

**AMENDED AND RESTATED BYLAWS
OF
COMMERCIAL REAL ESTATE EXECUTIVE WOMEN OF CHICAGO**

ARTICLE I

NAME AND LOCATION

1.1. Name and Organization. The name of this organization is Commercial Real Estate Executive Women of Chicago. It is referred to herein as the “Association” or “CREW Chicago” or “CREW Chicago Network” (the latter being the name adopted in a “doing business as” filing with the Illinois Secretary of State). The Association was organized under the General Not-For-Profit-Corporation Act of the State of Illinois.

1.2. Offices. Offices of the Association shall be located in Cook County, Illinois, and in such other locations as may be determined by the Board of Directors.

ARTICLE II

PURPOSES

2.1. Mission Statement. The mission of CREW Chicago is to positively impact the commercial real estate industry by advancing the power and success of women. CREW Chicago provides a forum to empower Members to grow through sharing multidiscipline knowledge and enhancing beneficial relations among its Members and the business community.

2.2. Limitations.

(a) The activities and programs conducted by the Association shall be consistent with and shall be carried out only to the extent and in such manner that they further the objectives stated in this Article II and in a manner permitted to be conducted and carried out by business leagues and other similar entities not organized for profit and no part of the net earnings of which inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 as heretofore amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”).

(b) None of the net earnings of the Association shall inure or be distributable to the Members, Directors or Officers of the Association or to any other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

(c) The Association shall not attempt to influence legislation, shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office (including by publishing or distributing statements or otherwise). Notwithstanding any other provision of these Bylaws, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under Section 501(c)(6) of the Code.

(d) Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association in such manner or to such organization or organizations organized or operated exclusively for one or more of the purposes stated in *Section 2.1*, either within the field of real estate or within a field of business in which one or more Members is or are primarily engaged, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code as the Board of Directors shall determine.

ARTICLE III

MEMBERSHIP

3.1. Classes of Members and Election to Membership.

(a) **Classes of Members.** The Association shall have five classes of Members: Full Members, Affiliate Members, Associate Members, Civic Members and Retired Members. As used in these Bylaws, the term “Member” or “Members” shall mean and include a Full Member or Full Members, an Affiliate Member or Affiliate Members, an Associate Member or Associate Members, a Civic Member or Civic Members or a Retired Member or Retired Members, as the context requires, unless otherwise stated in these Bylaws.

(b) **Election to Membership.** Membership for all qualified Members shall be by election only following application to the Board of Directors. If elected by the Board of Directors, the applicant so elected shall be notified in writing and shall become a Full Member, an Affiliate Member, an Associate Member, a Civic Member or a Retired Member, as the case may be, upon payment of the required dues for the then calendar year. The Board shall also establish qualified fields or expertise categories for membership generally in accordance with those qualified fields for membership adopted from time to time by the CREW Network, but shall be permitted to add to or subtract from such fields in its discretion; provided, however, that all Affiliate Members shall be assigned to the Affiliate Member membership class, all Associate Members shall be assigned to the Associate Member membership class, all Civic Members shall be assigned to the Civic Member membership class, and all Retired Members shall be assigned to the Retired Member membership class. Toward the end of maintaining the Association as a multi-disciplinary organization, the Board of Directors, when electing applicants to membership, shall consider the ratio which the number of Members in good standing in the applicant’s Qualified Field (as defined in *Section 3.1(c)(i)*) bears to the total number of Members of the Association, and shall close membership to any particular Qualified Field when the number of Members in good standing in such Qualified Field reaches twenty percent (20%) of the then total number of Members of the Association; provided, however (i) Affiliate Member membership shall be closed to additional Affiliate Members when the number of Affiliate Members in the Association reaches four percent (4%) of the then total number of Members of the Association, (ii) Associate Member membership shall be closed to additional Associate Members when the number of Associate Members in the Association reaches fifteen percent (15%) of the then total number of Members of the Association, (iii) Civic membership shall be closed to additional Civic Members when the number of Civic Members in the Association reaches ten percent (10%) of the then total number of Members of the Association, and (iv) Retired Member membership shall be closed to additional Retired Members when the number of Retired Members in the Association reaches six percent

(6%) of the then total number of Members of the Association, and further provided, at no time shall the proportion of Full Members to the then total number of Members of the Association be less than seventy-five percent (75%).

(c) **Qualification and Rights of Full Members.** Membership as a “Full Member” is open to those individuals who have:

(i) for a minimum of five (5) years (i) been actively engaged in a Qualified Field of commercial real estate and (ii) been employed full time in a professional position, the primary responsibilities of which are in a Qualified Field. A “Qualified Field” includes accounting, acquisitions/dispositions, appraisal, architecture, asset management, brokerage, CRE business development (100% CRE firm only), commercial insurance, commercial lending, construction management/general contracting, consulting, corporate real estate, cost segregation, economic development, education, engineering, environmental, CRE executive, facility management, finance, CRE human resources, interior design/space planning, investment management, investor relations, land use planning and zoning, land surveying, law, market research, program management/project management, property management, public sector, quasi-governmental transportation and port authorities, real estate development, relocation services (corporate), risk management, title/escrow, and such other fields as may from time to time be approved by the Board, so long as the services provided relate to commercial real estate. For purposes of the foregoing, the term “commercial real estate” or “CRE” 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.

(ii) attended at least two Association meetings or events (only one of which can be an event targeting prospective members) during the eighteen-month period preceding the date the individual’s application is submitted to the Board for consideration, and who have been recommended for membership as a Full Member by at least two (2) current Full Members (at least one of whom shall be from outside the applicant’s firm) and by the Membership Committee;

(iii) demonstrated to the applicant’s sponsors and to the Board of Directors a commitment to excellence in the applicant’s Qualified Field and the advancement of the mission of CREW Chicago; and

(iv) in the judgment of the Board of Directors, not engaged in any activity which, if a member, would be cause for censure or removal.

Full Members shall have all of the rights and privileges of the Members set forth in these Bylaws, including the right to vote on any matters submitted to a vote of the Members under these Bylaws or by law.

(d) **Qualification and Rights of Affiliate Members.** Membership as an “Affiliate Member” is open to those individuals who have:

(i) for a minimum of five (5) years been employed full time in a position, the primary professional responsibilities of which relate to, benefit or support commercial real estate and supply a service or physical product related to commercial real estate including business development, contractors, furnishings (carpet, furniture, art), janitorial, landscaping, marketing and public relations, painting, property maintenance, roofing, subcontractors, vertical transport, and others; and

(ii) attended at least two Association meetings or events (only one of which can be an event targeting prospective members) during the eighteen-month period preceding the date the individual's application is submitted to the Board for consideration, and who have been recommended for membership as an Affiliate Member by at least two (2) current Full Members (at least one of whom shall be from outside the applicant's firm) and by the Membership Committee; and

(iii) demonstrated to the applicant's sponsors and to the Board of Directors a commitment to excellence in the applicant's field.

Affiliate Members shall have the same rights and privileges as Full Members; provided, however, that Affiliate Members shall not:

(1) have the right to vote on any matter submitted to a vote of the Members under these Bylaws or by law;

(2) be entitled to attend those meetings of the Association or events conducted by the Association that the Board of Directors may, in its discretion, from time to time, determine shall be closed to Affiliate Members or offered to Affiliate Members only after first offering the right to register or attend to Full Members;

(3) be entitled to serve as (x) the chair of any Committee established by the Board of Directors, other than as a chair of an Affiliate Members Committee, if one is established by the Board, or (y) a member of the Board, an Officer or a Delegate, but Affiliate Members shall otherwise have the right to attend and participate in any committee meetings as other committee activities, other than the Nominating Committee; or

(4) be entitled to serve as a Delegate to CREW Network.

(e) **Qualification and Rights of Associate Members.** Membership as an "Associate Member" is open to those individuals who have:

(i) Either (A) for a minimum of two (2) years but not more than five (5) years been employed full time in a professional position, the primary professional responsibilities of which are in a Qualified Field, or (B) for less than two (2) years been employed full time in a professional position, the primary professional responsibilities of which are in a Qualified Field and been a recipient of a scholarship issued by either CREW Chicago or CREW Network; and

(ii) attended at least two Association meetings or events (only one of which can be an event targeting prospective members) during the eighteen-month period preceding the date the individual's application is submitted to the Board for consideration, and who have been recommended for membership as an Associate Member by at least two (2) current Full Members (at least one of whom shall be from outside the applicant's firm) and by the Membership Committee; and

(iii) demonstrated to the applicant's sponsors and the Board of Directors a commitment to excellence in the applicant's Qualified Field.

Associate Members shall have the same rights and privileges as Full Members; provided, however, that Associate Members shall not:

(1) have the right to vote on any matter submitted to a vote of the Members under these Bylaws or by law;

(2) be entitled to attend those meetings of the Association or events conducted by the Association that the Board of Directors may, in its discretion, from time to time, determine shall be closed to Associate Members or offered to Associate Members only after first offering the right to register or attend to Full Members;

(3) be entitled to serve as (x) the chair of any Committee established by the Board of Directors, other than as a chair of an Associate Members Committee, if one is established by the Board, or (y) a member of the Board, an Officer or a Delegate, but Associate Members shall otherwise have the right to attend and participate in any committee meetings as other committee activities, other than the Nominating Committee; or

(4) be entitled to serve as a Delegate to CREW Network.

Each Associate Member in good standing who remains eligible for membership and continues to pay her annual dues shall automatically become a Full Member effective as of the January 1 of the calendar year following the year in which the Associate Member meets the minimum number of years of experience required for Full Member status under *Section 3.1(c)(i)*. At such time, the former Associate Member shall be assigned by the Board to the appropriate Qualified Field and shall become a Full Member in that Qualified Field without regard to whether the then number of Members in good standing in such Qualified Field then exceeds twenty percent (20%) of the total number of Members of the Association.

(f) **Qualification and Rights of Civic Members.** Membership as a "Civic Member" is open to those individuals who:

(i) for a minimum of five (5) years (i) have been employed full-time and (ii) actively engaged in one or more aspects of the real estate division or operations of a local or regional government, public agency, non-profit university or educational institution or other non-profit organization where their role is primarily related to a Qualified Field; and

(ii) attended at least two Association meetings or events (only one of which can be an event targeting prospective members) during the eighteen-month period preceding the date the individual's application is submitted to the Board for consideration, and who have been recommended for membership as a Civic Member by at least two (2) current Full Members (at least one of whom shall be from outside the applicant's firm) and by the Membership Committee; and

(iii) demonstrated to the applicant's sponsors and to the Board of Directors a commitment to excellence in the applicant's Qualified Field.

Civic Members shall have all of the rights and privileges of the Members set forth in these Bylaws, including the right to vote on any matters submitted to a vote of the Members under these Bylaws or by law.

(g) **Qualification and Rights of Retired Members.** Membership as a "Retired Member" is open to those individuals who:

(i) have been a Full Member for at least seven (7) years; and

(ii) have served in a leadership position in the Association (such as a Director, an Officer, a Committee Chair or chair of a significant event or a subcommittee); and

(iii) are no longer working full time, but who want to remain involved in the Association and connected to its Members.

Retired Members shall have the same rights and privileges as Full Members; provided, however, that Retired Members shall not:

(1) have the right to vote on any matter submitted to a vote of the Members under these Bylaws or by law;

(2) be entitled to attend those meetings of the Association or events conducted by the Association that the Board of Directors may, in its discretion, from time to time, determine shall be closed to Retired Members or offered to Retired Members only after first offering the right to register or attend to Full Members;

(3) be entitled to serve as (x) the chair of any Committee established by the Board of Directors, other than as a chair of a Retired Members Committee, if one is established by the Board, or (y) a member of the Board, an Officer or a Delegate, but Retired Members shall otherwise have the right to attend and participate in any committee meetings as other committee activities, other than the Nominating Committee; or

(4) be entitled to serve as a Delegate to CREW Network.

(h) **Continuing Membership.** Subject to *Section 3.4*, and the provisions of the preceding provisions of *Section 3.1(d)* with respect to Affiliate Members, *Section 3.1(e)* with respect to Associate Members, *Section 3.1(f)* with respect to Civic Members and *Section 3.1(g)* with respect to Retired Members, membership in good standing shall continue so long as a Member remains eligible for membership and pays the annual dues established by the Board of Directors.

(i) **Special Circumstances.** In special cases, the Board of Directors may, in its discretion, elect to waive the event attendance and member sponsor requirements for Full Membership applications in order to allow a candidate to become a Member.

3.2. Agreements. By applying to become a Member and/or by accepting any invitation to become a Member each Member makes the following commitments and agreements:

(a) to be bound by and fulfill all membership duties and other provisions of these Bylaws; and

(b) to refrain from instituting or threatening to bring any lawsuit or legal action against the Association or its Officers, Directors, chairpersons or members of any committees acting in their respective capacity as such or by reason of their good faith actions as such or as a Member of the Association, nor cause any such action to be instituted.

3.3. Dues. Annual dues shall be based on the Association's fiscal year. The Board of Directors shall establish the amount of the dues payable by the Members. Any change in the amount of the dues requires an affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. As long as the Association is a member organization of CREW Network, headquartered in Lawrence, Kansas, annual dues shall include the amount from time to time charged by CREW Network. All Full Members, Affiliate Members, Associate Members and Civic Members shall pay the CREW Network portion of the dues, but the Board of Directors may, in its discretion, establish at any time a policy calling for (1) a lesser amount of annual dues payable to the Association by Associate Members, Civic Members, Retired Members or by Full Members meeting criteria established by the Board of Directors, or (2) a larger amount of annual dues and/or a sponsorship of the Association payable to the Association by Affiliate Members meeting criteria established by the Board of Directors. Persons elected as Retired Members shall pay (i) the annual dues for the Association as set forth by the Board of Directors, in its discretion, and (ii) the annual dues for CREW Network in the amount established for those members qualifying as retired members under CREW Network's bylaws or other policies, as the same may be amended.

3.4. Censure or Removal of Members. Members who fail to pay their annual dues by the date set by the Board of Directors for final payment shall be automatically removed from membership. Members may be censured or removed from membership for cause by an affirmative vote of a majority of the Directors at a meeting at which a quorum is present if the Board of Directors determines that any Member has engaged in an activity which violates these Bylaws or which is detrimental to the objectives of the Association, or both. No prior notice shall be required for removal for failure to pay dues. A Member being considered for censorship or expulsion shall be given thirty (30) days prior notice of the meeting of the Board of Directors at which the Member's case will be considered. Said Member shall have the right to make a statement

concerning the matter at issue at said meeting or furnish relevant information in writing to each of the Directors prior to said meeting.

3.5. Reinstatement. A former Member desiring a continuous membership record and whose membership has lapsed for two (2) years or less may be reinstated upon showing proof of qualification and paying all dues in arrears. If, however, a continuous membership record is not desired, the former Member whose membership has lapsed for two (2) years or less may be reinstated upon showing proof of qualification and paying the current year's dues. Any former Member whose membership has lapsed for more than two (2) years shall not be eligible for reinstatement and must re-apply for membership in accordance with *Section 3.1*.

3.6. Resignation. Any Member may resign by filing a written resignation with the President, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues or other charges accrued and unpaid on the date of resignation. A Member shall be allowed to suspend the payment of dues, without loss of membership benefits, upon medical leave of absence from the Member's employment.

3.7. Transfer of Membership. Membership in this Association is not transferable or assignable to another person.

3.8. Membership Certificate. No membership certificates of the Association shall be required but they may be issued at the discretion of the Board of Directors.

ARTICLE IV

MEETINGS, QUORUM AND VOTING OF MEMBERS

4.1. Annual Meeting. The annual meeting ("Annual Meeting") of the Association shall be held in Chicago, Illinois during the fourth calendar quarter of each year at such time and place as may be determined by the Board of Directors. Each Member of the Association shall be notified of the date, time and place of the Annual Meeting not more than sixty and not less than thirty days before the meeting.

4.2. Special Meetings. Special meetings of the Association shall be called by the President, the Board of Directors or by a petition signed by not less than one percent (1%) of the Full Members of the Association. Each Member of the Association shall be notified of the date, time and place of the meeting not less than ten and not more than thirty (30) days before the meeting. No business shall be transacted except that for which the meeting has been called.

4.3. Dispersed Meetings. The Association may conduct business requiring membership approval by use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage or remote communication.

4.4. Quorum. One-fifth of the Full Members of the Association shall constitute a quorum for the transaction of business at a meeting of the Members. In the absence of a quorum of Full Members at any meeting, the Full Members present at any duly called meeting may reschedule the meeting, in which event, the number of Full Members present at such rescheduled meeting shall constitute a quorum.

4.5. Voting. Each Full Member whose name is listed as current in the membership file of the Association on the fifteenth day of the month immediately preceding the vote shall be entitled to one vote on all matters submitted to the membership for a vote. Voting by proxy shall not be allowed. Actions by the Full Members may be taken and resolutions of the Full Members may be adopted by the affirmative vote of a majority of the Full Members present at any duly called meeting of the Association, provided that a quorum of Full Members is present at the meeting or, in the case the Board or these Bylaws call for voting by written or electronic ballot on the issue, at least one-fifth of the Full Members of the Association has cast a ballot (unless a greater proportion is required by the law or these Bylaws), but in the absence of a vote by one-fifth of the Full Members when voting by written or electronic ballot, the Board may continue the date for casting ballots until the requisite number of ballots have been cast or declare the measure on which the votes were solicited to be defeated.

ARTICLE V

NOMINATING COMMITTEE AND ELECTION OF BOARD OF DIRECTORS

5.1. Composition of Nominating Committee. The Nominating Committee consists of nine members, none of whom are standing for upcoming election. The Nominating Committee is composed of the current President of the Association (or the current President Elect if the President is unable to serve), one representative from each of the Association's seven standing committees (CREW Network Liaison, Communications, Membership, Member Services, Programs, Scholarship and Sponsorship) and one Past President of the Association (any one of whom must be a representative from the prior year's Nominating Committee). Each of the seven standing committees shall select its own representative and the current President of the Association shall select the Past President and confirm that there is a representative from the prior year's Nominating Committee.

5.2. Chairperson. The President shall appoint a chairperson for the Nominating Committee, who shall be one of the members of the Nominating Committee.

5.3. Quorum and Voting. A majority of all of the members of the Nominating Committee shall constitute a quorum for the purpose of transacting business at a meeting. The vote of a majority of all of the members of the Nominating Committee shall be the act of the Nominating Committee.

5.4. Elections, Terms and Vacancies.

(a) **Election and Term of Office.** The President and President Elect shall be elected by the Full Members of the Association prior to the Annual Meeting of the Association, each for a one-year term. The Secretary, the Treasurer and two of the At-Large Directors (as hereinafter defined) shall be elected by the Full Members of the Association prior to the Annual Meeting of the Association in odd numbered years, each for a two-year term. Three of the At-Large Directors shall be elected prior to the Annual Meeting of the Association in even numbered years, each for a two-year term. After the expiration of the President's term, the President shall serve on the Board in the following year as Immediate Past President. Each member of the Board of Directors and each Officer so elected in any year shall take office on January 1st of the following

year. No Officer shall serve more than two (2) consecutive terms in said office and no At-Large Director shall serve more than two (2) consecutive terms in said position.

(b) **Nominations By Members.** At least sixty (60) days in advance of the Annual Meeting of the Association, the Nominating Committee shall request nominations from the Full Members to replace those Officers (except the President, unless for any reason the President Elect is unwilling or unable to assume the position of President) and At-Large Directors whose terms expire on January 1 of the year following the forthcoming Annual Meeting of the Association. Nominations must be received by the President or the President Elect at least thirty (30) days before the Annual Meeting of the Association. All such nominations received shall be referred by the President or the President Elect of the Association to the Nominating Committee for consideration.

(c) **Slate.** The Nominating Committee shall present to the Full Members of the Association, at least fifteen (15) days prior to the Annual Meeting of the Association, a slate of nominated candidates to replace the Officers and At-Large Directors whose terms expire on January 1 of the year following the Annual Meeting. This slate will be selected from among those candidates who timely submit their names and related information in nomination in response to a call for nominations by the Association to the Nominating Committee indicating the position or positions for which they wish to be considered as provided in *Section 5.4(b)* above. It is recommended (but not a requirement) that such voting be concluded by October 10 of each year. With respect to any slate that includes the office of President, the then current President Elect shall be slated to be the next President, unless for any reason the President Elect is unwilling or unable to assume the position of President. In selecting the slate, the Nominating Committee must consider the following: (i) any candidate for President Elect (or President, in the event the President Elect is unable or unwilling to serve as President) must have served on the Board for two (2) of the last five (5) years; it is recommended that one of those years of service be immediately prior to the year in which the President Elect (or President, if applicable) will serve as such officer); (ii) it is recommended (but not required) that any candidate for At-Large Director, Secretary and Treasurer have previously served as a chair or co-chair of a standing committee and (iii) any candidate for any position on the Board must be a Full Member.

(d) **Election.** Prior to each Annual Meeting of the Association, those Officers (other than the President, unless for any reason the President Elect is unwilling or unable to assume the position of President) and At-Large Directors whose terms expire on the next January 1 shall be replaced with Officers and At-Large Directors elected by an affirmative vote of a majority of the Full Members of the Association casting ballots provided that at least one-fifth of the Full Members of the Association have cast ballots. Unless the President Elect has resigned or been removed from office by an affirmative vote of a majority of all of the Full Members of the Association, or is then otherwise unwilling or unable to assume the office of President, the President Elect shall serve as President upon expiration of the one-year term of the prior President.

(e) **Vacancies.** A vacancy occurring among the Directors other than by reason of the expiration of the respective term of office of such Director shall be filled for the balance of the unexpired term by an affirmative vote of a majority of the Directors present at any regular meeting of the Board of Directors, or at a special meeting called for such purpose, in either case if

a quorum is present. The Board of Directors may request from the Nominating Committee the names of persons to fill such vacancies, but shall not be bound by any such recommendation.

ARTICLE VI

OFFICERS

6.1. Number and Title. The Officers of the Association shall be the President, the President Elect, the Secretary and the Treasurer, elected as provided in *Article V*. Each of the Officers shall also be a Director. The Board of Directors may, from time to time, provide for other subordinate officers, may appoint Full Members to fill them, and may assign such duties to such officers as the Board of Directors may deem advisable.

6.2. Duties. The Officers shall have the powers and shall perform the duties of Officers of the same title serving in not-for-profit corporations generally, provided, however, that the powers and duties of the Officers of the Association shall specifically include the following:

(a) **President.** The President shall preside at all meetings of the Association and the Board of Directors; shall be responsible for reporting to the membership and to the Board of Directors on the conduct and management of the affairs of the Association; and shall, appoint all committee chairs, unless otherwise provided by these Bylaws, and the members of such committees and task groups as may be established by the Board of Directors. Subject to the direction and control of the Board of Directors, the President shall have general management of the business of the Association; shall have the power to accept and receive donations, gifts, devises and bequests made to the Association and to agree to any conditions or limitations thereto and to give receipts therefor; shall have the power to see that all orders and resolutions of the Board of Directors are carried into effect, and to execute for the Association any contracts, deeds, mortgages, bonds or other instruments, except that any such instrument creating an obligation on behalf of the Association in excess of \$5,000 shall first be approved by the Board of Directors of the Association unless authorized as a line item in a previously approved annual budget for the Association; shall generally supervise all other Officers of the Association and all employees or contractors managing the Association's day-to-day affairs, and shall see that their duties are properly performed; and shall have the authority to vote all securities which the Association is entitled to vote, except as and to the extent such authority shall be vested in a different Officer or agent of the Association by the Board of Directors. The President may accomplish the execution of any instruments on behalf of the Association either under or without the seal of the Association and either individually or with the Secretary, any assistant secretary, or any other Officer so authorized by the Board of Directors, according to the requirements of the form of the instrument. The President shall be an ex officio member of all committees of the Association.

(b) **President Elect.** The President Elect shall assist the President in carrying out the duties of that office and shall perform the duties of the President in the President's absence. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the Association, or a different mode of execution is expressly prescribed by the Board of Directors or these Bylaws, the President Elect may execute for the Association any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed by the President Elect. The President Elect may accomplish the execution of any

instruments on behalf of the Association either under or without the seal of the Association and either individually or with the Secretary, any assistant secretary, or any other Officer so authorized by the Board of Directors, according to the requirements of the form of the instrument. In the event of the disability, removal, absence or refusal to act of the President, the President Elect shall possess the powers and perform the duties of the President. The President Elect shall be an ex officio member of all committees of the Association.

(c) **Secretary.** The Secretary shall keep an accurate record of the proceedings of the Board of Directors and Annual Meeting and special meetings of the Association, and shall be responsible for seeing that notice of all meetings of the Board of Directors and the Association are issued in timely fashion. In the event of the disability, removal, absence or refusal to act of the President and the President Elect, as the case may be, the Secretary shall possess the powers and perform the duties of the President.

(d) **Treasurer.** The Treasurer shall be responsible for keeping accurate records of all financial transactions of the Association; shall have custody of all funds and securities of the Association; shall be responsible for such funds and securities and for the receipt and disbursement thereof; shall provide necessary financial information for budget preparation; shall be responsible for financial reports to the Board of Directors and the Members; and shall chair the Finance Committee, if there be such a committee. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Board of Directors may determine. In the event of the disability, removal, absence or refusal to act of the President, President Elect and the Secretary, the Treasurer shall possess the powers and perform the duties of the President.

ARTICLE VII

BOARD OF DIRECTORS

7.1. Powers and Expectations.

(a) **Powers and Duties.** The affairs of the Association shall be managed by a Board of Directors, which shall serve as an executive body to carry on the business of the Association. The Board of Directors shall determine the policies and programs and manage the affairs of the Association. The Board of Directors shall approve the budget and shall set the dues of the Association.

(b) **Expectations of Directors.** Individual Directors are expected to assume specific responsibilities as requested by the President and to participate in regular and special Board meetings and conference calls.

7.2. Structure.

(a) **Number of Board Members.** The Board of Directors shall consist of nine (9) members, including four (4) Officers and five (5) other Directors ("At-Large Directors"); any such Officer or At-Large Director shall be referred to herein as a "Director").

(b) **Delegate Function.** Two Full Members of the Association shall serve as voting delegates to represent the Association in its participation with the CREW Network (“Delegate”). One Delegate shall be an Officer or an At-Large Director; the other Delegate shall be appointed by the President from among the Full Members of the Association and may, but need not, be a Director. Prior to appointing a Delegate, the President may solicit expressions of interest in such an appointment from the Full Members of the Association.

(c) **Ex Officio and Advisory Board Members.** The President may appoint additional advisory members of the Board of Directors, subject to ratification by the Board of Directors, all of whom shall have a voice but no vote. In addition, the immediate Past President (who is encouraged to attend Board meetings during the year following her presidency) shall serve as an ex officio member of the Board of Directors for the one-year period following the expiration of her term.

7.3. Removal of Directors. Any Director may be removed, for cause, by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present; or by an affirmative vote of two-thirds of the Full Members of the Association present at any Annual Meeting or special meeting at which a quorum of the Full Members is present.

7.4. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified in the notice; and, unless otherwise specified in the notice, the acceptance of such resignation shall be necessary to make it effective.

7.5. Meetings.

(a) **Meetings of the Board.** Meetings of the Board of Directors, regular or special, may be held at such place within or without the City of Chicago, Illinois as the Board of Directors may determine. The Board of Directors shall meet at least five (5) times in each year.

(b) **Time and Place for Meetings of the Board.** The Board of Directors shall fix times and places for the regular meetings of the Board of Directors and shall notify each Director at least seven days prior thereto of such meeting.

(c) **Special Board Meetings.** Special meetings of the Board shall be held whenever called by the President or by at least 4 other Directors. Notice of each such meeting setting forth the time, place, and purpose or purposes of the meeting shall be given by the Secretary to each Director not later than the five days before the meeting. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice.

7.6. Quorum and Voting. Except when a greater proportion is required by law or by a special provision of these Bylaws, the quorum necessary for the transaction of business at a meeting of the Board of Directors shall be a majority of the Directors then in office. Except as may otherwise be required by law or by these Bylaws, the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of

Directors. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place; no notice of any such adjournment need be given.

7.7. Action by Unanimous Written Consent. Notwithstanding anything in these Bylaws to the contrary, any action required or permitted by the Articles of Incorporation or these Bylaws to be taken by the Board of Directors may be taken without a meeting if all of the Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the proceedings of the Board of Directors.

7.8. Liability. Directors and Officers shall not be liable, and no cause of action may be brought against them, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Directors or Officers unless the act or omission involved willful or wanton conduct.

7.9. Compensation. Directors shall not receive any stated salaries for services in their capacity as Directors, but by resolution of the Board of Directors a fixed sum and expenses of attendance may be allowed for each regular or special meeting of the Board of Directors, provided that this section shall not be construed to preclude any Director from serving the Association in any other capacity and receiving reasonable compensation therefor.

ARTICLE VIII

COMMITTEES

8.1. Establishment, Charge and Term. The Board of Directors may establish such standing committees, special committees and task groups as it may deem necessary. Standing committees shall be of indefinite duration.

8.2. Composition and Appointment. The President shall appoint the chair of committees for one (1) year terms, except as otherwise provided by these Bylaws. The President and the President Elect, shall be ex officio members of all committees. The President shall assign a Director as a liaison from the Board of Directors to each Committee.

8.3. Quorum and Voting. A majority of any committee shall constitute a quorum, and the affirmative vote of a majority of committee members present at a meeting at which a quorum is present is necessary for committee action. Notwithstanding the aforesaid, a committee may act by unanimous consent in writing without a meeting. Subject to the provisions of these Bylaws or action by the Board of Directors, the committee shall determine the time and place of meetings and the notice required therefor by the affirmative vote of a majority of its members.

ARTICLE IX

PARTIAL TERMS

A person who has served more than half of a specific term in an office, as that term is set forth in these Bylaws, shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or another position.

ARTICLE X

PARTICIPATION IN MEETINGS BY CONFERENCE CALL

Any one or more members of the Board of Directors or of any committee of the Association may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

11.1. General.

(a) The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association), by reason of the fact that such person is or was a Director, Officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, did not have reasonable cause to believe that her conduct was unlawful.

(b) The Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) and amounts actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner she reasonably believed to be in, or not opposed to, the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of her duty to the Association, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view

of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(c) To the extent that a Director, Officer, employee or agent of the Association has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in *Section 11.1(a)* and *Section 11.1(b)*, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(d) Any indemnification under *Section 11.1(a)* and *Section 11.1(b)* (unless ordered by a court) shall be made by the Association only as authorized in the specific case, upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because she has met the applicable standard of conduct set forth in said *Section 11.1(a)* and *Section 11.1(b)*. Such determination shall be made with respect to a person who is a Director or Officer at the time of the determination: (1) by an affirmative vote of a majority of the Directors present at the meeting who were not parties to such action, suit or proceeding at which quorum is present, (2) by a committee of the Directors designated by a majority vote of the Directors, even though less than a quorum, (3) if there are no such Directors, or if the Directors so direct, by independent legal counsel in a written opinion, or (4) by the affirmative vote of a majority of Full Members of the Association present at a special meeting of the Full Members called for such purpose.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that she is entitled to be indemnified by the Association as authorized in this Article.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the Full Members or the disinterested Directors, or otherwise, both as to action in her official capacity and as to any such action by a person acting in her official capacity but who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of her status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

(h) If the Association indemnifies or advances expenses under *Section 11.1(b)*, to a Director or Officer, employee or agent of the Association, the Association shall report the

indemnification or advance in writing to the Full Members with or before the notice of the next meeting of the Full Members.

11.2. Definitions; Interpretation.

(a) For purposes of this Article, references to “the Association” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such merging corporation, or is or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

(b) For purposes of this Article, references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the Association” shall include any service as a Director, Officer, employee or agent of the Association which imposes duties on, or involves, services, by, such Director, Officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Association” as referred to in this Article.

(c) If the Illinois General Not For Profit Association Act of 1986 is amended at any time or from time to time so as to expand the circumstances under which, the extent to which, or the persons for which, a corporation may make indemnification, this Association shall make such indemnification to the extent of such expansion.

ARTICLE XII

EMPLOYED STAFF

The Board of Directors may, by affirmative vote of a majority of the Directors present at a meeting at which a quorum is present, employ an Executive Director and/or other staff for the administration and management of the Association.

ARTICLE XIII

LEGAL COUNSEL

Legal counsel may be retained by the Board of Directors to ensure compliance with federal and state requirements, to review and advise the Association on any legal instruments the Association may propose to execute, and to provide such other legal services as the Association may require.

ARTICLE XIV

FINANCE

14.1. Fiscal Year. The fiscal year of the Association shall be the calendar year.

14.2. Depositories. All funds of the Association shall be deposited to the credit of the Association under such conditions and in such banks as shall be designated by the Board of Directors.

14.3. Approved Signatures. Either the President, the President Elect, the Secretary, or the Treasurer shall have authority to sign contracts, checks, and order for payment, receipt of deposit of money, except that any contract, check, or order for payment in the amount of \$3,500 or more shall require the signatures of two such Officers.

14.4. Bonding. All persons having access to or major responsibility for the handling of funds of the Association shall, if required by the Board of Directors, be bonded in amounts set forth by resolution of the Board of Directors.

14.5. Budget. The annual budget of estimated income and expenditures for the Association shall be approved by an affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. No expense shall be incurred in excess of total budgetary appropriation without prior approval of an affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

14.6. Audits. A certified public accountant or other independent public accountant may be retained by the Board of Directors to make an annual examination of the financial accounts of the Association. A report of all such examinations shall be submitted to the Board of Directors.

14.7. Financial Reports. A summary report of the financial operations of the Association shall be made at least annually to the Board of Directors in such form as the Board of Directors shall provide.

14.8. Indemnification. The Association shall have the power to purchase and maintain insurance to indemnify the: Association, its Directors, Officers and employees to the full extent such indemnification is permitted by law.

14.9. Seal. The seal of the Association shall be circular in form and contain the name of the Association, the words "Corporate Seal" and "Illinois".

ARTICLE XV

PARLIAMENTARY AUTHORITY

The Association's Articles of Incorporation, these Bylaws, any special rules or orders adopted by the Association and "Robert's Rules of Order Newly Revised," in its latest edition, shall be the parliamentary authority governing the meetings of the Association, Board of Directors, and all other committees, subject to applicable law. However, if there is any conflict or

inconsistency between Roberts Rules of Order and the other governing instruments or rules listed above, the other instruments and rules shall control.

ARTICLE XVI

AMENDMENTS

Amendments to the Articles of Incorporation or to the Bylaws shall be proposed to the Board of Directors by written proposal of any Director, or by written proposal signed by at least 25 Full Members. The President may appoint an ad-hoc Bylaws Committee to consider such proposals. The Bylaws Committee shall review the proposed amendment or amendments and, upon an affirmative vote of a majority of the committee, the proposed amendment or amendments shall be recommended to the Board of Directors. The Board of Directors may adopt any amendment so proposed or recommended by an affirmative vote of a majority of the Directors then in office; provided, however, that notice of the amendments to be acted upon shall have been given to the Directors in advance.

ARTICLE XVII

NOTICE/WAIVER OF NOTICE

Any notice required to be given under these Bylaws may be given by electronic means. Whenever any notice is required to be given under the provisions of the General Not for Profit Corporation Act of Illinois or under the provisions of the articles of incorporation or the Bylaws of the Association, 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.

Adopted: December 16, 2019