Fort Worth Commercial Real Estate Women, Inc. (CREW Fort Worth)

Ninth Amended and Restated Bylaws of Fort Worth Commercial Real Estate Women, Inc. Effective as of September 18, 2026

Article 1: Name and Offices

1.1 **Name.** The name of the corporation, as set forth in its Amended Articles of Incorporation filed with the Texas Secretary of State on May 2, 2011, is "Fort Worth Commercial Real Estate Women, Inc." (the "Corporation"). The Corporation may also be referred to as "CREW Fort Worth". The Corporation was originally incorporated as Tarrant County Commercial Real Estate Women, Inc., as reflected in the Articles of Incorporation filed with the Texas Secretary of State on May 10, 1993, and was formerly incorporated as Greater Fort Worth Commercial Real Estate, Inc. (pursuant to the Articles of Amendment filed with the Texas Secretary of State on June 7, 1999).

1.2 **Registered Office and Agent.** The registered office of the Corporation shall be as so designated and approved by the Board of Directors. The name of the registered agent at such address shall be as designated and approved by the Board of Directors. The registered office of the Corporation and registered agent may change from time to time and may be different from those named in the Articles of Incorporation.

1.3 **Other Offices.** The Corporation may also have offices at such other places both within and without the state of Texas as the board of directors may from time to time determine or the business of the Corporation may require.

1.4 **Amended and Restated Bylaws.** These Bylaws amend, renew, and restate the prior Bylaws in their entirety, so that all prior versions of the Bylaws shall be null and void and of no further effect from and after the effective date hereof.

Article 2: Statement of Purpose; Policies and Procedures

2.1 **Purpose.** The Corporation is a nonprofit organization of commercial real estate professionals affiliated internationally through membership in CREW Network, providing opportunities for networking, education and leadership development and is dedicated to advancing the achievements of women in commercial real estate.

2.2 **Intentionally Deleted.**

2.3 **Equal Opportunity.** The Corporation adheres to equal opportunity standards. It is committed to a policy that encourages professional membership without regard to race, color, religion, sex, marital status, national origin, disability, age, or any other characteristic protected by federal, state, or local laws. Without limiting the foregoing, and in furtherance of these principles, the Corporation will not engage in any acts or manifestations of a religious nature including, but not limited to, distributing religious literature, advertising religious events, or praying at organizational meetings or events.

2.4 **Limitations.** The purposes for which the Corporation is organized and operated shall be to engage exclusively in such activities as qualify it as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as it now exists or may hereafter be amended (the "Code") and exempt from taxation under Section 501(a) of the Code. Such purposes for which the Corporation is organized include only those purposes that are permitted under Section(c)(6) of the Code, including but not limited to those purposes stated in this Section 2.

2.5 **Governance**. The Board shall address from time-to-time certain governance matters by the adoption of policies and procedures ("Policies and Procedures") which set forth the fees, dues, benefits, guidelines for membership, committee structure, and such other provisions as the Board shall deem advisable for the effective operation of the Corporation. Policies and Procedures adopted by the Board shall be provided to the Members upon request and shall be binding upon the Members. The Board may revise Policies and Procedures in its discretion so long as revisions are consistent with the purpose of the Corporation.

Article 3:Membership

3.1 **Qualifications.** Qualifications for membership shall be set forth in Section 3.2 below. The determination as to whether a person qualifies for membership shall be made at the discretion of the Membership Committee unless the circumstances require the Board of Directors to comment and/or vote.

3.2 **Classes of Members.** The Corporation shall have the following classes of membership as follows:

a) **Full Members.** Full Members shall be members who meet the following qualifications: (i) have a full-time career directly related to one of the Professional Disciplines (listed in Section 3.4 below), whether such candidate is an entrepreneur or is employed by a company, and (ii) have

been employed in such full-time career or profession for a minimum of three (3) years. Full Members have voting privileges and may hold office or serve on the Board of Directors of the Corporation.

b) **Associate Members.** Associate Members shall be members who have a full-time career directly related to one of the Professional Disciplines, with less than three (3) years of experience. Associate Members shall have voting privileges and may serve as a Chair of a committee, but may not hold office or serve on the Board of Directors of the Corporation.

c) **Affiliate Members.** Affiliate members must have a minimum of three (3) years of business experience in the Commercial Real Estate industry with primary professional responsibilities of which relate to, benefit, or support commercial real estate and supplies a service or physical product related to commercial real estate in one of the Professional Disciplines, such as:

Furnishings (carpet, furniture, art)
Janitorial
Landscaping
Marketing and Public Relations
Painting
Property Maintenance
Roofing
Subcontractors, Vendors and Suppliers
Vertical Transport
and such other fields as may from time to time be approved by the Board of Directors

(1) Affiliate Members shall have voting privileges and may hold office or serve on the Board of Directors of the Corporation, following Section 7.1(b).

(2) Affiliate Members will comprise no more than ten percent (10%) of the Corporation's total membership to be calculated based on the greater of the total number of Members as of: (a) the date of such prospective Affiliate Member's application, or (b) October 31st of the prior calendar year.

(3) No single Affiliate category, service or product shall comprise an inequitable percentage (meaning approximately thirty percent (30%) with such nominal variances as may be allowed at the Board's discretion) of the Corporation's total Affiliate Membership. Notwithstanding the foregoing limitation, the Board may, in its discretion, allow Affiliate Members in good standing to renew their membership from the immediately preceding year, provided that such Affiliate Member renews their respective membership on or before February 14th. For purposes of this section, Affiliate Members shall be

categorized by the nature of the services and/or products provided by such Affiliate Members employer company.

(4) When approved, Affiliate Membership is granted for a term of one (1) year. Affiliate Membership is not automatically renewable, and each Affiliate Membership shall be subject to annual review and approval by the Board of Directors. Renewals may be granted or denied at the Board of Director's discretion based upon the criteria set forth herein. Affiliate Members agree to submit such renewal applications or forms as are from time to time required by the Membership Committee and/or the Board of Directors.

(5) In addition to the membership fees, Affiliate Members are encouraged to commit to a minimum amount in partnership money for each membership term, which amount shall be reviewed annually by the Board of Directors and may be increased or decreased at the discretion of the Board. Any variance from a monetary partnership to an in-kind donation of equal or greater value shall be subject to approval by the Board of Directors.

d) **Civic Members.** Civic Members shall be members who are currently actively engaged and employed with a government, public agency, university, or other non-profit organization. Civic members should have at least three (3) years' experience in the following areas of commercial real estate: city planning, economic development, public service, real estate. Civic Members have voting privileges and may hold office or serve on the Board of Directors of the Corporation.

e) **Student Members.** Student Members shall be members who are a full-time student in undergraduate, graduate, or postgraduate studies, pursuing a career in a Professional Discipline. Student Members shall have no voting privileges and may not hold office or serve on the Board of Directors of the Corporation. Student Members shall cease to be eligible for membership if they cease being a full-time student pursuing a career in a Professional Discipline.

f) **Legacy Members**. Legacy Members shall be members who have served as President or on the Board of Directors of the Corporation and who have retired from full-time engagement in their discipline. These former Presidents and Directors will be transferred from the Full Member classification into the classification of Legacy Members when they retire, at the Board's discretion. Legacy Members shall have all privileges enjoyed by a Full Member, including voting. Legacy Members are not eligible to serve on the Board of Directors, with the exception as an Advisory Director, at the specific request of the Board of Directors. Annual local membership fees for Legacy Members will be reduced, on an annual basis, at the discretion of the Board.

g) **Lifetime Achievement Members**. Lifetime Achievement Members shall be members who have been recommended by the Nominating Committee and approved by the Board of Directors for outstanding leadership, dedication to the Corporation, or as deemed appropriate by the Board of Directors. Lifetime Achievement membership is issued as a lifetime status, unless otherwise specified for a stated limited time and reason. The Lifetime Achievement Members will not be charged any local membership fees, and the Corporation will submit payment to CREW Network for the annual Network fees. Lifetime Achievement Members shall have all the privileges of a Full Member except for voting and serving on the Board or as a committee chairperson, with the exception as an Advisory Director, at the specific request of the Board of Directors. The number of persons voted into the classification of Lifetime Achievement Members shall remain minimal, making this a prestigious honor.

3.3 **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 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 Section 3.2(a), 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.

3.4 **Membership Acceptance.** Membership selection and acceptance in the Corporation shall follow the guidelines established by the Membership Committee and approved by the Board of Directors from time to time. When considering a candidate who is transferring from another CREW chapter or who is a current member of CREW Network, the Board of Directors may waive any one or more of the membership application guidelines. New members shall be accepted throughout the calendar year and upon

notification by the Membership Committee representative of approval as a Member, the new member can immediately attend meetings at the applicable member rate. Meetings of the Membership Committee shall be called by the Membership Chair or Co-Chairs and/or the Membership Director to review and approve applications. The candidate shall be notified of the candidate's acceptance or rejection by the Membership Committee. Candidates must be involved in a qualified field of commercial real estate (QFCRE). "Qualified fields of commercial real estate" shall include the fields identified as such by the Board, so long as the services provided relate to commercial real estate. In making such determinations, the Board 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.

3.5 **Membership Standards.** Membership standards within the organization shall be as follows:

a) A member shall keep all dues current. Members failing to pay dues within forty-five (45) days after the due date shall be notified of their delinquencies in writing. Failure to pay within ten (10) days following such notice shall terminate the active status of the delinquent member, and notification of such change in status shall be sent to the member. Upon termination, the former member shall have thirty (30) days to reapply in writing to the Membership Committee for reinstatement to active status (in the same manner prescribed for new applicants for membership), provided such written reapplication shall be accompanied by payment of all delinquent dues and a penalty in the amount set by the Board of Directors each year. Approval for reinstatement shall require a vote of two-thirds of the Membership Committee. If not approved for reinstatement, the member shall have the right to appeal to the Board of Directors.

b) A member shall take responsibility for membership by recommending only those candidates who meet the qualifications for membership. On an annual basis, members may sponsor up to a maximum of three (3) individuals who are employed by the same parent company as the member. However, there is no limit on the number of candidates a member may sponsor from other companies. Membership Committee representatives will assist with member sponsors and can personally serve as a sponsor of any person(s) being considered by the committee for membership.

c) A member shall endeavor to uphold standards and behavior befitting a professional person in order to enhance and promote the image of career-minded persons in the business environment and in the community.

d) At the discretion of the Board of Directors, the membership of any person may be terminated when such person no longer meets the qualifications for membership, or if it is determined that it is in the best interests of the Corporation to do so.

e) Memberships are not transferable and are individually held.

f) Should a member be unemployed for a period of time greater than one year, the member shall automatically be placed on inactive status. Upon accepting new employment, active member status will be reinstated. After one year of inactive status, such member must reapply for membership. Inactive members shall not hold office or committee chairperson positions.

g) A member who wishes to resign may do so by submitting a resignation to the Membership Director. The member is liable for dues assessed in that year.

h) All members are urged to voluntarily participate in the organization by serving on a committee and attending regular meetings, professional development, networking, and all other events.

3.6 **Member in Good Standing.** A "Member in Good Standing" means a member who:

a) has paid all dues, fees, and other charges owed to the Corporation when due;

b) is not suspended or subject to any disciplinary action imposed by the Board of Directors;

c) continues to satisfy the qualifications applicable to the member's class of membership; and is otherwise in compliance with these Bylaws.

A member who fails to satisfy any of the foregoing requirements shall not be considered a Member in Good Standing until the deficiency is cured.

3.7 **Rejoin Policy**. If a member's membership lapses, that former member may rejoin within two (2) years of having such membership lapse without having to go through the application process if the

former member continues to work in a qualified field of commercial real estate and the former member's employer has not changed.

Article 4: Dues and Charges

4.1 **Annual Dues.** Annual dues for each class of membership in the Corporation shall be determined annually by the Board of Directors for the ensuing year and announced to the membership. In determining the amount of the annual dues, the Board of Directors shall take into account the advice of the Treasurer, and shall also take into account the amount, or estimated amount, of the dues that the Corporation will be required to pay to CREW Network. Annual dues in the applicable amount shall be paid by each member. Annual dues shall be payable in advance by the deadline established by the Board of Directors. Dues for new members shall be payable in a manner to be determined by the Board of Directors.

4.2 **Charges.** Each member shall pay all charges incurred by such members as and when incurred. The Board of Directors may take such actions to enforce this provision, including suspension, as it deems advisable.

Article 5: Meetings of Members

5.1 **Regular Meetings.** Regular meetings (or programs) of the members of the Corporation shall be set by the Board of Directors.

5.2 **Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. Special meetings may be called for any purpose.

5.3 **Social Meetings.** Social meetings shall be held from time to time at the discretion of the Board of Directors.

5.4 **Place of Meetings.** The Board of Directors may designate any place as the place of meeting for any regular meeting or special meeting called by the Board of Directors.

5.5 **Notice of Meeting.** Regular meetings may be held without notice. Written or printed notice stating the place, date, and hour of any meeting of members may be delivered, either personally, by e-mail, or by regular mail, to each member entitled to vote at such meeting, and shall be delivered for special meetings, not less than seven days before the date of such meeting, by or at the direction of the President or a majority of the Board of Directors, or the officers or persons calling the meeting. In the case of a

special meeting or when required by statute or theses Bylaws, the purpose, or purposes for which the meeting is called shall be stated in the notice.

5.6 **Quorum.** A simple majority of members present and entitled to vote at a regular meeting shall constitute a quorum at such meeting. A simple majority vote of the members present and entitled to vote shall control all questions presented to the membership except those pertaining to the Articles of Incorporation.

5.7 **Voting.** The Board of Directors may request members vote on matters requiring membership approval by electronic means. The results of such electronic vote will be maintained by the Secretary in the corporate records of the Corporation. If a member fails to cast a vote for an item that is approved by the Board, such member will be deemed to have voted in favor of any such action recommended by the Board.

Article 6: Board of Directors

6.1 **Management.** The power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, which shall be responsible for transacting all business, approving all expenditures and carrying out the goals, objectives and policies of the Corporation.

6.2 **Number; Qualifications; Election; Term.**

a) **Regular Directors.** The Board of Directors shall consist of not less than ten (10) or no more than fourteen (14) directors who must be active Full Members or Affiliate Members of the Corporation, which will be the Officers listed in Section 7.1(a)(1) below and the Directors listed in Section 7.1(a)(2) below. Affiliate Members shall not represent more than 10% of the Board of Directors. Each Director shall hold office until their successor shall be elected and shall qualify. As used in these Bylaws, the term "Director" shall mean the members of the Board of Directors of this Corporation other than Advisory Directors. The qualifications of the Board of Directors are listed in Section 9.2 below. The Board of Directors will be elected pursuant to the provisions of Article 9 below. The terms of each Director are set forth in Section 7.1(c).

b) **Advisory Directors.** The Board of Directors shall have the power and authority to elect one or more persons to serve as advisory directors of this Corporation (as applicable, an "Advisory Director"). Any persons so elected as Advisory Directors of

this Corporation shall serve at the pleasure of the Board of Directors. Advisory Directors shall receive notice of each meeting of the Board of Directors of the Corporation and shall be entitled to participate in the matters brought before any such meetings but shall have no voting rights on the Board of Directors.

6.3 **Removal.** Except as otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws or by contract, any Director may be removed either for or without cause at any special or annual meeting of members, by the affirmative vote of a majority of members entitled to vote for the election of such Director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. In addition, a Director may be removed for cause by a unanimous vote of the Executive Committee if such Director does not attend two (2) board meetings and did not properly assign a proxy for voting rights to another Board member or, if in the opinion of the Executive Committee, such Director is unable or unwilling to fulfill their duties and responsibilities.

6.4 **Vacancies.** Any vacancy occurring in the Board of Directors (by long-term illness, death, resignation, or removal) may be filled by an affirmative vote of a majority of the remaining Directors after a motion brought forth by the Executive Committee. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

6.5 **Place of Meetings.** The Board of Directors may designate any place as the place of meeting for any regular meeting or special meeting called by the Board of Directors. It shall be the responsibility of the President to make or cause to be made arrangements for each Board meeting. The President, or person so designated by the President, shall advise the Secretary of the location of each meeting in order that the Secretary can provide board members of the Corporation with timely and appropriate notification.

6.6 **Intentionally Deleted**.

6.7 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board. Meetings of the Board of Directors shall be in accordance with "Robert's Rules of Order" [Parliamentary Procedure] or a modification thereof.

6.8 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by a majority of the Directors with notice at such time and place as shall from time to time be determined by at least a majority of the Board. Any special meetings of the Board of Directors shall be in accordance with "Robert's Rules of Order" [Parliamentary Procedure] or a modification thereof.

6.9 **Quorum of and Action by Directors.** A majority of the number of Directors fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business, unless a different number or portion is required by the Articles of Incorporation or these Bylaws. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

6.10 **Procedure**. The Board of Directors shall keep regular minutes of its proceedings. The minutes for the preceding meeting shall be approved by the Board Members and the approved minutes shall be acknowledged by both the President and Secretary of the Corporation. The minutes shall be placed in the files of the Corporation. Any waivers for board meetings shall be prepared by the Secretary of the Corporation and signed by all Board Members and placed in the files of the Corporation. The Secretary shall be responsible for maintaining the Corporation's files, seal, and roster of Memberships issued. The Secretary, at the end of their term, shall provide the corporate documents to the next designated Secretary that is approved by the Board of Directors. In the event the position is vacated due to illness or other termination circumstances and in the absence of the position being filled, the corporate records shall, as directed by the Board, be provided to a Board Member for safekeeping until such time as the Board of Directors has filled the vacancy.

6.11 **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting at the direction of the President if a consent in writing, setting forth the action so taken, is signed by all members of the Executive Committee at the next meeting following such action. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors.

6.12 **Limitation of Liability.** In addition to any other limitation of liability for Directors provided for at law, the Articles of Incorporation or these Bylaws, no Director of this Corporation shall be liable for an act of omission in the Director's capacity as a Director, except that this Section 6.12 does not eliminate or limit the liability of a Director to the extent the Director is found liable for: (i) an act or omission that involves intentional misconduct or a knowing violation of the law; or (ii) an act or omission for which the liability of a Director is expressly prohibited by an applicable statute. Neither the amendment nor repeal of this Section 6.12, nor the adoption of any provisions of the Bylaws of this Corporation inconsistent with this Section 6.12 shall eliminate or reduce the effect of this Section 6.12 in respect of any matter occurring,

or any cause of action, suit or claim that, but for this Section 6.12, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision. If, after approval of this Section 6.12, the Texas Business Organizations Code (the "TBOC") is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of this Corporation shall be eliminated or limited to the fullest extent permitted by the TBOC, as so amended from time to time.

Article 7: Description of Officers and Directors

7.1 **Number; Qualifications; Election; Term.**

a) The Corporation shall have:

(1) A President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer, which shall serve as the Officers of the Corporation; and

(2) Directors shall include Membership, Programs, Partnership, Mentorship, Special Events and Communications; and

(3) Any Advisory Director(s) as permitted by Section 6.2(b) above; and

(4) Such other officers and assistant officers and agents as the Board of Directors may deem necessary.

b) All Officers of the Corporation shall be a Director and thus a Full Member, Civic Member, or an Affiliate Member in good standing (so long as the percentage of Affiliate Members on the Board does not exceed the percentage set forth in Section 6.2(a) above), unless approved unanimously by the Board of Directors.

c) Directors named in Sections 7.1(a)(1) and (2) shall be elected to the Board of Directors pursuant to Article 9 below. Officers and agents named in Section 7.1(a)(5) may be elected by the Board at any Board meeting. Advisory Directors named in Section 7.1(a)(3) will be designated pursuant to Section 6.2(b) above.

d) Unless otherwise specified by the Board at the time of election or appointment, (i) the office of President, President-Elect and Immediate Past President shall each be for a one (1) year term; (ii) the office of Secretary shall be for a three (3) year term; (iii) the office of Treasurer shall be for a three (3) year term, with a subsequent year served as an advisor to the Treasury Committee, and (iv) the Directors shall each serve a two (2)

year term. Each Officer and Director shall serve until the end of such Officer's and Director's term or, if earlier, the death, resignation or removal of such Officer or Director.

e) All Officers and Directors are required to attend the majority of the Corporation's meetings, programs, and special events. All Officers and Directors shall conduct themselves in a professional manner at all times.

7.2 **Intentionally Deleted.**

7.3 **Intentionally Deleted.**

7.4 **Authority.** Officers and agents shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

7.5 **President.** The President shall preside at meetings of the members and the Board of Directors. The President shall enforce these Bylaws, appoint, with Board approval, committee chairpersons not designated by the Nominating Committee and/or respective committee Board Liaison, and serve as the Chairperson of the Board of Directors. The President shall be responsible to provide the meeting agenda for Board and/or special meetings. The President shall utilize the "Robert's Rules of Order" [Parliamentary Procedure] or a modification thereof in all Board of Directors' Meetings. If necessary, the President shall assign a Board member to oversee the parliamentary procedures during the meetings; this can be the Corporation's Secretary or a Board member and/or a different person at each meeting, so long as prior notice is given to the Board member of this request. The President shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.6 **President-Elect.** The President-Elect shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. The President-Elect shall assist the President in every manner possible, act as presidential representative when requested, and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. In the event of a vacancy in the office of President, the President-Elect shall become the President.

7.7 **Immediate Past President**. The Immediate Past President shall function and perform such duties as designated by the President and act as a presidential representative when so requested and perform

such duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.8 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings to be kept for that purpose. The Secretary shall also give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors to the extent notice is required hereunder. The Secretary shall read into the official meeting notes any proxy issued by a Director for any specified Board or special meeting. In addition, the Secretary shall be under the supervision of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. In the event the Secretary is unable to attend a meeting, the Secretary shall be responsible to make arrangements for another Board member to take the minutes of the meeting. Should the Secretary not be able to handle or secure a replacement for the Board meeting to record the minutes, the President shall designate a person to record the meetings.

7.9 **Treasurer**. The Treasurer is responsible for reporting the chapter's financial health to the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper procedures for such disbursements, and shall render to the Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall be responsible for interfacing and working closely with CREW Network, in any given year when CREW Network is authorized by the Board of Directors to assist with the processing of accounting functions on behalf of the Corporation.

a) The Treasurer shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time-to-time delegate.

7.10 **Membership Director.** The Membership Director shall be responsible for the retention and extension of membership. The Membership Director shall serve as the Board Liaison to the Chair of the Membership Committee, which shall consist of active members approved by the Chair and/or Membership Director and will ideally have at least five (5) such committee members. The Membership Director shall (i) be responsible for submitting an annual budget for the Membership Committee to the Board for incorporation into the Corporation's calendar year budget, (ii) oversee the Membership Chair in the recording and processing of all applications for membership, notifying the applicant of acceptance or

rejection, and handling all documentation required to maintain a membership roster, (iii) be responsible for establishing the coordination of membership-related documentation between CREW Network and the Corporation and working closely with the Membership Chair, (iv) be responsible for reporting on the status of membership at every Board meeting or providing such information at the request of a Board member, and (v) ensure the Membership Committee meets as directed by the Chair of the Membership Committee or as required by the Membership Director to allow the Membership Committee to satisfactorily perform its responsibilities.

7.11 **Programs Director.** The Programs Director shall serve as the Board Liaison to the Chair of the Programs Committee, which shall consist of active members approved by the Chair and/or Programs Director and will ideally be comprised of at least seven (7) such committee members. The Programs Director shall (i) ensure the Programs Committee plans, organizes and implements the monthly speakers and/or programs for all general membership meetings (including regular meetings), including location, meals, parking, meeting agenda/programs, audio/visual, and other related issues necessary for the over-all success of the program event, (ii) attend Programs Committee meetings to assist and ensure that the general types, quality and quantity of programs are in keeping with the Corporation's goals, missions and as required by the Board of Directors, (iii) evaluate programs for compliance to the CREW Network goals and missions, (iv) ensure there are at least ten (10) regular meetings, unless otherwise directed by the Board, (v) report the status of programs at every Board meeting or provide such information at the request of a Board member, (vi) ensure the Programs Committee has a close working relationship with all appropriate committees so that timely information for an event can be distributed to all members, including the Board, (vii) submit the Programs Committee annual budget within the time period as directed by the Board of Directors, and (viii) ensure the Programs Committee meets as directed by the Chair or as required by the Programs Director so as to allow the Programs Committee to satisfactorily perform its responsibilities.

7.12 **Communications Director**. The Communications Director shall serve as the Board Liaison to the Chair of the Communications Committee, which shall consist of active members as approved by the Chair and/or the Communications Director. The Communications Director shall (i) ensure the Communications Committee organizes, coordinates and implements the necessary processes for communications within the Corporation and promotion of the activities of the Corporation, (ii) ensure the Communications Committee organizes, coordinates and implements the necessary processes for promoting the Corporation and its activities through media sources, (iii) ensure the Communications Committee is taking photos at events for internal and external communications of the Corporation as approved by the Board, (iv) ensure the Communications Committee oversees processes relating to the Corporation's website and IT, which may require the need to interface with a third party consultant on behalf of the Corporation

if approved by the Board, (v) be responsible for the negotiations, as directed by the Board, for media agreements, (vi) report the status of the Communications Committee at every Board meeting or providing such information at the request of a Board member, (vii) ensure the Communications Committee has a close working relationship with all other committees in order to provide and maintain appropriate communications to meet internal and/or external needs in a timely manner, (viii) submit the annual budget for the Communications Committee within the time period as directed by the Board of Directors, and (ix) ensure that the Communications Committee meets as directed by the committee Chair or as required by the Communications Director so as to allow the Communications Committee to satisfactorily perform its responsibilities.

7.13 **Partnership Director.** The Partnership Director shall serve as the Board Liaison to the Chair of the Partnership Committee, which shall consist of active members approved by the Chair and/or the Partnership Director. The Partnership Director shall (i) work with Partnership Committee Chair to secure the total partnership funds required by the Corporation for monthly luncheon programs, special events/approved fundraisers, operating needs and/or committee budgets, (ii) report the status of partnerships at every Board meeting or provide such information at the request of a Board member, (iii) direct appropriate actions within the Partnership Committee to ensure a close working relationship with the other committees so that timely information for partnership funding or partnership modifications can be distributed to all appropriate parties, including the Board, (iv) direct the Partnership Committee to secure the logos and company information for partners and provide same to the Chair of Communications Committee, (v) ensure that the Partnership Committee provides appropriate partner commitment information to CREW Network for billing purposes and assist in the collection of committed funds, as requested by the Treasurer from time to time, (vi) submit the annual committee budget within the time period as directed by the Board of Directors, (vii) ensure the Partnership Committee meets as directed by the Chair or as required by the Partnership Director, and (viii) ensure the Partnership Committee carries out partner appreciation efforts required by the Board of Directors.

7.14 **Mentorship Director.** The Mentorship Director shall serve as the Board Liaison to the Chair of the Mentorship Committee, which shall consist of active members as approved by the Chair and/or Mentorship Director. This committee shall provide mentoring and leadership opportunities to the general membership. In addition to internal and external mentoring programs, this committee shall honor and recognize members through awards, or as otherwise appropriate, leadership locally and beyond. The Mentorship Director shall (i) provide an annual budget for the Mentorship Committee within the time period as directed by the Board of Directors, (ii) ensure that the Chair of the Mentorship Committee organizes and attends committee meetings as may be deemed necessary by the Chair of the Mentorship Committee or the

Mentorship Director, (iii) ensure that the Mentorship Committee organizes initiatives agreed upon by the Mentorship Committee and the Board from time to time, and (iv) providing mentoring and education opportunities for the members. The criteria to serve on particular sub-committees may be limited at the discretion of the Board and/or Committee.

7.15 **Special Events Director.** The Special Events Director shall serve as the Board Liaison to the Chair of the Special Events Committee, which shall consist of active members approved by the Chair and/or Special Events Director and will ideally be comprised of at least seven (7) such committee members. The Special Events Director shall (i) ensure the Special Events Committee plans, organizes and implements special events such as the golf tournament, the signature event and other networking events as specified by the Board of Directors, including location, meals, parking, meeting agenda/programs, audio/visual, and other related issues necessary for the overall success of the event, (ii) attend Special Event Committee meetings to assist and ensure that the general types, quality and quantity of events are in keeping with the Corporation's goals, missions and as required by the Board of Directors, (iii) evaluate events for compliance to the CREW Network goals and missions, (iv) ensure there are the number of special programs and socials as determined by the Board from year to year, (v) report the status of special events at every Board meeting or provide such information at the request of a Board member, (vi) ensure the Special Events Committee has a close working relationship with all appropriate committees so that timely information for an event can be distributed to all members, including the Board, (vii) submit the Special Events Committee annual budget within the time period as directed by the Board of Directors, and (viii) ensure the Special Events Committee meets as directed by the Chair or as required by the Special Events Director so as to allow the Special Events Committee to satisfactorily perform its responsibilities.

7.16 **Executive Committee.** The President, President-Elect, Secretary, Treasurer and Immediate Past President shall constitute the Executive Committee. The Executive Committee shall be authorized to make decisions and exercise the authority granted to the Board of Directors for the management of the Corporation. The act of three-quarters (3/4) of the Executive Committee shall be the act of the Executive Committee, unless the act of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

Article 8: Committee Chairs & Co-Chairs

8.1 **Appointment and Term**. Committee Chair and/or Co-Chairs shall be as approved by the applicable Board Liaison. Committee Chair and/or Co-Chairs shall serve terms of two years and can serve multiple terms.

8.2 **Responsibilities**. Committee Chairs and/or Co-Chairs shall serve as the head of committees. Committee Chairs and/or Co-Chairs shall work under the direction of the Director of their respective committee (the "Board Liaison") and shall assist with the fulfillment of the duties and responsibilities assigned to the Board Liaison related to the committee goals and obligations, or as required by the Board of Directors. Committee Chairs and/or Co-Chairs have the authority to delegate duties and responsibilities to individual committee members. Committee Chair and/or Co-Chairs shall be responsible for overseeing the completion of any responsibilities assigned to the committee by the Board Liaison in a timely and professional manner. Committee Chairs and Co-Chairs shall represent the Corporation in a professional manner at all times. Committee Chairs and Co-Chairs are required to attend the majority of events organized by the Corporation in any given year. It is preferred for each committee to have a Co-Chairs in place, as this will allow the "lead/senior tenure" Chair to mentor the Co-Chair, which will promote good succession planning for the Corporation.

8.3 **Removal.** Except as otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws or by contract, any Chair or Co-Chairs may be removed either for or without cause by an majority vote of the Board if such Chair or Co-Chairs do not attend two consecutive Committee Meetings or, if in the opinion of the Board of Directors, such Chair or Co-Chairs are unable or unwilling to fulfill his or her duties and responsibilities.

8.4 **Vacancies.** Any vacancy occurring in the Committee Chair or Committee Co-Chairs positions (by long-term illness, death, resignation, or removal) may be filled by the respective Board Liaison to such Committee with approval by the Board of Directors. A Committee Chair or Committee Co-Chairs elected to fill a vacancy shall be appointed for the unexpired term of their predecessor and is eligible for consideration by the Nominating Committee to serve an additional term(s).

8.5 **Committee Meetings.** Meetings of the Committee shall be determined by the Committee Chair or Co-Chairs with the approval of the respective Board Liaison. The date, time and place of meeting shall be as determined by the Committee Chair or Co-Chairs with approval of the respective Board Liaison. It shall be the responsibility of the Committee Chair or Co- Chairs to advise each committee member of the meeting at least 5 days prior to such meeting. They shall utilize the "Robert's Rules of Order" [Parliamentary Procedure] or a modification thereof in all Committee meetings. Committee Chair or Co-Chairs are to encourage committee service and promote retention of their respective committees in order to develop a succession plan for committee members to ascend to the position of Committee Chair or Co-Chairs as vacancies occur in these positions.

8.6 **Committee Roster**. It shall be the responsibility of the Chair or Co-Chairs of the respective committees to develop and maintain a roster of the committee members. The roster shall contain the name, company affiliation, phone contact information, e-mail contact information, and address of the committee members. The Committee roster shall be kept current, and the Committee Chair or Co-Chairs shall provide the Board Liaison with the roster and any updates thereto.

8.7 **Committee Budget and Expenses.** The Committee Chair or Co-Chairs shall be responsible for working with and providing their respective Board Liaison with an annual budget for approval by the Board of Directors.

Article 9: Nomination and Election of Officers and Directors

9.1 **Method of Election.** In July of each year (or at the discretion of the Board or Executive Committee), the President shall convene the Nominating Committee. The Immediate Past President shall serve as Chair of the Nominating Committee. The Nominating Committee shall be comprised of the President, President-Elect, Immediate -Past President, plus four (4) designated- members who are currently Board Liaisons, Past Presidents, Committee Chairs, or former Board members of the Corporation, subject to the approval of the Board of Directors. All Nominating Committee Members shall be active Full Members in good standing. The Nominating Committee shall be responsible for seeking nominations of candidates for Officers and Directors of the Corporation and proposing a slate of proposed Officers and Directors to the Board of Directors for ratification, prior to presenting the slate to the membership for approval. The President shall present the Nominating Committee's final slate of proposed Officers and Directors to the Board of Directors for their ratification. The ratification shall take place so as to allow the President to present the proposed slate of Officers and Directors for the following year to the membership for election in accordance with Sections 9.5 and 9.6 below.

9.2 **Nominations.** Nominations of Officers and Directors shall be made by the Nominating Committee not later than the regular meeting in August of each calendar year and shall be posted a minimum of one week prior to the meeting on the website. Each nominee shall meet the following qualifications:

a) The nominee must be an active Full Member, Civic Member, or an Affiliate Member in good standing.

b) Nominees for President and President-Elect must have been an active Full Member in good standing for not less than three years and a member of the Board of Directors for

not less than two years, unless otherwise approved unanimously by the Board of Directors.

c) Only one person from a firm or company may serve as an Officer and Director during any calendar year, unless otherwise approved by the Board of Directors.

9.3 **Limit of Number of Terms.** No person may hold the same office for more than two consecutive terms. Any Officer who has filled an unexpired term may be eligible for re-election to two complete terms. Nothing herein shall be deemed to prohibit officers or directors from serving again in the same position, as long as they are not serving more than two consecutive terms.

9.4 **Consent by Nominees.** The Nominating Committee shall obtain the consent of each nominee prior to submitting such nominee's name for nomination.

9.5 **Intentionally Deleted.**

9.6 **Election.** After the Board of Directors has ratified the Nominating Committee's proposed slate of Officers and Directors for the next year, the proposed slate shall be submitted to the Full Members, Civic Member, and Affiliate Members for approval, either by electronic means or in person at the September regular meeting of the membership (or earlier at the discretion of the Executive Committee or Board of Directors). The results of such election shall be announced and the new Officers and Directors shall be introduced no later than the next regular meeting of the membership.

Article 10: Standing Committees

10.1 **Committees.** The standing committees of the Corporation shall include Programs, Partnership, Membership, Mentorship, Communications, Special Events, Treasury, and others as from time to time that shall be approved by resolution of the Board of Directors.

10.2 **Intentionally Deleted.**

10.3 **Intentionally Deleted.**

10.4 **Quorum at Meeting.** A majority of the number of Committee members fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business, unless a different number or portion is required by the Articles of Incorporation or these Bylaws. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the Committee and such acts may require further approval by the Board of

Directors. If a quorum is not present at a committee meeting, the members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Committee Chairs or Co-Chairs shall be responsible for coordinating and attending regular meetings of their respective committees. All meetings shall have prior approval of the designated Board Liaison.

Article 11: Fiscal Year

11.1 **Fiscal Year**. The fiscal year of the Corporation shall be the calendar year.

Article 12: Indemnification; Insurance

12.1 **Indemnification of Directors**.

a) The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or Advisory Director to the fullest extent and manner permissible under the TBOC or other applicable rules, regulations or laws; provided, however, except to the extent permitted by the TBOC, a director may not be indemnified in respect of a proceeding (i) in which she is found liable on the basis that personal benefit was improperly received by her/him, whether or not the benefit resulted from an action taken in her/his official capacity, or (ii) in which she is found liable to the Corporation.

b) The termination of proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent is not in itself determinative that the director or advisory director did not meet the requirements set forth in the TBOC. A Director or Advisory Director shall be deemed to have been found liable in respect of any claims, issue, or matter only after she shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

12.2 **Extent of Indemnification**

a) A person shall be indemnified under Section 12.1 against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (i) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (ii)

shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

b) The mandatory indemnification provision set forth in Section 12.1 shall be deemed to constitute authorization of indemnification in the manner required by the TBOC even though this provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

12.3 **Expenses**.

a) The Corporation shall indemnify a Director or Advisory Director against reasonable expenses incurred by her/him in connection with a proceeding in which she is a named defendant or respondent because she is or was a Director or Advisory Director if she has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

b) If, upon application of a Director or Advisory Director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the Director or Advisory Director is fairly and reasonable entitled to indemnification in view of all the relevant circumstances, whether or not she had met the requirements set forth in the TBOC, or has been found liable in the circumstances described by Section 12.1 hereof, the court may order the indemnification that the court determines is proper and equitable; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.

c) Reasonable expenses incurred by a Director or Advisory Director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation, in advance of the final disposition of the proceeding and without the determination specified in the TBOC or the authorization or determination specified in the TBOC, after the Corporation receives a written affirmation by the Director or Advisory Director of her good faith belief that she has met the standard of conduct necessary for indemnification under these Bylaws and the TBOC and a written undertaking by or on behalf of the Director or Advisory Director

to repay the amount paid or reimbursed if it is ultimately determined that she has not met that standard, or if it is ultimately determined that indemnification of the Director against expenses incurred by her/his in connection with that proceeding is prohibited by the Articles of Incorporation, these Bylaws or the TBOC.

d) The written undertaking required by Section 12.3(c) must be an unlimited general obligation of the Director or Advisory Director but need not be secured. It may be accepted without reference to financial ability to make repayment.

e) Notwithstanding any other provision of this Article 12, the Corporation shall pay or reimburse expenses incurred by a Director or Advisory Director in connection with her appearance as a witness or other participation in a proceeding at a time when she is not a named defendant or respondent in the proceeding.

12.4 **Indemnification of Officers.** An Officer of the Corporation shall be indemnified as, and to the same extent, provided by the TBOC and this Article 12 for a Director or Advisory Director and is entitled to indemnification to the same extent as a Director or Advisory Director. The Corporation shall indemnify and advance expenses to an officer, employee, or agent of the Corporation to the same extent that it is authorized to indemnify and advance expenses to Directors or Advisory Directors under this Article 12.

12.5 **Other Indemnification**.

a) The Corporation shall indemnify and advance expenses to persons who are not or were not officers, employees or agents of the Corporation, but who are or were serving at the request of the Corporation as a director, advisory director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary or another foreign or domestic corporation, a partnership, joint venturer, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it is authorized to indemnify and advance expenses to directors under this Article 12.

b) The Corporation shall indemnify and advance expenses to an officer, employee, agent or person indemnified pursuant to his Article 12 and who is not a director or advisory director, to such further extent, consistent with law, as may be provided by the Articles of Incorporation of this Corporation, these Bylaws, general or specific action of the

Board of Directors of this Corporation, or contract or is permitted or required by common law.

12.6 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation or who is or was serving at the request of this Corporation as a director, advisory director, officer, partner, venturer, proprietor, trustee, employee, agent of similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against her and incurred by her/him in such a capacity or arising out of her/his status as such a person, whether or not the Corporation would have the power to indemnify her/him against that liability under the TBOC and this Article 12.

Article 13: Waiver of Notice

13.1 **Written Waiver.** Whenever a notice is required to be given under the provisions of the TBOC or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 14: Amendment to Bylaws and Articles

14.1 **Amendment to Bylaws.** The members delegate to the Board of Directors the power to alter, amend, restate or repeal these Bylaws and to adopt new Bylaws, and the Board of Directors may act by a vote of two-thirds of the Board of Directors provided such proposed amendment, revision, or new Bylaws shall have been presented in writing to each Director at least five (5) days prior to such meeting.

14.2 **Amendment to Articles.** The Articles of Incorporation may be altered, amended, restated, or repealed by a vote of two-thirds of the members present at any meeting of the membership, provided such proposed amendment shall have been presented in writing to each member at least five (5) days prior to such meeting.

14.3 **Voluntary Dissolution.** The Corporation may be dissolved, and its affairs wound up if the Board of Directors adopts a resolution recommending dissolution and, following written notice as required by law, a resolution to dissolve the Corporation is approved by a vote of two-thirds of the members present at a regular or special meeting. Upon adoption of such resolution by the members, the Corporation shall cease to conduct its affairs except as necessary for the winding up thereof, shall give such notices a required by law, and shall distribute its assets in accordance with the TBOC, first to pay

liabilities and obligations of the Corporation and thereafter to any non-profit, tax-exempt or charitable organization (as defined in Section 501(c)(3) of the Code) as the Board of Directors shall designate.

Article 15: CREW Network Affiliation

15.1 **Affiliation.** So long as the Corporation is a chapter of CREW Network, the Corporation will maintain good standing as defined in the Bylaws of CREW Network and outlined below:

a) Maintain compliance with the membership eligibility requirements; and

b) Pay all dues when due; and

c) Be present, through at least one of its Delegates, at each of the regular meetings of the Council per calendar year which have been called pursuant to the bylaws of CREW Network.

15.2 **Council Delegates**.

a) In accordance with the bylaws of CREW Network, the President shall appoint two delegates from the Board to serve as Delegate for the year.

Article 16: Miscellaneous

Captions and headings throughout these Bylaws are inserted only as a matter of convenience and are not to be given any effect whatsoever in construing these Bylaws. As used herein, words of masculine, feminine or neutral gender shall mean and include the correlative words of the other genders, and words used herein imparting a singular number shall mean and include the plural number and vice versa. All references in these Bylaws to numbered sections, articles and/or paragraphs are references to the sections, articles, and/or paragraphs hereof, unless otherwise expressly designated in context.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; CERTIFICATE APPEARS ON FOLLOWING PAGE]

CERTIFICATE I hereby certify that I am the duly elected and acting Secretary of Fort Worth Commercial Real Estate Women, Inc., and that the above and foregoing Bylaws were approved by the Board of Directors of the Corporation on _____, 2026, in accordance with Section 14.1 above. Accordingly, the above and foregoing Bylaws constitute the bylaws of Fort Worth Commercial Real Estate Women, Inc.

Name: Jennifer Siehling

Title: Secretary

Date: 09.18.2026