
- (e) Signature Events Committee. The Signature Events Committee, under the direction of the Signature Events Director, is responsible for planning, organizing, and implementing the Organization's two or three annual signature event fund raisers. The Committee's responsibilities include (1) identifying the venue and dates for each event, (2) obtaining sponsorships for the events with a particular focus on Affiliate Sponsors, and (3) organizing all aspects of the event. The Signature Events Committee shall establish one subcommittee in charge of events and one

subcommittee in charge of signature events sponsorships.

(f) Sponsorship Committee. The Sponsorship Committee, under the direction of the Sponsorship Director, shall (1) oversee sponsorship, (2) develops a funding strategy for the Organization's budget, (3) identify new potential sponsors, (4) engage existing sponsors to continue their sponsorship commitments, (5) communicate with sponsors to ensure payment of committed funds; and (6) coordinate with the Signature Events Committee to ensure sponsors are aligned with program topics and events that interest those sponsors.

(g) Professional Development & Education Committee. The Professional Development & Education Committee, under the direction of the Professional Development & Education Director shall, (1) hold annual events in connection with the real estate programs at Florida International University and the University of Miami and other local colleges, as applicable or desirable, to provide an introduction the Organization and to provide networking and professional development opportunities; (2) develop and present educational programs intended for the Organization's members; (3) coordinate the Organization's scholarship applications and awards; (4) establish a mentorship program to provide appropriate mentorship opportunities between the Organization's members; and otherwise follow the goals established by the Board of Directors in accordance with the Organization's strategic plan then in effect. In doing so, the Professional Development & Education Committee may establish subcommittees, such as the UCREW Committee, the Mentorship Committee, and the Scholarship Committee. Mentorship Subcommittee. Specifically, the Mentorship Subcommittee shall be responsible for creating and implementing the Mentorship Program; training participants; planning meetings; providing resources for the Organization; evaluating and revising, as needed, the Mentorship Program; creating a budget; determining program content; recruiting presenters; reviewing mentee/mentor applications.

(h) Hospitality Committee. The Hospitality Committee, under the direction of the Hospitality Director, shall be made up of a sizable committee that will primarily recruit from committee members to: (1) act as ambassadors between newly admitted Members and existing Members for purposes of introducing such new Members to the Organization and all that it has to offer; (2) recruit Table Hosts made up of established existing Members who will each host a table at the Organization's monthly lunches; and (3) serve as hosts at all Signature Events to meet and greet new and potential Members and help them meet existing Members.

(i) Finance Committee. The Finance Committee shall be comprised of the Treasurer and the Finance Chair (if the Treasurer has elected to appoint a Finance Chair). The Finance Chair shall assist the Treasurer in carrying out her/his duties. The Treasurer shall call a Finance Committee meeting at least three (3) times per year to be attended by the Treasurer, the Finance Chair (if the Treasurer has elected to appoint a Finance Chair), the President, the President-Elect and the Immediate Past President or, as provided in Section VII(d), another past president. The Treasurer, or the Finance Chair if one has been appointed, shall be tasked with collections for amounts due from non-paying Sponsors.

Section 3. Other Committees: The Board of Directors may add or delete such committees as it shall deem advisable and limit the authority of any committee consistent with the goals established by the Board of Directors in accordance with the Organization's strategic

plan then in effect. The Board of Directors may also allocate certain duties of committees into one or more new or existing committees as it shall deem advisable so as to not overexert that committees director or members.

Section 4. Nominating Committee:

(a) Selection of Nominating Committee: The President-Elect shall appoint a Nominating Committee annually on or before the first day of July. The Nominating Committee shall select and compile a slate of proposed officers and directors for the following year. The Nominating Committee shall include no less than five (5) members and shall be comprised of the President, President-Elect, Immediate Past President and two regular Members of the Organization who are current on their Organization Dues and other obligations. The President-Elect shall serve as Chairperson of the Nominating Committee. If the President-Elect should be unable to serve as Chairperson, a majority vote of the Board of Directors shall determine the Chairperson.

(b) Responsibilities of Nominating Committee: The Nominating Committee, acting by a majority thereof, shall solicit and review applications and suggestions of interest for the positions of Officers, seek participation in such positions, meet with and counsel those expressing interest, nominate a recommended slate for the Board of Directors, conduct and supervise all elections, including without limitation, distributing the request for nominations, the request for ballots and determining the results and any controversies arising in connection with the election, subject to an appeal to the Board of Directors. The Nominating Committee shall recommend direction to each Director for the selection of a committee chair, and each Director shall be permitted to participate in the selection of a respective chair. Any appeal to the Board of Directors shall be in writing and must be received by the President within ten (10) days after the ballots are counted by the Nominating Committee.

Section 5. Quorum: A majority of any committee of the Organization shall constitute a quorum for the transaction of business unless any committee shall, by a majority vote of its entire membership, decide otherwise.

Section 6. Committee Vacancies: The various committees shall have the power to fill vacancies in their memberships, provided however, that if a vacancy in the position of the chairperson occurs for any reason whatsoever, the successor shall be elected in accordance with the provisions of Article VI, Section 9 hereof.

Section 7. CREW Network Delegates: The Organization shall have a minimum of two (2) Delegates to CREW Network each year. The President-Elect and a board member chosen by the President-Elect shall each serve as a CREW Network Delegate; an alternate Delegate may be assigned by the Board of Directors when deemed necessary by the Board of Directors. In compliance with the requirements of CREW Network, the Organization shall send at least one of its two Delegates to every CREW Network Council Meeting. The responsibilities of the Delegates shall include, without limitation, presenting issues requiring a vote to the Board of Directors prior to the applicable Council Meeting and preparing a report for the next scheduled

Board meeting following the applicable Council Meeting. If requested, the Organization shall reimburse the Delegates (or their alternates, if applicable) for their Eligible Expenses (as defined below) for attending CREW Network Council Meetings. “**Eligible Expenses**” are fees or charges associated with the Council Meeting, airfare, hotel expense, ground transportation and such other items to the extent in accordance with the applicable annual budget approved by the Board of Directors.

ARTICLE X

FINANCE

Section 1. Fiscal Year: The fiscal year of the Organization shall begin on January 1 and end on December 31.

Section 2. Approved Signatures: The funds of the Organization 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 authorized in writing by the Board of Directors.

Section 3. Budget: The annual budget prepared by the Treasurer, including estimated income and expenditures, shall be subject to the Board of Directors approval. Each Director, after collaborating with the respective Committee Chairs to establish a realistic budget for such Director’s area of responsibility, shall provide input to the Treasurer and to the Treasurer’s proposed budget. Prior approval of the Board of Directors shall be required for any expenditure that exceeds that included in the approved budget.

Section 4. Indemnification: The Organization shall have the power to purchase and maintain insurance to indemnify the Organization, 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 Organization shall use its funds only to accomplish the purposes specified in these Bylaws and for philanthropic purposes and no part of said funds shall inure to or be distributed to the members of the Organization except to pay reasonable compensation for services rendered and except to make payments in furtherance of the purposes set forth in the Bylaws.

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

ARTICLE XI

PARLIAMENTARY PROCEDURE

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

ARTICLE XII
AMENDMENTS

THESE BYLAWS MAY BE ADOPTED, AMENDED, REPEALED, OR ALTERED IN WHOLE OR IN PART BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERSHIP OF THE ORGANIZATION PRESENT IN PERSON OR BY PROXY AT ANY DULY CALLED MEETING OR BY ELECTRONIC VOTE. A COPY OF THE AMENDED BYLAWS MUST BE INCLUDED IN THE NOTICE OF THE MEETING AT WHICH SUCH ACTION SHALL TAKE PLACE OR PROVIDED ELECTRONICALLY IN THE CASE OF AN ELECTRONIC VOTE.