

# **AMENDED AND RESTATED BYLAWS OF COMMERCIAL REAL ESTATE WOMEN, INC. – DETROIT, MICHIGAN**

*Adopted: February 16, 2026*

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## **ARTICLE I. NAME, AFFILIATION, AND PURPOSE**

### **Section 1. Name**

The name of this organization shall be **Commercial Real Estate Women, Inc. (“CREW Detroit” or the “Organization”)**, doing business as a Chapter of CREW Network, and incorporated in Michigan.

### **Section 2. Affiliation**

This Organization functions as an affiliate Chapter (“Chapter”) of CREW Network and will follow those organizational bylaws and procedures required by CREW Network and its Board of Directors.

### **Section 3. Purpose**

**CREW Detroit is organized exclusively for the following purposes:**

- To provide a communication network among its Members in the field of commercial real estate;
- To encourage and promote business and professional opportunities for Members in the field of commercial real estate;
- To provide organizational and developmental support to its Members;
- To further professional development and expertise of Members through educational opportunities;
- To acknowledge and publicize the accomplishments of women in the field;
- To promote the highest professional standards among Members and Chapters, while providing a respectful, inclusive and welcoming environment for CRE professionals.
- To undertake all other activities permissible for organizations described in Section 501(c)(6) of the Internal Revenue Code.

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## ARTICLE II. MEMBERSHIP

### Section 1. Membership Categories

CREW Detroit shall maintain the following member classes (titles and eligibility as Detroit currently defines):

**Full Members:** Professionals primarily employed in any “Qualified Field of Commercial Real Estate (QFCRE)” (full list immediately below). Any person of good character and reputation who is a professional in the field of commercial real estate may become a Full member; provided, however, that members be currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one (1) 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 (1) or more of the qualified fields of commercial real estate as defined herein. Full Members who are current with membership dues and other obligations are eligible to vote and serve in any leadership positions. For purposes of these Bylaws, “Full Members” may also be referred to as “Active Members.”

- **Affiliate Members:** Professionals whose responsibilities relate to, benefit, or support CRE, or involve the sale of CRE-related products/services. Any person of good character and reputation who has five (5) or more years of 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 one or more of the qualified fields of commercial real estate (as defined herein), 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 Members who are current with membership dues and other obligations are eligible to vote and to chair or serve on committees. Affiliate Members may serve on the Board of Directors, provided that (i) Affiliate Members do not comprise more than thirty percent (30%) of the Board at any time, and (ii) no more than one (1) Affiliate Member may serve on the Executive Committee.

**Affiliate Membership categories may be created/deleted from time to time by Board vote.**

- **Associate Members:** Individuals who do not otherwise qualify as a Regular/Full member solely because they have less than five (5) years' experience, shall be considered for an associate membership. The determination as to whether an individual is qualified to become an associate member shall be made at the discretion of the board of directors, as long as the individual has a minimum of one (1) year experience in their field; is approved by the membership committee and board of directors; and shall be subject to annual review and approval by the membership committee and the board of directors, whose approval may be given or withheld in their sole discretion; and the individual must join a committee and otherwise fulfill the requirements of an active member. Associate members who are current with membership dues and other obligations are eligible to vote and may serve on committees but are not eligible for a board position or to serve on the Executive Committee.
- **Student Members:** Undergraduate students pursuing relevant degrees (with Network application). 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 (1) 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 vote and to serve on committees but are not eligible to chair committees nor to serve on the Board.
- **Retired Members:** Former members retired from their CRE professions. 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, serve on committees, chair committees, but are not eligible to serve on the Board.
- **Nonprofit, Civic, Government Members:** Employed by tax-exempt or government organizations with some activity devoted to CRE. Any person of good character and reputation who is currently involved in one (1) 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 vote and to serve on committees, the board or executive board/committee.

## **Section 2. Membership Composition**

**Composition:** CREW Detroit is committed to maintaining a professional, respectful, inclusive, and welcoming environment for all individuals and does not discriminate on the basis of any protected characteristic under applicable law. 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 Field of Commercial Real Estate (“QFCRE”), as defined herein.

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

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.

### **Qualified Fields of Commercial Real Estate (QFCRE) include, but are not limited to:**

accounting; acquisitions/dispositions; appraisal; architecture; asset management; brokerage; CRE business development; commercial insurance; commercial lending; construction management/general contracting; consulting; corporate real estate; cost segregation; economic development; education; engineering; environmental; CRE executive; facility management; finance; human resources; interior design/space planning; investment management; investor relations; land use planning/zoning; land surveying; law; market research; program/project management; property management; public sector and transportation/port authorities; real estate development; relocation; risk management; title/escrow; and any additional fields as approved by the Board.

### **Section 3. Membership Application, Changes in Membership, Eligibility and Dues**

**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; provided that the Board of Directors has overall approval/veto power.

**Membership Book and Roster:** CREW Detroit 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.

**Change of Membership Category:** CREW Detroit shall keep, or shall cause CREW Network to keep, a record of the membership categories for each member, which shall be reviewed in late summer (no less frequently than annually), so records are correct for the next calendar year. This review and membership category change is the responsibility of the Membership Board Liaison and Membership Committee.

CREW Detroit shall contact members if, for any reason, they should be moved to a different category and informed if a change in dues amount will accompany such category change. A member can also request a change in category in writing to the Membership Board Liaison and Secretary which shall be presented to and reviewed by the same individual(s) that review member applications.

#### **Admission, Limits and Diversity:**

- **Detroit-Specific Restrictions:**
  - No one QFCRE category >25% of Active Members.
  - No one QFCRE at a single firm >40% (unless category is <5 members).
  - No single firm >30% of total Active Members.
  - Affiliate Members ≤15% of total membership, and no single affiliate trade >50% of affiliate class.
  - Board may temporarily exceed limits for transfers, transitions or transferees from other chapters; exceptions require Executive Committee approval.

## **Membership Privileges and Requirements:**

- **Active Members:** Voting, holding Board and officer positions, committee eligibility.
- **Affiliate:** Voting, committee chair/service and Executive Board (no more than one affiliate) or >30% Board representation.
- **Associate:** Voting, committee service, but **not eligible** board or executive board positions.
- **Retired:** All rights except Board/officer eligibility; total  $\leq 10\%$  of members.
- **Student:** Voting, committee eligibility only; no Board or chair roles.
- **Civic/Nonprofit/Government:** Same rights as Active Members

**Maintaining Eligibility:** CREW Detroit reserves the right to review and verify the eligibility of existing members at any time, particularly when there is a change in the member's employment or job responsibilities. If such review results in a change to the member's category, the Board of Directors, or the designated committee or agent, will act in accordance with Article II, Section 3. If the change results in the member no longer meeting the eligibility criteria for membership, the member may retain their membership for the remainder of the current term (for which dues have already been paid) but will not be eligible to renew for the next term - unless an exception is deemed necessary during the last half of the year, at the discretion of the Board. This decision will be communicated to the affected member by the Board or its designated representative. The Board of Directors retains final authority in all such matters.

If a current Board member experiences a change in employment or job responsibilities that results in a loss of eligibility for their membership category, they may request a grace period of up to ninety (90) days to seek a new qualifying position. The request must be submitted in writing and is subject to approval by the Executive Committee. During the grace period, the Board Member shall retain their membership but may be required to change categories, and shall recuse themselves from voting or participating in any decisions that could be affected by their change in status. If the member does not regain eligibility within the grace period, they may retain membership for the remainder of the current term (for which dues are already paid), but any leadership role held shall be deemed vacated. The Board of Directors retains final authority to determine eligibility and continued participation during a period of transition.

**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. CREW Detroit 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.

- Affiliate Members must also commit to annual sponsorship at a level set by the Executive Committee. This is the amount added to an Affiliate's membership dues.
- Dues payable by January 1 of the year; new member dues within 30 days of notice of acceptance.
- Dues are non-refundable.

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

**Resignation:** Any member may withdraw from membership with CREW Detroit 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.

**Termination:** The Board of Directors, by a majority vote of the full Board, may terminate the membership of any member of CREW Detroit upon a good-faith determination that termination is in the best interests of the Organization. When this occurs, for any reason other than failure to remit dues by the deadline, or due to ineligibility, 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.

**Reinstatement:** Upon written request signed by a former member whose membership lapsed during the previous membership term and submitted to the Secretary, the Board of Directors (or the Committee or agent delegated to review membership applications) may vote to reinstate that individual's membership without requiring them to reapply.

If the lapse occurred in any term prior to the term immediately preceding the current one, the individual must reapply in accordance with Article II, Section 3, unless they submit a written request to the Secretary confirming that there have been no changes in their

employer or role. In such cases, the Board (or delegated Committee or agent) may, in its sole discretion, waive the application requirement and vote to reinstate the individual's membership.

In all cases, any individual seeking reinstatement must pay all applicable dues, assessments or other charges that are currently due at the time of reinstatement.

**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.

**Membership Reciprocity:** CREW Detroit shall participate in the Membership Reciprocity Program, as set forth by CREW Network, 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. 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 an application is required, the application process shall be presented to and reviewed in the same manner as new member applications (as stated in Article III, Section 3). If approved for continued membership, regular chapter dues will be assessed going forward.

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#### **ARTICLE IV. MEETINGS OF MEMBERS**

- **Annual Meeting:** Held annually (exact date per Board); purpose—announce officers, transact other business. This can also be a digital or email vote.
- **Special Meetings:** Special meetings of the membership may be called as provided by law, by the President, by the Executive Committee, or by any Board Member. In

addition, a special meeting shall be called upon written request of either (i) four (4) members, or (ii) at least ten percent (10%) of the voting members.

- Requests for special meetings shall be submitted to the Secretary in writing and shall state the purpose of the meeting. Notice of any special meeting shall be provided to the membership in accordance with these Bylaws.
- **Notice:** At least 10 days in advance by mail or email to addresses on record.
- **Quorum:** 1/3 of voting members. 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.

**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, 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.

**Books and Records:** Any member shall have the right, upon written request stating a reasonable and proper purpose, to inspect and copy such books and records of the Organization as are required to be available for inspection under the Michigan Nonprofit Corporation Act, at a reasonable time and location specified by the Organization. The President or their designee may reasonably condition the time, manner, and scope of inspection, consistent with applicable law, but shall not unreasonably withhold or delay access where such access is legally required.

**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 V. BOARD OF DIRECTORS**

- **Composition & Duties:** Officers (President, President-Elect, Immediate Past President, Treasurer) and Directors. The Board of Directors shall be charged with the responsibility for managing the affairs of CREW Detroit and setting the policy for such management. No person shall serve on the Board of Directors unless they are a Full, Affiliate or Nonprofit/Civic/Government Members, current in dues and other obligations. The Board of Directors shall be composed of those members who are Officers and the Directors (“Board Members”).
  - **CREW Detroit shall have no less than six (6) board members and no more than 14 board members, including the Executive Committee members. This can be adjusted from time to time from board resolution.**
- **Selection:** The Nominating Committee shall select and present the slate of officers and directors to fill the positions that will be vacated the next calendar 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.
- **Eligibility:** All Board members must be Active Members and current in dues.
- **Terms:** President/President-Elect/Past President: one (1) year terms. Other officers/directors: two (2)-year staggered terms.

**Term:** The President-Elect/Delegate, President and Past President shall each serve one (1)-year terms. The remaining Officers and Directors shall each serve two (2)-year terms, which shall be staggered terms. In each election, successors to the Board Members with expiring terms will be elected to two (2)-year terms. Service on the Board of Directors shall be limited to six (6) years in succession (or up to seven (7) years if three (3) of those years are in the presidential roles).

- Officers may not simultaneously chair standing committees (except ex-officio, Immediate Past President, Nominations/Sponsorship Committee, Finance & Budget Committee and Past Presidents Council).

**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 (2) Board Members. 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.

**Notice:** The Secretary or such other person designated by the Secretary or Board of Directors shall deliver notice of the time and place of regular meetings of the Board to each Board Member at least five (5) days prior thereto. In the case of a special meeting, the notice shall be delivered to each Board Member at least two (2) days prior thereto and include the purpose of the special meeting.

**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 Officer or 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.

**Voting:** Each Officer or Director shall have one (1) vote and such vote shall not be permitted by proxy. The act of a majority of the Board Members 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.

**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.

**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 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.

**Removal:** The Board of Directors, by a majority vote of those Board Members then in office who are not the subject of the removal vote, may remove any member of the Board from office for good cause, including but not limited to: failure to fulfill the responsibilities of their position, violation of CREW Detroit's code of conduct or conflict of interest policy, or conduct that reflects poorly on the reputation, mission, or brand of CREW Detroit. In addition, failure to attend, without an approved excuse, two (2) consecutive meetings of the Board or 50% or more of the total Board meetings in a calendar year shall constitute grounds for removal.

- Notice shall be given to any Board Member whose continued service has been called into question no fewer than five (5) days in advance of the Board meeting where the matter will be considered, unless the Board determines that immediate removal is warranted due to serious misconduct. In all cases, the individual shall have an opportunity to respond before a final vote is taken. The Board's decision shall be final.

**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 Board Members until the next meeting of the Nominating Committee. If the vote of the remaining Board Members 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. When a vacancy is filled in this manner, any partial term being served does not count toward term limits described herein.

**Loss of Eligibility During Board Terms:** If a Director or Officer becomes ineligible for membership under the criteria set forth in Article II during their term on the Board due to a change in employment status or job responsibilities, or other similar circumstance, they shall promptly notify the President or Secretary.

- The individual may request a grace period of up to ninety (90) days to seek a new qualifying position, which shall be evaluated at the discretion of the Executive Committee. If the grace period is granted, the individual may continue to serve on the Board at the discretion of the Executive Committee but shall recuse themselves from any votes or decisions on any matter where their change in eligibility presents a direct conflict of interest.
- If the individual does not regain eligibility within the grace period, or if the Board determines that continued service is not in the best interest of the Organization, the position shall be deemed vacated and filled pursuant to Article V of these Bylaws. The Board of Directors retains final authority to determine whether a change in circumstances renders a Board member ineligible to continue serving.

**CREW Network Intervention in Exceptional Circumstances:** If CREW Detroit's Board of Directors becomes unable or unwilling to fulfill its responsibilities - whether due to mass resignation, prolonged inaction, internal conflict or other circumstances that result in an absence of leadership - CREW Network may be asked to intervene. At the request of remaining chapter leadership, members or CREW Network itself, the Network may take temporary action to assess the situation, provide guidance, and support damage control or transitional efforts.

- Such action may include, but is not limited to: identifying and appointing interim leadership to reestablish governance, calling a special meeting of the membership, facilitating board or officer elections, providing oversight or recommendations to ensure continuity and alignment with brand and mission
- Any such intervention by CREW Network shall be temporary in nature and limited to restoring operational stability. The Organization shall cooperate fully with any reasonable requests made by CREW Network during this period. Nothing in this section shall be interpreted as granting CREW Network authority over the normal, ongoing operations of the Chapter outside of such extraordinary circumstances.

## **ARTICLE VI. OFFICERS**

**Selection and Term.** CREW Detroit shall have a Past President, President, a President-Elect/Delegate and 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 (2) 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.

The Nominating Committee shall select such Officers from the eligible members who are current in dues and other obligations.

The President-Elect shall automatically succeed to the office of President at the end of their term, and the President shall automatically succeed to the office of Past President. Each of these three roles - President-Elect, President, and Past President - shall serve for a term of one (1) year in that capacity and until their successors are selected and qualified.

The Treasurer and other Officers (if any) shall each serve a term of two (2) years in that capacity and until their successors are selected and qualified, and may be reappointed, subject to any term limits imposed elsewhere in these Bylaws. If an Officer in one of these positions is selected by the Nominating Committee to serve as President-Elect before completing their two-year term, the Nominating Committee shall include in the slate, a new candidate to fill that Officer position for a full two-year term, to serve in that capacity and until their successor is selected and qualified.

**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.

**President and President-Elect/Delegate.** The President shall be the chief executive officer of CREW Detroit 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 CREW Detroit 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 CREW Detroit 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.

**Delegates.** The two (2) official Delegates, one (1) position being held by the President-Elect of CREW Detroit as noted above, are charged with the responsibility to disseminate information from CREW Network to the members and leaders of CREW Detroit and to act as a liaison between CREW Network and CREW Detroit. 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 (1) vote each cast by two (2) delegates, or two (2) votes cast by one (1) delegate if they are the only delegate in attendance).

**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.

The CREW Detroit Chapter Administrator shall serve as the Secretary for the organization.

**Treasurer.** The Treasurer shall keep and maintain all financial records and shall be responsible for the funds of CREW Detroit, 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 Board Liaison and/or Chairperson of the Budget and Finance Committee.

**Vacancy and Removal.** A vacant office may be filled in the manner described in Article II. Removal of a person from office shall be as described in Article V.

## **ARTICLE VII. COMMITTEES**

**Executive Committee.** The Executive Committee shall act on behalf of the Board of Directors between regularly scheduled Board meetings and shall have the authority to make decisions on urgent matters requiring timely action, except as otherwise limited by these Bylaws or applicable law. The Executive Committee shall consist of the President, President-Elect, Past President and Treasurer, along with any other officers or directors the Board may designate. All members of the Executive Committee must be members of the Board of Directors. Executive Committee members shall serve for the duration of their term in the corresponding officer or director role, unless otherwise determined by the Board. The Board may remove any member of the Executive Committee from the Executive Committee with or without cause by majority vote.

The Executive Committee shall meet at the request of the President or any two Executive Committee members. Notice of meetings shall be given at least 48 hours in advance, unless waived by unanimous consent. A majority of Executive Committee members shall constitute a quorum for the transaction of business. All actions taken by the Executive Committee shall be reported to the full Board at its next regular meeting and shall be entered into the meeting minutes. The Board may ratify, revise or revoke any such actions not already acted upon. The Executive Committee shall have all the powers of the Board of Directors when the full Board is not in session, except that it may not:

- (a) Amend the Articles of Incorporation or Bylaws;
- (b) Approve or recommend actions requiring approval by the full membership;
- (c) Adopt or approve the annual budget (unless delegated by the full Board); or
- (d) Fill vacancies on the Board.

**Nominating Committee.** The Board shall appoint a Nominating Committee consisting of no more than 10 members, as follows: the President-Elect, President, the Immediate Past President (who shall serve as Nominating Committee Chair) and one (1) past-president. The remaining members are to be elected or selected from the general membership. The Nominating Committee shall issue a call for nominations to all members, explaining eligibility and inviting interest and recommendations for eligible individuals to serve on the Board of Directors. The Committee will encourage participation, respond to inquiries and collect nominations, with a deliberate effort to assemble a diverse pool of candidates. The Nominating Committee will confirm eligibility of candidates and verify each candidate's willingness to serve.

By no later than August 31<sup>st</sup> of each year, the Nominating Committee shall prepare a slate of candidates from the eligible and willing pool. The slate shall include a President-Elect to serve during the upcoming calendar year and Officers and Directors to replace those whose terms are expiring, who will serve for the following two (2) calendar years. The Nominating Committee shall notify the membership of the proposed slate no later than the earlier of September 1 or seven (7) days prior to the vote. Notification may be made via a general membership meeting called for this purpose, by mail, email, or another method approved by the Nominating Committee. Unless the slate is rejected by a majority of all eligible voting members (as defined in Article IV), the nominees shall be deemed elected. Voting may occur at a general membership meeting, by mail ballot (postal or electronic), or through an online voting platform. If the slate is disapproved, the Nominating Committee shall propose a new slate of Officers and Directors, repeating the process above until a qualified slate is approved. Current Officers and Directors shall continue serving until their replacements are duly elected.

**Committees.** The Board of Directors may from time to time appoint one (1) or more additional 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. Chairpersons of the Committees shall be appointed by the Board of Directors. These Chairpersons shall serve a term of two (2) years and may be reappointed for subsequent terms. Committee chair or co-chair may not serve more than six (6) consecutive years. The duties of the Committees shall be defined from time to time by 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.

**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 10 times per year, 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 CREW Detroit 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.

**Special Committees.** The President may appoint such other Committees as are necessary to transact the business of CREW Detroit.

**Constraints and Accountability.** All actions of the Committees shall be approved by the President. No commitments on behalf of CREW Detroit may be made by the Chairs or members of the Committees without the prior approval of the Board of Directors.

**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 VIII. FISCAL YEAR**

The fiscal year shall be January 1 – December 31.

## **ARTICLE IX. AMENDMENTS**

Bylaws may be altered, amended or repealed by an affirmative vote of the Board **with written notice to all members**; such action becomes effective after 15 days unless 2/3 of the members object in writing.

## **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 CREW Detroit. All checks, payments, contracts or orders for the payment of money equal to or in excess of \$5,000 shall require two (2) authorized signatures/approvals, unless the same was included in the budget previously approved by the Board of Directors. Checks, contracts or orders for payment of money in amounts less than \$5,000 shall require only one (1) authorized approval/signature. Any proposed expense more than \$5,000 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. SPECIAL AND GENERAL PROVISIONS**

### **Section 1. Earnings and Legal Compliance**

No part of net earnings inures to any member, officer, or private person, except for compensation for services rendered and payments in furtherance of the Organization's mission. The Organization may not engage in activities forbidden for a 501(c)(6) nonprofit.

### **Section 3. Conflict of Interest**

CREW Detroit aims to make decisions in the best interest of the organization and its members. To support this, Board members, officers, and committee chairs should disclose any personal or financial interest they may have in a matter being considered by the Board when that interest is not shared broadly by the membership. After a disclosure is made, the disinterested members of the Board will determine whether a conflict exists and the appropriate way to handle it. The individual with the potential conflict may participate in the initial discussion to answer questions, but will not take part in the final deliberation or vote. The Board may approve a transaction or decision involving a conflict if the disinterested directors conclude that it is fair, reasonable, and in the best interests of CREW Detroit. Any disclosures and the Board's decision will be reflected in the meeting minutes, and Board members will receive an annual reminder of this policy.

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### **ARTICLE XI. INDEMNIFICATION AND INSURANCE**

CREW Detroit will provide indemnification to its directors, officers, committee members, and volunteers for expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with their service to the organization, to the fullest extent permitted by Michigan law. This protection applies when the individual acted in good faith and reasonably believed their actions were in the best interests of CREW Detroit. Indemnification does not extend to matters in which the individual received an improper personal benefit, engaged in intentional misconduct, or otherwise failed to meet the applicable legal standard of conduct. CREW Detroit may also advance expenses as allowed by law and may purchase and maintain directors' and officers' liability insurance to support those serving the organization.

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### **ARTICLE XII. DISSOLUTION**

Upon dissolution, the Board shall, after paying or making provisions for payment of all liabilities, distribute assets for one or more exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, or to such organization(s) approved by the Board as aligned with CREW Network's mission.

I HEREBY CERTIFY that I am a duly elected, qualified and authorized representative of CREW Detroit and that the above and foregoing Bylaws were amended and restated in their entirety those Bylaws of the Organization on February 16, 2026 by a majority of the members of the Organization.

I have executed this Certificate as of February 16, 2026

*Katie Burlager*

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Katie Burlager, 2026 CREW Detroit President