CREW Northwest Arkansas

a non-profit organization

ARTICLE I. NAME AND AFFILIATION

1. Name. The official name of this organization shall be Commercial Real Estate Women of Northwest Arkansas (CREW Northwest Arkansas), provided however, the Organization may do business under such name or names as the Board of Directors from time to time approves providing the name is indicative of both the location and affiliation with CREW Network (e.g. “CREW NWA”).

2. Affiliation. This organization functions as an affiliate Chapter of the Commercial Real Estate Women Network (CREW Network) and will follow the organizational bylaws and procedures set forth by CREW Network and the CREW Network Board of Directors.

ARTICLE II. 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 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 Board of Directors shall determine.

2. Purposes. The purposes of the organization are to:

(a) Encourage and promote business and professional opportunities for members in the field of commercial real estate;

(b) Provide a communication network among its professional members that respects the rights, dignity, and worth of all people;

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

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

(e) Strive to eliminate bias in professional activities and 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. Categories. Membership in the organization shall include the following categories of membership.

(a) FULL Member. Any person of good character and reputation who is a professional in the field of commercial real estate may become a member; provided, however, that members be currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate as defined herein (i.e., all or most of the applicant’s gainful employment or major source of income is in commercial real estate), and (i) promote and contribute to the financial well-being of their company, (ii) hold a managerial, senior-level, professional, principal, or revenue-generating position, (iii) is in a decision-making position, or (iv) otherwise participates at a professional level in one of the qualified fields of commercial real estate listed below.

Qualified Fields of Commercial Real Estate (QFCRE). “Qualified fields of commercial real estate” shall include the fields identified as such by the Board of Directors, so long as the services provided relate to commercial real estate. For purposes of the foregoing the term “commercial real estate” shall mean income-producing real property and real property held for investment. 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 such determinations, the Board of Directors may refer to the specified fields used by CREW Network. Persons serving in a support capacity, staff position, or assistant/secretarial position are not eligible for membership.

(c) AFFILIATE Member. (fka "vendor member") Any person of good character and reputation who has experience in a field related to commercial real estate and is currently employed in a position whose primary professional responsibilities relate to, benefit or support commercial real estate, and supplies a service or physical product related to commercial real estate; provided that such persons' admission would further the purposes of the organization and benefit its members (as determined by the board of directors). Affiliate applicants for membership with less than five years experience shall be submitted to the Board of Director for consideration, via the Membership committee, and require Board majority for membership approval. Affiliate members who are current with membership dues and other obligations are eligible to vote, chair or serve on committees, and serve on the Board of Directors; provided, however, no more than 25% of the Board of Directors shall be comprised of Affiliate Members.

(d) GRADUATE STUDENT Member. Any person of good character and reputation who is currently involved as a full-time graduate student in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate (as defined herein). Graduate student members who are current with membership dues and other obligations are eligible to serve on committees, but are not eligible to vote, to chair committees nor to serve on the board of directors.

(e) CIVIC Member. Any person of good character and reputation who is currently involved in one of the qualified fields of commercial real estate for local or regional government, other public agencies, instruction at universities or other educational institutions or not-for-profit organizations, who may or may not meet primary responsibility or experience requirements, but whose admission would further the purposes of the Organization and benefit its members (as determined by the board of directors). Civic members who are current with membership dues and other obligations are eligible to serve on committees, but are not eligible to vote, to chair committees nor to serve on the board of directors.

(f) RETIRED Member. Any person of good character and reputation who is retired and was a member of a CREW Chapter for three (3) or more consecutive years immediately preceding such retirement. Retired members who are current with membership dues and other obligations are eligible to vote and to serve on committees.

(g) UNDERGRADUATE STUDENT Member. Any person of good character and reputation who is currently involved as a full-time undergraduate student in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate (as defined herein). Undergraduate student members who are current with membership dues and other obligations are eligible to serve on committees, but are not eligible to vote, to chair committees nor to serve on the board of directors.

(h) HONORARY/SPECIAL Member. Any person who supports the mission of CREW Northwest Arkansas and CREW Network, with good character and reputation, who may or may not meet primary responsibility or experience requirements, but whose admission would further the purposes of the Organization and benefit its members (as determined by the board of directors). Honorary/Special members are considered by and voted in solely by Board majority, on an as-needed basis, and may have membership dues waived at the discretion of the Board.

2. Composition. The Organization will 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. The Organization is committed to provide a professional, respectful, inclusive, and welcoming environment to all people. 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 qualified field of commercial real estate (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 Section III(1)a above) in the Organization, 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 Organization, 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.

3. Application. Each applicant shall submit an application for membership which shall include such information and application fees 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 must be approved 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 (or by the President); provided that the Board of Directors has overall approval/veto power.

4. Membership Book and Roster. The Organization shall keep, or shall cause CREW Network to keep, a record of the membership, including the current name, address, telephone number, email address, years of professional experience, date of admission, and category of membership for each member, and shall have that record available at such time and place as is necessary for the conduct of the business of the Organization.

5. Change of Membership Category. The Organization shall keep, or shall cause CREW Network to keep, a record of the membership categories for each member and contact the member if, for any reason, they should be moved to a different category of membership. The member should be informed if a change in dues amount will accompany such category change. This review shall happen in late summer (no less frequently than annually) so records are correct for the next calendar year. A member can also request a change in category in writing to the Secretary, which shall be presented to and reviewed by the same individual(s) that review member applications (as provided in Section III(3) above).

6. Dues. The Board of Directors shall establish the dues structure for all membership categories which includes amounts of dues required to be paid to CREW Network. The Organization shall send or cause to be sent an invoice for dues or notice of invoice availability to each member annually. Failure to remit dues by the due date determined by the Board of Directors shall be grounds for termination of membership (the fact and date of termination shall be recorded). Membership dues are non-refundable.

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

8. Resignation. Any member may withdraw from the Organization 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.

9. Termination. The Board of Directors, by a majority vote of the full Board, may terminate the membership of any member of the organization in its sole discretion. When this occurs, for any reason other than failure to remit dues by the deadline, as stated in Section III(6), above, such members shall be given notice by certified mail or electronic 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.

10. Reinstatement. Upon written request signed by an inactive member (inactive being defined as a prior member whose membership lapsed during the previous membership term) and filed with the Secretary, the Board of Directors may vote to reinstate such inactive member to active membership. **OR** The Board of Directors shall establish reinstatement policies for individuals who have allowed their membership to lapse during a prior term. In all cases, an individual seeking reinstatement of membership shall pay all applicable dues, assessments or other charges that are currently due, including membership

application fee. For inactive members seeking reinstatement within one year, the membership application fee will be waived

11. 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.

13. Membership Reciprocity Program. The Organization 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 Full member in good standing of another CREW Network Chapter (as defined in Section III(1)a above). Requests from members who are not categorized as Full members will be reviewed on a case-by-case basis by the Board of Directors or by the Committee or agent to whom the responsibility for membership review and applications is delegated by the Board of Directors.

(a) There will be no local dues required from these individuals for the membership term for which CREW Network dues were paid.

(b) Prior to membership renewals for the next membership term, the Board of Directors or the Committee or agent to whom the responsibility for membership review and application is delegated by the Board of Directors, will determine if the individual must complete a membership application form. If application is required, the application process shall be presented to and reviewed in the same manner as new member applications (see Section III(3) above). If approved for continued membership, regular chapter dues will be assessed going forward.

ARTICLE IV. MEETINGS OF CREW NETWORK ORGANIZATION

A minimum of one (1) official delegate, or designated alternate (see Article VII, Sections 3-4), will be in attendance at all CREW Network council of delegate meetings (typically three per year: winter, spring & fall) to represent the members of the Organization as a chapter of CREW Network. The official chapter delegates are responsible to disseminate CREW Network information to the members and leaders of the Organization and to act as a liaison between CREW Network and the Chapter. Pursuant to CREW Network policies, the Chapter will have (2) votes at all CREW Network governance issues that come before the Council of Delegates: one (1) vote from each of two (2) delegates, or two (2) votes from one (1) delegate, if they are the only delegate in attendance.

ARTICLE V. MEETINGS OF THE ORGANIZATION

1. Annual Meeting. The annual meeting of the membership shall be held on such date as is determined by the Board of Directors for the purpose of announcing the slate of Officers and Directors for the following year (if not announced via electronic delivery), reviewing the financial status of the Organization and/or such other matters as determined by the Board. The Board of Directors shall designate the date and place for the annual meeting of the membership and shall cause notice of that meeting to be sent not less than seven or more than sixty days before the scheduled date to each member at their address (which may be an email address, if such notice is sent electronically) as it appears on the membership roster.

2. Regular Meetings. Regular meetings of the membership will be held (no less than four times a year) with a schedule to be determined from time to time by the Board of Directors, some or all which meetings may be open to nonmembers.

3. Special Meetings. Special meetings of the membership may be called as provided by law or by the President or any Board member at the request of at least ten percent (10%) of voting members. Meetings of the membership may be held either within or without this state.

4. Quorum and Voting Rights. Members who are eligible to vote, as defined herein, represented in person or by proxy or voting by absentee ballot, at any meeting of members shall constitute a quorum for such meeting or mail or electronic mail vote. Eligible members 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, or an online or electronic submission of vote, is a sufficient writing. No appointment of a proxy shall be valid after the expiration of one 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. Eligible members may vote by absentee ballot by delivering the ballot, in advance of the meeting of members, to any

Officer in person, by ordinary mail, facsimile, electronic mail or similar communication or via a delivery service. Unless otherwise provided herein, a majority of the eligible members voting on any matter shall determine the matter. Eligible members shall each be entitled to one vote on all matters. Cumulative voting shall be prohibited.

5. Waiver and Actions without a Meeting. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Organization may be held at any time and at any place within or without the state of Arkansas, and any action may be taken thereat if notice is waived in writing by every member having the right to vote at the meeting. Any action which may be taken at a meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, are consented to (which consent may be via electronic mail or other online voting/consent method) by more than fifty percent (50%) of the voting members, and such consents shall be filed with the minutes of the Organization and shall have the same force and effect as a vote at a meeting duly held.

6. Books and Records. Any member shall have the right to request to review all books and records of the Organization for any reasonable and proper purpose and at any reasonable time, to be permitted at the President's discretion.

7. Notice and Electronic Means. Whenever not prohibited by law, meetings and notices may be given and votes may occur by electronic means. Any meeting may be conducted by means of remote communication equipment that allows each participant of the meeting to communicate with all other meeting participants. Electronic transmissions shall be considered written transmissions for purposes of any provision of these Bylaws requiring any action or notice in writing, unless specifically stated otherwise.

ARTICLE VI. BOARD OF DIRECTORS

1. Duties, Number and Qualification. The Board of Directors shall consist of not less than seven and not more than eleven persons eligible to serve. The Board of Directors shall be charged with the responsibility for managing the property and affairs of the Organization and setting the policy for such management. The Board of Directors shall uphold commitments and responsibilities pursuant to the Board of Directors Commitment Letter. Full Members and Affiliate Members, subject to the limitations set forth above, current in dues and other obligations may be nominated to a position on the Board of Directors. The Board of Directors shall be composed of those members who are Officers and the Directors.

2. Term. The President-Elect/Delegate, President and Past President shall each serve one-year terms. The Directors shall each serve two-year terms, which shall be staggered terms. In each election, successors to the Board members with expiring terms will be elected to two-year terms. Membership on the Board of Directors shall be limited to six years in succession (or up to seven years if three of those years are in the presidential roles).

3. Selection. The Nominating Committee shall select the slate of Directors and Officers to fill the positions that will be vacated the next year. Such nominees shall serve unless disapproved by a majority of the eligible members voting at a meeting or mail, electronic email or internet 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 six (6) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by any two Directors. All meetings will be held in a place or manner that is accessible, with equipment, facilities or any other necessary materials provided so all participants are able to fully contribute.

5. Notice. The Secretary or such other person designated by the Secretary or Board of Directors shall deliver 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 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. 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 video, telephonic or other communication equipment as long as all persons participating in the meeting are able to communicate with each other.

7. Voting. Each Officer or Director shall have one vote and such vote shall not be permitted by proxy. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board unless a greater number is specifically required by these Bylaws, by the Certificate of Incorporation or by law.

8. Action without a Meeting. The Board may act without a meeting by the unanimous written (which may be via electronic mail) consent of all Officers and Directors. Unanimous written consents shall be filed in the minute book of the Organization.

9. 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 incorporation] and any action may be taken thereat, if notice is waived in writing (which may be via electronic mail) by every member of the Board of Directors.

10. 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, 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 of Directors. 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.

11. 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 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 Organization shall have a Past President, President, a President-Elect/Delegate, a Secretary, a Treasurer, and a second Delegate (who may or may not hold one of the aforementioned officer positions). The Organization 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 eligible members who are current in dues and other obligations, by the Nominating Committee, shall serve unless disapproved as set forth above, and shall serve for one year in that capacity and until their successors are selected unless otherwise specified by board vote.

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 Organization and the Board of Directors. The Past President shall chair the Nominating Committee.

3. President and President-Elect/Delegate. The President shall be the chief executive officer of the Organization and shall administer and exercise general supervision over all its affairs. The President shall become the Past President for the term succeeding the term in which they served as President. The President, and in their absence the President-Elect, shall preside at all meetings of the Organization 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 for the term succeeding the term which they served as President-Elect, and shall represent the Organization as a Delegate to CREW Network and attend, or make arrangements for an approved alternate to attend, all CREW Network council meetings during their term.

4. Delegates. The two (2) official Delegates, one position being held by the President-Elect of the Chapter as noted in Subsection 3 above, are charged with the responsibility to disseminate information from CREW Network to the members and leaders of the Organization and to act as a liaison between CREW Network and the Organization. Delegates are required to attend, or make arrangements for a surrogate, approved by the Board of Directors, to attend all CREW Network council meetings during their term. Two (2) votes per chapter are required on all CREW Network governance issues that come before the Council of Delegates (one vote each cast by two delegates or two votes cast by one delegate if they are the only delegate in attendance).

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 and shall be responsible for the funds of the Organization, 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 Section VI(11) of these Bylaws. Removal of a person from office shall be as described in Section VI(10) of these Bylaws

ARTICLE VIII. COMMITTEES

1. Nominating Committee. The Board shall appoint a Nominating Committee to be comprised of five (5) members as follows: the President**,** the President-Elect (who shall be default Chairperson if Past-President is unable to serve as Chair), the Past-President (who shall be Chairperson), one (1) member appointed by the Board of Directors (must have minimum two years of Network membership) and one (1) member elected by the membership (must have minimum two years of Network membership)**.** The Nominating Committee will look for a variety of diverse candidates and no later than September 1 each year, the Nominating Committee shall select from those Full members of the Organization, who are current in dues and other obligations, 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 calendar years. The Nominating Committee shall notify the general membership of such selections no later than the earlier of September 1 or seven days prior to the vote to be held for the approval of such slate. Such notice may be by meeting of the general membership called for such purpose, by mail, 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 eligible voting members (eligibility of voting members is defined in Article III). Voting may occur at a meeting of the general membership or by mail ballot (including regular mail, or electronic mail) or by an online forum. 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 or more additional Committees to consist of not less than three members and may authorize the delegation to any such Committee of any of the authority of the Board of Directors. The Board may appoint one 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 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 and made accessible to all members of the Organization ensuring the location, facilities, equipment and other necessary materials are provided in order for everyone present to communicate; 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 Organization.

5. Constraints and Accountability. All actions of the Committees shall be approved by the President. No commitments on behalf of the Organization 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 Organization shall be January 1 through December 31 of each year.

ARTICLE X. CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board of Directors may authorize one or more Officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Organization. All checks or orders for the payment of money equal to or in excess of $3,500.00 shall require two authorized signatures, unless the same was included in the budget previously approved by the Board of Directors. Checks or orders for payment of money in amounts less than $3,500.00 shall require only one authorized signature. Any proposed expense in excess of $3,500.00 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 Organization and one or more of its Directors or Officers or between the Organization and any other organization, corporation, firm, association or other entity in which one or more of the Directors or Officers of this Organization 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 Organization as of the time it is authorized or approved by the Directors.

ARTICLE XII. INDEMNIFICATION

The Organization shall, to the full extent permitted or required by the Arkansas Non-Profit Corporation Law, as the same from time to time may be amended, indemnify all persons who it may indemnify pursuant thereto.

The Organization is authorized to maintain in full force and effect standard policies of director's and officer's liability insurance and comprehensive business insurance covering all Directors and Officers of the Organization, insuring them against liability for any action 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 days prior to the meeting or mail vote at which the proposed changes are to be adopted, pursuant to the voting rights stated in Article V. Section 4.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the Organization the Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all the assets of the Organization 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.

I HEREBY CERTIFY that I am a duly elected, qualified and authorized representative of CREW Northwest Arkansas (the "**Organization**") and that the above and foregoing Bylaws were adopted as the Bylaws of the Organization as of July 11,2025 by a majority of the members of the Organization.
I have executed this Certificate as of July 11, 2025.

Jessica Straub
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Jessica Straub, 2025 President CREW Northwest Arkansas