

AMENDED AND RESTATED BYLAWS

OF

CREW AUSTIN, INC.

(May 2017)

ARTICLE I:

Offices

1.01 Principal Office. The Corporation's principal office shall be located in the greater Austin, Texas metropolitan area, at a location selected by the Board from time to time. The Corporation may have additional offices at such places as the Board may determine from time to time.

1.02 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent, whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act (the "Act"). The registered office may be identical with the principal office of the Corporation in the State of Texas, but it is not necessary that such offices be identical. The Board may change the registered agent and address of the registered office from time to time.

1.03 Name. The Corporation's name, as set forth in the Articles of Incorporation, shall be "CREW Austin, Inc." The Corporation may do business under that name and under such other names as the Board may specify from time to time.

ARTICLE II:

Policies and Purposes

2.01 Policy. The Corporation shall not be operated for profit, and shall be organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code.

2.02 Purpose. The Corporation's primary purposes are to encourage and support women who are practicing professionals in the field of commercial real estate; to provide a voice for women commercial real estate professionals; to encourage women to enter the field of commercial real estate; to provide opportunities to learn relevant principles of commercial real estate through educational programs, meetings and seminars; to create leadership opportunities for women commercial real estate professionals, and to provide a forum for women commercial real estate professionals to promote high standards, professional ethics and integrity within its membership, in the real estate profession, and within the community at large.

2.03 Equal Opportunity. The Corporation adheres to broad equal opportunity standards. Membership shall be determined without regard to race, color, religion, sex, political affiliation, marital status, national origin, disability or age.

ARTICLE III:
Members

3.01 Categories of Membership. The Corporation shall have the following categories of members:

(a) Active Members. An “Active Member” is a member who meets the qualifications set forth in Section 3.02 below, has been accepted by the Board pursuant to Section 3.02 below, and has paid all fees and dues necessary in order to become and remain an Active Member of the Corporation.

(b) Associate Member. An “Associate Member” is a member who meets all qualifications for Associate Membership status set forth in Section 3.03 below, has been accepted by the Board pursuant to Section 3.03 below, and has paid all fees and dues necessary in order to become and remain an Associate Member of the Corporation.

(c) Affiliate Member. An “Affiliate Member” is a member who meets all qualifications for Affiliate Membership status set forth in Section 3.04 below, has been accepted by the Board pursuant to Section 3.04 below, and has paid all fees and dues necessary in order to become and remain an Affiliate Member of the Corporation.

(d) Inactive Members. An “Inactive Member” is a member who formerly was an Active Member, who has formally requested “inactive” status, and whose inactive status has been approved by the Board pursuant to Section 3.05 below, and either:

- i) has retired from commercial real estate (whether for health, age, or other reasons);
- ii) has enrolled in school full-time to further educational opportunities in commercial real estate; or
- iii) otherwise establishes circumstances which the Board deems appropriate for inactive status.

The Board, by vote of a majority of the Directors, also may change any Active Member to an “Inactive Member” at any time an Active Member is not in Good Standing.

(e) Founding Member. A “Founding Member” is a member so designated in the records of the Corporation. Each Founding Member must meet the qualifications for an Active Member set forth in Section 3.02(b) below.

(f) Other Categories and Members. Additional categories of Membership may be adopted by the Board, with the approval of at least two-thirds of the Directors, in order to allow as members individual applicants from professions which foster and support the purposes of the Corporation as defined by the Board from time to time. In addition, membership shall be open, on a case by case basis, with approval of at least two-thirds of the Directors, to applicants in professions which foster and support the purpose of the Corporation or who individually foster and support the purpose of the Corporation.

(g) Student Members. A “Student Member” is a member who meets all qualifications for Student Membership status set forth in Section 3.08 below, has been accepted by the Board pursuant to Section 3.08 below, and has paid all fees and dues necessary in order to become and remain a Student Member of the Corporation.

(h) Academic Members. An “Academic Member” is a member who meets all qualifications for Academic Membership status set forth in Section 3.09 below, has been accepted by the Board pursuant to Section 3.09 below, and has paid all fees and dues necessary in order to become and remain an Academic Member of the Corporation.

3.02 Active Membership and Founding Membership.

(a) Acceptance. Each person desiring to become an Active Member of the Corporation shall submit to the Board a written application in a form approved by the Board, together with a non-refundable application fee in an amount approved by the Board from time to time. Provided an applicant meets the qualifications set forth in Section 3.02(b) below, the Board, by the vote of a majority of the Directors, may accept the applicant as an Active Member. Upon such acceptance, and upon the applicant’s payment of the applicable dues and fees, the applicant shall become an Active Member. The Founding Members have been accepted by the Board concurrently with the adoption of these Bylaws. Except for the method of acceptance, Founding Members shall be deemed Active Members for all purposes of these Bylaws.

(b) Qualifications. Each applicant for Active Membership must demonstrate “participation” in a Qualified Field of Commercial Real Estate (“QFCRE”) . For purposes of this Section 3.02(b), “participation” is demonstrated if the applicant (a) is currently working full-time in, and (b) has five (5) or more years’ experience in a QFCRE (i.e. all or most of the applicant’s gainful employment or major source of income is in commercial real estate), and (c)(i) promotes and contributes to the financial well-being of the applicant’s company, (ii) holds 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 a QFCRE. As used herein, a QFCRE(s) are the fields of commercial real estate provided for by CREW Network and known as the Qualified Fields of Commercial Real Estate, as such fields may be further amended. The current QFCRE(s) can be found at <https://www.crewnetwork.org/qualified-fields-commercial-real-estate.aspx>

Persons serving in a support capacity, staff position, or assistant/secretarial position are not eligible for membership. The Board, by a vote of a majority of the Directors, may change the qualifications as the Board deems appropriate from time to time.

(c) Balance. In considering applications for Active Membership, the Board shall use reasonable efforts to maintain a balance among members, so that no more than twenty percent (20%) of the Active Members are engaged in any one QFCRE. The Membership Committee Chair shall monitor the ratios and organization membership throughout the year. The Board shall review the then-current membership each year as reflected in the membership directory most recently published and shall use reasonable efforts to maintain balance within the membership as described in this Section 3.02(c). Inactive Members, Associate Members and Affiliate

Members will not be included in this review. The balance described in this Section 3.02(c) is a goal, and shall not limit the Board's authority to approve Active Members.

(d) Rights of Active Members; Good Standing. Provided an Active Member remains in Good Standing, the Active Member may vote on all matters submitted to the Members for voting, serve on committees, serve as an officer or Director, and have such other rights as are granted by these Bylaws. To be in "Good Standing", an Active Member must, at the time in question, continue to meet the qualifications for an Active Member set forth in Section 3.02(b) above, be current in the payment of all dues and fees, and actively participate in the activities of the Corporation.

(e) Transfer Applicants. An applicant for Active Membership who is a member of another member organization of the national CREW Network and who requests a transfer to the Corporation may be accepted by the Board so long as such applicant (i) meets the requirements of 3.02(b) above, (ii) submits a membership transfer form, and (iii) is a member in good standing in the applicant's current membership organization.

3.03 Associate Membership.

(a) Acceptance. Each person desiring to become an Associate Member of the Corporation shall submit to the Board a written application in a form approved by the Board, together with a non-refundable application fee in an amount approved by the Board from time to time. Provided an applicant meets the qualifications set forth in Section 3.03(b) below, the Board, by the vote of at least two-thirds of the Directors, may accept the applicant as an Associate Member. Upon such acceptance, and upon the applicant's payment of the applicable dues and fees, the applicant shall become an Associate Member. The Board may not allow the total number of Associate Members to, together with Student Members as provided in Section 3.08 below, exceed fifteen percent (15%) of the aggregate of all Active Members and Associate Members. In considering applications for Associate Membership, the Board may limit the number of Associate Members in any single organization to three (3). Such limitation is a goal, and shall not limit the Board's authority to approve Associate Members.

(b) Qualifications. Each applicant for Associate Membership status must demonstrate that such applicant meets the same criteria for participation in a QFCRE as an applicant for Active Membership must meet, except that there is no requirement for an applicant for Associate Membership status to establish participation by direct involvement in his or her QFCRE for any specific time period so long as the applicant is currently involved in his or her QFCRE.

(c) Rights; Good Standing. To be in "Good Standing", an Associate Member must, at the time in question, continue to meet the qualifications for an Associate Member set forth in Section 3.03(b) above, be current in the payment of all dues and fees, and actively participate in the activities of the Corporation. Associate Members may not serve as officers or Directors. The Board may from time to time, by resolution, place such other limitations on Associate Member rights as the Board may determine is in the best interest of the Corporation.

3.04 Affiliate Membership.

(a) Acceptance. Each person desiring to become an Affiliate Member of the Corporation shall submit to the Board a written application in a form approved by the Board, together with a non-refundable application fee in an amount approved by the Board from time to time. Provided an applicant meets the qualifications set forth in Section 3.04(b) below, the Board, by the vote of at least two-thirds of the Directors, may accept the applicant as an Affiliate Member. Upon such acceptance, and upon the applicant's payment of the applicable dues and fees, the applicant shall become an Affiliate Member. The Board may not allow the total number of Affiliate Members to exceed ten percent (10%) of all Active Members. In considering applications for Affiliate Membership, the Board may limit the number of Affiliate Members in any single organization to one (1). Such limitation is a goal, and shall not limit the Board's authority to approve Affiliate Members. Notwithstanding the ten percent (10%) limit, the Board may exceed such limit if the person becoming an Affiliate Member has immediately prior to his or her application for Affiliate Membership been an Active Member or an Associate Member.

(b) Qualifications. Each applicant for Affiliate Membership must demonstrate "participation" in a discipline related to a QFCRE. For purposes of this Section 3.04(b), "participation" is demonstrated if the applicant (i) has had direct involvement in a discipline related to a QFCRE during the five (5) years immediately preceding the application date, (ii) currently is engaged within the applicant's discipline, and (iii) is a principal, manager, or senior officer of the applicant's company.

(c) Rights; Good Standing. To be in "Good Standing", an Affiliate Member must, at the time in question, continue to meet the qualifications for an Affiliate Member set forth in Section 3.04(b) above, be current in the payment of all dues and fees, and actively participate in the activities of the Corporation. Affiliate Members may not serve as officers. The Board may from time to time, by resolution, place such other limitations on Affiliate Member rights as the Board may determine is in the best interest of the Corporation. The Board may also establish membership dues for Affiliate Members which differ from the membership dues paid by Active Members and Associate Members.

3.05 Inactive Membership.

(a) At Board Discretion. The Board, by a vote of a majority of the Directors, may approve an Active Member's request to change to an Inactive Member. The Board shall consider the criteria in Section 3.01(d) above in reviewing a request, and in considering a request, shall endeavor to limit Inactive Members to no more than twenty percent (20%) of the total membership of the Corporation.

(b) Rights. Inactive Members shall have no voting rights and may not attend meetings which are limited to Members only (unless expressly invited by the Board).

(c) Reinstatement. Upon written request signed by an Inactive Member and filed with the Membership Committee Chair, and completion of the obligations set forth in this subsection, the Board, by an affirmative vote of at least two-thirds of the Directors, may reinstate the Inactive Member as an Active Member. Reinstatement must occur within two (2) years after the Member becomes an Inactive Member or the Inactive Membership shall terminate upon the expiration of said two (2) year period. In order to apply for reinstatement,

within such two (2) year time period, an Inactive Member must notify the Membership Committee Chair, complete a membership renewal update form, and pay all applicable dues, assessments, or other charges that may be due. After an Inactive Membership terminates, a formerly Inactive Member must reapply for Active Membership in the manner prescribed for new applicants.

3.06 Resignation. Any member may resign by filing a written resignation with the Membership Committee Chair, but resignation shall not relieve the member of the obligation to pay any accrued and unpaid dues, assessments, or other charges. Resignation shall not entitle any member to a refund of any dues, assessments, or other charges paid prior to the date of resignation.

3.07 Termination by Board. The Board, by affirmative vote of at least two-thirds of the Directors, may terminate the membership of any member if it is determined, in the Board's discretion, to be in the best interest of the Corporation.

3.08 Student Membership.

(a) Acceptance. Each person desiring to become a Student Member of the Corporation shall submit to the Board a written application in a form approved by the Board, together with a non-refundable application fee in an amount approved by the Board from time to time. Provided an applicant meets the qualifications set forth in Section 3.08(b) below, the Board, by the vote of at least two-thirds of the Directors, may accept the applicant as a Student Member. Upon such acceptance, and upon the applicant's payment of the applicable dues and fees, the applicant shall become a Student Member. The Board may not allow the total number of Student Members to, together with Associate Members as provided in Section 3.03 above, exceed fifteen percent (15%) of the aggregate of all Active Members and Associate Members.

(b) Qualifications. Each applicant for Student Membership status must demonstrate that such applicant meets both of the following criteria:

- (i) is a full-time undergraduate student (as "full-time" is defined by student's university); and
- (ii) is either pursuing coursework in a QFCRE, or is working in some capacity in a QFCRE.

Graduate students may be admitted as Student Members in the sole discretion of the Board if such student meets all other qualifications under this Section 3.08(b).

(c) Rights; Good Standing. To be in "Good Standing", a Student Member must, at the time in question, continue to meet the qualifications for a Student Member set forth in Section 3.08(b) above, be current in the payment of all dues and fees, actively participate in the activities of the Corporation, and volunteer at least ten (10) hours per calendar year to assist with the operations of the Corporation or events supported by the Corporation. Student Members may not vote or serve as officers, Directors or committee chairpersons.

3.09 Academic Membership.

(a) Acceptance. Each person desiring to become an Academic Member of the Corporation shall submit to the Board a written application in a form approved by the Board, together with a non-refundable application fee in an amount approved by the Board from time to time. Provided an applicant meets the qualifications set forth in Section 3.09(b) below, the Board, by the vote of at least two-thirds of the Directors, may accept the applicant as an Academic Member. Upon such acceptance, and upon the applicant's payment of the applicable dues and fees as approved by the Board, the applicant shall become an Academic Member. In considering applications for Academic Membership, the Board may limit the number of Academic Members to a number not more than five percent (5%) of total Membership of the Corporation.

(b) Qualifications. Each applicant for Academic Membership status must demonstrate that such applicant meets all of the following criteria:

(i) is employed full-time by a four-year university or college in either a teaching or administrative capacity; and

(ii) whose employment at such university includes activities encompassing one or more QFCRE .

(c) Rights; Good Standing. To be in "Good Standing", an Academic Member must, at the time in question, continue to meet the qualifications for an Academic Member set forth in Section 3.09(b) above, be current in the payment of all dues and fees, and actively participate in the activities of the Corporation.

ARTICLE IV: Dues and Charges

4.01 Application Fee. Except for Founding Members, each applicant for membership in the Corporation shall pay a one-time, non-refundable application fee (or transfer fee, as applicable) in an amount determined annually by the Board and announced to the membership at the annual meeting or in writing.

4.02 Annual Dues. Each member (except Inactive Members) shall pay annual membership dues in an amount determined annually by the Board and announced to the membership at the annual meeting or in writing. Annual membership dues shall be payable in a single payment in advance on or before the 31st day of December of the year preceding the year for which the dues are payable. Annual dues for members who join the Corporation during a year shall be payable as determined by the Board.

4.03 Charges. Each member shall pay all charges incurred by such member as and when incurred. The Board may take whatever action to enforce this provision as it deems advisable, including suspension. The Board may impose late fees, charges for returned checks or other costs, or other charges in amounts set by the Board from time to time. A late fee may be charged any member who fails to pay annual dues within thirty (30) days after the due date or fails to pay any other charge due hereunder within thirty (30) days after notice of such charge.

4.04 Default and Termination of Membership. The Board may notify in writing any member who fails either to pay dues within thirty (30) days after the due date, or to pay any other charge due hereunder within thirty (30) days after notice of such charge. If a member fails to pay all amounts so due within ten (10) days after such a notice from the Board, the delinquent member shall be

automatically suspended, and notification of such suspension shall be sent to the member. A suspended member may be reinstated only by paying all amounts due within twenty (20) days after notice of such suspension. If a suspended member is not so reinstated, his or her membership may be terminated by the Board without further notice. A former member whose membership has been terminated may apply for reinstatement in the manner prescribed for new applicants for membership.

ARTICLE V:
Meetings of Members

5.01 Annual Meeting. An annual meeting of Active Members shall be held at the date, time and place which are established by the Board each year. At each annual meeting, the Active Members in Good Standing shall elect a Board and shall transact such other business as may be properly brought before the meeting.

5.02 Special Meetings. Special meetings of the Active Members for any purpose or purposes may be called by the President, President-Elect, majority of the Directors, or at least one-tenth (1/10th) of the Active Members in Good Standing at such date, time and place as such person(s) may determine. Written or printed notice of any special meeting shall be delivered via electronic delivery to each Active Member in Good Standing by or at the direction of the President, President-Elect, majority of the Directors or the Active Members in Good Standing calling the meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. Business transacted at any special meeting shall be limited to the purpose(s) described in the notice of the meeting.

5.03 Regular Meetings. Regular meetings of the Active Members shall be held at such places, and on such a schedule, as shall be determined by the Board. The Board shall determine the regular meeting times and places at least once a year, and publicize the schedule among the members. After the schedule is so publicized, no notice is required for regular meetings unless the schedule or place is changed by the Board.

5.04 Notice of Meetings. Subject to the provisions of Article 1396-2.11 of the Act, written or printed notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered via electronic delivery not less than ten (10) business days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each Active Member entitled to vote at such meeting.

5.05 Quorum. A quorum shall be present at a meeting of the members if at least one-tenth (1/10th) of the Active Members in Good Standing of the Corporation are represented in person, by proxy or by absentee ballot (in the case of a mail vote of members). If a quorum is present, (a) a simple majority vote of the Active Members in Good Standing present at the meeting shall control on all questions presented to the membership unless expressly stated to the contrary herein, and (b) the members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any member or the refusal of any member represented in person or by proxy to vote shall not affect the presence of a quorum at the meeting. The Active Members in Good Standing represented in person or by proxy at a meeting of members at which a quorum is not present may adjourn the meeting until such time and to such place as may be determined by a simple majority vote of such Active Members in Good Standing.

5.06 Proxy Voting. In order to vote by proxy, an Active Member in Good Standing must deliver a written instrument signed by that Active Member, which authorizes the proxy to act on behalf of the Active Member for one or more matters at a particular meeting or meetings of members, including all adjournments thereof. A telegram, cablegram, facsimile, telex, electronic mail message or similar communication appearing to have been transmitted by the Active Member, or a photocopy or equivalent reproduction of a writing appointing a proxy, is a sufficient writing. A proxy appointment shall expire one month after it is made unless the writing specifies a different date on which it is to expire or the length of time it is to continue in force. An Active Member in Good Standing may vote by absentee ballot by delivering the ballot, before the meeting, to any officer of the Corporation in person, by ordinary mail, facsimile, telex, electronic mail or similar communication or via a delivery service.

5.07 Informal Action by Members. Any action required or permitted to be taken at any meeting of members may be taken without a meeting, without prior notice, and without a vote if a consent or consents in writing setting forth the action so taken shall have been signed by at least ten percent (10%) of the Active Members in Good Standing. Any such written consent shall be executed, dated, and filed with the Corporation in the manner required by Article 9.10(C) of the Act, and notice of such action shall be given in accordance with Article 9.10(C)(3) of the Act.

5.08 Attendance by Telephone. Subject to the provisions of the Act and these Bylaws concerning notice of meetings and unless otherwise restricted these Bylaws, members may participate in and hold a meeting of members by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.09 Voting Rights. Each Active Member in Good Standing shall be entitled to one vote on all matters coming before the members.

5.10 Electronic Transaction of Business. To the fullest extent permitted by law, the Board of Directors or membership may conduct business by electronic means.

ARTICLE VI: Board of Directors

6.01 General Powers. The Corporation's powers shall be exercised by or under the authority of, and the Corporation's business and affairs shall be managed under the direction of, the Board of Directors of the Corporation (the "Board"), which may exercise all powers of the Corporation and do all such lawful acts and things as are not by law, by the Articles of Incorporation, or by these Bylaws directed or required to be done by the members.

6.02 Qualifications; Number; Tenure. Each member elected to the Board (a "Director") must be an Active or Affiliate Member in Good Standing of the Corporation, must accept a position of liaison to the chairperson of at least one (1) Committee of the Corporation (a "Board Liaison"), and except for the initial Board, must have prior experience serving on a Committee of the Corporation. A Board Liaison shall regularly communicate with the Committee chair to which the Board Liaison is assigned, and shall bring any concerns or questions of such Chair to the Board's attention. Directors need not be residents of the State of Texas. The Board shall consist of thirteen (13) Directors. At the first annual meeting of the Corporation, five (5) Directors shall be elected for a one-year term, four (4) Directors shall be elected

for a two-year term, and four (4) Directors shall be elected for a three-year term. Each Active Member elected as a Director at a subsequent annual meeting shall serve a term of three (3) years. Each Affiliate Member elected as a Director at a subsequent annual meeting shall serve a term of (1) year. Each Director elected shall hold office for the term for which such Director is elected and until such Director's successor shall have been elected and qualified. No more than one (1) Affiliate Member may serve on the Board in any year.

6.03 Meetings; Notice. Regular meetings of the Board shall be held on an as-needed basis, but not less often than quarterly. Special meetings of the Board for any purpose or purposes may be called by the President or any two (2) Directors, and shall be called by the Secretary upon receipt of such a request. Notice of regular and any special meetings must be given at least five (5), but no more than thirty (30), days before the meeting by written notice to each Director. Any Director may waive notice of any meeting. A Director's attendance at any meeting will constitute a waiver of notice of such meeting unless the Director attends that meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

6.04 Quorum. A simple majority of the Directors shall constitute a quorum. If a quorum is not present at any meeting of Directors, the Directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. Any Director shall be deemed present at a meeting if attending by telephonic or other communication equipment by means of which all persons participating in the meeting can hear each other.

6.05 Manner of Acting. 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, unless the act of a greater number of Directors is required by law or by these Bylaws. Each Director shall have one vote. Minutes of all meetings and activities of the Board shall be taken and recorded in the permanent file.

6.06 Vacancies. Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by recommendation from the President, subject to the approval of a majority of the Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.

6.07 Informal Action by Directors. Any action required by law to be taken at a meeting of the Board, and any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. Any such written consents shall be executed, dated, and filed with the corporation in the manner required by Article 1396-9.10(C) of the Act, and notice of such action shall be given in accordance with Article 1396-9.10(C)(3) of the Act.

6.08 Removal. The Board, by the vote of a majority of the Directors, may remove any Director from office for good cause. In addition to removal for good cause, (a) the failure of a Director to remain in Good Standing, or (b) a Director's failure to attend, without an excuse approved by the President, two consecutive regularly scheduled meetings of the Board or fifty percent (50%) or more of the total Board meetings in one year, shall constitute a basis for removing that Director from the Board. Written notice

shall be given to any person whose continued service in office has been called into question at least thirty (30) days in advance of the meeting at which removal is to be considered by the Board. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board before the vote on removal.

ARTICLE VII:
Officers

7.01 Officers. The officers of the Corporation shall be a President, President-Elect, immediate Past President, Secretary and Treasurer. The Board may elect and appoint such other officers or assistant officers as it desires, and shall assign any such officers such duties as the Board deems appropriate. Except for the first officers of the Corporation, each officer must serve as chairperson of a Standing Committee before becoming eligible to be an officer of the Corporation. Unless otherwise specified by the Board, each officer shall hold office for a one (1) year term, beginning January 1 following the date of the annual member's meeting; provided, however, that the officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Only Active Members may serve as officers of the Corporation.

7.02 Election and Term of Office. The President-Elect, Secretary and Treasurer will be elected annually by the Board based on a slate recommended by the Nominating Committee, as more particularly described in Article VIII below. The first slate of officers also will include the office of President. Subject to Section 7.04, after the first year, the President shall be the prior year's President Elect.

7.03 Removal of Officers. The Board, by the vote of a majority of the Directors, may remove any officer from office when it deems the Corporation's best interest served by such removal, and shall remove any officer who fails to remain an Active Member in Good Standing. Any officer so removed automatically and concurrently shall be deemed removed as a Director.

7.04 Vacancies. A vacant office (except for the office of the President) shall be immediately filled for the unexpired term through nomination by the President of a new officer, subject to the approval of a majority of the Directors. All replacement officers must meet the qualifications set forth in Section 7.01. A vacancy in the office of President shall be filled by the vote of a majority of the Directors.

7.05 Duties of the Officers.

(a) **President and President Elect.** The President shall be the chief executive officer of the Corporation and shall administer and exercise general supervision over all its affairs. The President shall become the Past President of the Corporation for the term which follows the term which he/she has served as President. The President, and in his/her absence the President-Elect, shall preside at all meetings of the Corporation and at all meetings of the Board and shall discharge any other duties the Board may require. The President-Elect shall become the President of the Corporation for the term which follows the term which he/she has served as President-Elect and shall perform such other duties as the Board may designate.

(b) The Past President shall provide advice and counsel to the President, and if both the President and President-Elect are absent, shall preside at meetings of the Corporation and the Board.

(c) Secretary. The Secretary shall keep the minutes of the meetings of the Board and of the members, shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, and shall discharge any other duties the Board may require. The Secretary shall determine whether there is a quorum at meetings.

(d) Treasurer. The Treasurer shall keep and maintain all financial records of the Corporation, shall be responsible for the Corporation's funds, shall make such reports as the Board may require, shall develop an annual budget; and shall discharge any other duties the Board may require. The Treasurer shall serve as Board Liaison to the Chairperson of the Budget and Finance Committee.

ARTICLE VIII:

Nomination and Election of Officers and Directors

8.01 Method of Nomination. The Nominating Committee shall be comprised of the immediate Past President, President, President-Elect, and two (2) Active Members from the membership at large selected by the chair of the Nominating Committee. At least one month before each annual meeting, the Nominating Committee (i) shall select from the Active and Affiliate Members in Good Standing who have expressed a willingness to serve on the Board, a slate of Directors to replace those Directors whose terms are expiring, and (ii) shall select from (a) those Directors whose terms are not expiring, and/or (b) those Active Members who have been selected for the slate of Directors, the slate of officers described in Section 7.02 above; provided however that the proposed President-Elect may be selected only from those Directors whose terms are not expiring. The Nominating Committee shall notify the Active, Affiliate and Associate Members in Good Standing and the Directors of such selections at least ten (10) days before the annual meeting of the members. Each Member in Good Standing shall vote either "for" or "against" the slate of Directors proposed by the Nominating Committee, and each Director shall vote either "for" or "against" the slate of officers proposed by the Nominating Committee; provided however, that if any proposed officer is not elected as a Director, then such proposed officer shall automatically be dropped from the slate of officers, and the Nominating Committee shall select a Director to replace the dropped proposed officer on the slate of officers before the Directors vote on the slate. If any proposed slate is disapproved, the Nominating Committee shall prepare and present new slates for approval until approval is obtained.

8.02 Consent by Nominees. The Nominating Committee shall obtain the consent of each nominee before submitting that person's name for nomination.

8.03 Nominations from the Floor. At the regular meeting of the members which immediately precedes an election, the President shall solicit nominations for Directors from the floor, and at the regular meeting of the Directors which immediately precedes an election, the President shall solicit nominations for officers from the Directors.

8.04 Election. Elections for Directors shall occur at each annual meeting of members of the Corporation, and elections for officers shall occur at each annual meeting of Directors.

ARTICLE IX:

Parliamentary Rules

9.01 Rules. The rules of parliamentary procedure set forth in Robert's Rules of Order, Revised shall govern all proceedings of the Corporation, including the regular meetings of the membership and meetings of the Board, subject to such special rules as may be adopted at each meeting by a majority vote of those present.

ARTICLE X:
Standing Committees

10.01 Committees. The Standing Committees of the Corporation shall be those established from time to time by resolution of the Board. The current Standing Committees are the Membership Committee, Long Range Planning/Bylaws Committee, Sponsorship Committee, Nominating Committee, UCREW Committee, CREW Careers Committee, Programs Committee, Awards/Recognition Committee, Communications/Public Relations Committee, Golf Committee and Special Events Committee. Committee Chairs shall regularly communicate with, and shall report to, the Board Liaison assigned to their Committee.

10.02 Appointment of Committee Members. The President shall appoint the Committee Chairs from the Associate, Affiliate, and Active Members, according to the then current policies adopted by the Board, and subject to the approval of a majority of the Directors. Committee Chairs may delegate responsibility to committee members.

10.03 Minutes of Committee Meetings. Records of all meetings of committees may be maintained.

10.04 Quorum at Meeting. A majority of the committee members present in person or by proxy shall constitute a quorum of such committee.

ARTICLE XI:
Contracts, Checks, Deposits and Funds

11.01 Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

11.02 Budget. The Treasurer shall prepare an annual budget for approval by the Board.

11.03 Checks and Drafts. All checks, drafts and other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall require signature by Treasurer. Any expenditure not within the annual budget approved by the Board, and which exceeds One Hundred and No/100 Dollars (\$100.00), shall be authorized and approved in advance by the Board.

11.04 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may approve.

11.05 Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specific or special purpose of the Corporation.

ARTICLE XII:
Books and Records

12.01 Books and Records. The Corporation shall maintain true and accurate financial records with full and correct entries made with respect to all financial transactions of the Corporation, including all income and expenditures, in accordance with commonly accepted accounting practices for non-profit organizations. The Board shall annually prepare or approve a report of the financial activity of the Corporation for the preceding year, which report shall conform to tax accounting standards and which shall include a statement of support, revenues, and expenses and changes in fund balances, a statement of functional expenses, and balance sheets for all funds. The Corporation shall also keep minutes of the proceedings of the Board, and committees having the authority of the Board, and shall keep all records at the registered or principal office, or at the office of the Secretary of the Corporation, for at least three years. All financial books and records of the Corporation may be inspected by the public for any proper purpose at any reasonable time during normal business hours.

ARTICLE XIII:
Fiscal Year

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

ARTICLE XIV:
Indemnification of Officers and Directors

14.01 Indemnification. To the maximum extent permitted by Article 1396-2.22A of the Act (without regard, however, to Section Q of such Article), the Corporation shall indemnify any person who is or was a Director or officer of the Corporation against any and all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by such person in connection with a proceeding (as defined in Article 1396-2.22A) because of that person's service or status as a Director or officer. Further, the Corporation shall pay or reimburse reasonable expenses incurred by a Director or officer who was, is or is threatened to be made a party in a proceeding, in advance of the final disposition of the proceeding, to the maximum extent permitted by Article 1396-2.22A; provided, however, that payment or reimbursement of expenses pursuant to the procedures set out in Section K of Article 1396-2.22A may be conditioned upon a showing, satisfactory to the Board in its sole discretion, of the financial ability of the officer or Director in question to make the repayment referred to in such Section. Further, the Corporation may indemnify, and may reimburse or advance expenses to or purchase and maintain insurance or any other arrangement on behalf of, any person who is or was a Director, officer, employee or agent of the Corporation, in connection with any liability asserted against such person because of such service or status, to such further extent, consistent with Article 1396-2.22A and other applicable law, as the Board may from time to time determine. The provisions of this Section 14.01 shall not be deemed exclusive of any other rights to which any such person may be entitled under any bylaw, agreement, insurance policy, or otherwise. No amendment, modification or repeal of this Section 14.01 shall in any manner terminate, reduce or impair the right of any person to be indemnified by the Corporation in accordance with the provisions of this Section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

ARTICLE XV:
Amendment to Bylaws and Articles

15.01 Amendment to Bylaws. The members delegate to the Board the power to alter, amend, restate or repeal these Bylaws and to adopt new Bylaws. The Board may so act by a vote of two-thirds (2/3) of the Directors; provided that any proposed amendment, revision, or new Bylaws shall be presented in writing to each Director at least ten (10) days prior to such meeting.

15.02 Amendment to Articles. The members delegate to the Board the power to alter, amend, restate, repeal and/or re-enact the Articles of Incorporation. The Board may so act by a vote of two-thirds (2/3) of the Board; provided that any proposed amendment, revision, restatement or re-enactment shall have been presented in writing to each Director at least ten (10) days prior to such meeting.

15.03 Voluntary Dissolution. The Corporation may be dissolved and its affairs wound up if the Board 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 (2/3) of the Active Members present at a regular meeting or special meeting called for such purpose. Upon adoption of such resolution by the Active Members, the Corporation shall cease to conduct its affairs except as necessary for the winding up thereof, shall give such notices as required by law, and shall distribute its assets in accordance with the Act, 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), Internal Revenue Code of 1954, as amended) as the Board shall designate.

ARTICLE XVI:
Notice

16.01 Notice. Any notices to be delivered pursuant to these Bylaws may be given by personal delivery, facsimile, electronic mail or by regular mail addressed to the person to be notified at the last address shown in the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the person entitled thereto at such person's address as it appears on the records of the Corporation, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. All other notices shall be deemed delivered upon receipt by the addressee.