

SECOND AMENDED AND RESTATED BYLAWS

OF

CREW – COMMERCIAL REAL ESTATE WOMEN OF ATLANTA, INC.

These Second Amended and Restated Bylaws of CREW – Commercial Real Estate Women of Atlanta, Inc. (the “*Bylaws*”) are effective as of _____, 2020. The Bylaws amend, restate and supersede all previous versions of the Bylaws of CREW – Commercial Real Estate Women of Atlanta, Inc.

ARTICLE I. NAME, OFFICES, AND PURPOSES

Section 1.01 Name. The name of the corporation shall be CREW-Commercial Real Estate Women of Atlanta, Inc. (the “*Corporation*”). **Registered Office and Agent; Offices.** The Corporation shall have and continuously maintain a registered office and registered agent in accordance with the provisions of Section 14-3-501 of the Georgia Nonprofit Corporation Code (such code hereinafter, the “*Georgia Code*”). The current registered agent of the Corporation shall be SPI Corporate Solutions, or another national registered agent service provider. The Corporation may, from time to time, designate a different address as its registered office or a different person as its registered agent, or both; provided, however, that such designation shall become effective upon the filing of a statement of such change with the Secretary of State of the State of Georgia as is required by law. The Corporation may have offices at such places as the Board of Directors (the “*Board*”) determines or the affairs of the Corporation may from time to time require. **Purposes.** The purposes of the Corporation are to advance the mission of the Corporation which is to influence the success of the commercial real estate industry by advancing the achievements of women, and as set forth by Commercial Real Estate Women Network (“*CREW Network*”), as the same may be updated or modified from time to time. The Corporation’s purposes include only those that are permitted under Section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws (the “*Code*”), including the making of distributions to organizations exempt at the time under Section 501(c)(6) of the Code. The Corporation shall be a chapter of CREW Network, as it now exists or may hereafter be changed.

ARTICLE II. MEMBERS

Section 2.01 General. The “*Members*” of the Corporation means every person that holds a current membership in the Corporation, and shall collectively refer to Full Members, Associate Members, Civic Members, Affiliate Members, Graduate Student and Undergraduate Students, and Honorary Members, each as defined in Section 2.02 below. “*Membership*” sometimes collectively refers to all of the Members of the Corporation, depending on context. Any Member whose memberships lapses for two (2) or more years must reapply to the Corporation as a new member. Amendments to this Article (and additional requirements for and classifications of Members) may be adopted from time to time by a two-thirds (2/3) vote of the Board or otherwise in accordance with CREW Network policies and procedures. **Classifications.** For purposes of these Bylaws, “*Qualified Fields of Commercial Real Estate*” shall include: accounting; acquisitions/dispositions; administration; appraisal; architecture; asset management; brokerage; business

development; commercial insurance; commercial lending; construction, general; construction, management; consulting, commercial real estate; cost segregation; economic development; education, engineering; environmental planning; facility management; finance; interior design/space planning; investment management; investor relations; land use planning and zoning; law; market research; marketing/public relations, commercial real estate; personnel/human resources; program/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 a field of commercial real estate. “*Field of Commercial Real Estate*” means professional services inherent in the investment in, ownership, development, or operation of Income-Producing Real Property (which means land, improvements to land, and rights to use land and improvements for business purpose). Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to a Field of Commercial Real Estate. The following are the classifications of Membership:(a)

Full Members. Any person may apply to become a Full Member who (a) is currently employed in a professional position in one of the Qualified Fields of Commercial Real Estate, and (b) has a minimum of five (5) years of professional experience in one of the Qualified Fields of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, such person shall be a Full Member in good standing of the Corporation (“*Full Member*”).

(b) **Associate Members.** Any person may apply to become an Associate Member who (a) is currently employed in a professional position in one of the Qualified Fields of Commercial Real Estate, and (b) has less than five (5) years of professional experience in one of the Qualified Fields of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, such person shall be an Associate Member in good standing of the Corporation (“*Associate Member*”).

(c) **Civic Members.** Any person may apply to become a Civic Member (a) is currently employed in a professional position in one of the Qualified Fields of Commercial Real Estate, (b) has a minimum of five (5) years of professional experience in one of the Qualified Fields of Commercial Real Estate in (i) public sector, (ii) quasi-governmental transportation and port authorities, (iii) local and regional government, or (iv) other public not-for-profit corporations. Upon acceptance by the Board and payment of all dues and fees, such person shall be a Civic Member in good standing of the Corporation (“*Civic Member*”).

(d) **Affiliate Members.** Any person may apply to become an Affiliate Member who is currently employed in a business that benefits, supports, or supplies goods or services with respect to Income-Producing Property, but does not work in a professional position in one of the Qualified Fields of Commercial Real Estate. The Board may adopt policies and procedures about the type and number of Affiliate Members that will be considered from a particular company or in a related field; provided, however, that in no event shall the number of Affiliate Members exceed twenty-five percent (25%) of the total Membership of the Corporation. Upon acceptance by the Board and payment of all dues and fees, such person shall be an Affiliate Member in good standing of the Corporation (“*Affiliate Member*”).

(e) **Undergraduate Student Members.** Any person may apply to become an Undergraduate Student Member who (a) is currently enrolled full time in an undergraduate program at a college or university, and (b) intends to pursue a career in a Qualified Field of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, such person shall be an Undergraduate Student Member in good standing of the Corporation (“*Undergraduate Student Member*”).

(f) **Graduate Student Members.** Any person may apply to become a Graduate Student Member who (a) is currently enrolled full time in a graduate degree program at a college, university, law school, or business school, and (b) intends to pursue a career in a Qualified Field of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, such person shall be a Graduate Student Member in good standing of the Corporation (“*Graduate Student Member*”).

(g) **Honorary Members.** The founders of the Corporation, and any person who was a charter member of the Corporation in 1982 and 1983, shall be Honorary Members of the Corporation for the lifetime of the Corporation. Honorary Members shall at all times be eligible to enroll in the Corporation as an Affiliate Member without regard to any lapse in membership, upon payment of the same dues as an Affiliate Member, and shall thereupon have voting rights and be considered an Affiliate Member, should they choose to exercise this privilege.

(h) **Conversion; Transfer.** A Member may convert his or her membership upon qualification for an alternative Membership c upon fulfillment of the requirements for such new membership type, payment of appropriate dues (or prorated amount thereof) and notice to the Chapter Director. A member of another CREW Network chapter or an At Large Member of CREW Network (“*Transfer Member*”) may apply to transfer his or her membership to the Corporation provided that the Transfer Member is current in payment of dues and in good standing in another CREW Network chapter, and otherwise qualifies for one of the membership categories set forth above.

Section 2.03 Membership Composition; Involvement. The Board may adopt policies and procedures with respect to the percentage of each class of Members that make up the Membership of the Corporation. Full Members may be elected to serve on the Board. The Board may adopt policies and procedures allowing other membership classifications to be elected to the Board and committee and other leadership roles within the Corporation; provided, however, that no Student Member (Graduate or Undergraduate) may be elected to serve on the Board or otherwise hold a leadership position, but may serve on committees. The offices of President, President-Elect, the Director as the liaison to Membership, and the Director as the liaison to Programs shall be held by a Full Member. The Director as the liaison to CREW Leadership shall be an alumna of the CREW Atlanta Leadership program.

Section 2.04 Admission of New Members; Resignation. To be admitted as a Member, the applicant for admission must meet the requirements set forth in the then current policies and procedures as adopted by the Board from time to time. A Member may resign at any time by giving written notice to the Chapter Director, without refund of any prepaid dues or sponsorships.

Section 2.05 Default. A Member is in default if such Member (a) fails to pay timely and in full all dues; (b) violates a material provision of these Bylaws; or (c) engages in conduct that is detrimental to the best interests of the Corporation. Upon default that remains uncured for a period of fifteen (15) days after notice, membership is automatically suspended and such defaulting Member shall not be entitled to vote at any election or meeting, or to participate in any affairs of the Corporation, unless an extension of time for payment or other compliance, upon good cause being shown by such Member, is granted by the Board.

Section 2.06 Termination of Member for Cause. A Member who is in default hereunder may be removed as a Member of the Corporation provided that the Corporation shall have given written notice of the proposed termination, including the grounds therefore, by overnight delivery or registered mail at the address provided by the Member to the Chapter Director or to CREW Network, at least fifteen (15) days before the proposed action is considered by the Board, and the Member is afforded an opportunity to attend the meeting and present a defense. The Board shall act in good faith in a fair and reasonable manner in carefully considering all the evidence and in undertaking any action. Termination of a Member for cause shall be valid upon compliance with the process set forth above and upon a two-thirds (2/3) vote of the Directors.

ARTICLE III. DUES; MEETINGS OF MEMBERS

Section 3.01 The Board shall determine annual dues for each type of Membership, from time to time. The Board shall be permitted to offer pro-rated (including mid-year) and discounted annual dues to any class of Membership in accordance with the policies and procedures of CREW Network and as adopted by the Board from time to time. Dues shall be payable in full on or before the date determined by CREW Network each year. New Member dues shall be payable within thirty (30) days of notification of acceptance as a Member of the Corporation.

Section 3.02 Annual Meeting and Regular Meetings.The annual meeting of Members shall be held at such time and place as is determined by the Board each year, for the purpose of electing Directors of the Corporation, reporting on the activities and financial condition of the Corporation and for the transaction of such other business as may be properly brought before the meeting. If the annual meeting shall not be held as designated by these Bylaws, a substitute annual meeting may be called in accordance with the provisions of Section 3.04. A meeting so called shall be designated and treated for all purposes as the annual meeting. Regular meetings may be held according to a schedule announced in advance for the year. **Special Meeting.**A special meeting of the Members may be called at any time by the President or the Directors, and may also be called by the Secretary upon the written request of persons representing at least ten percent (10%) of the votes of the Members entitled to be cast on any issue to be considered at the special meeting. **Notice of Meetings.** Written notice of all meetings of the Members, stating the place, date and time thereof, and in the case of a special meeting, briefly describing the purpose, shall be given by such persons as designated by the Board, not less than ten (10) days or, in the case of a special meeting, not less than seven (7) days in advance of the meeting, addressed to the Member's address as it appears on the records of the Corporation or CREW Network. Such notice may be sent by mail, electronic mail transmission, text or

other digital notice method to the Members. Meetings may be conducted by telephone, video conference or other means by which attendees may hear each other and take action and by any means permitted by the Georgia Code. **Quorum**. Greater than fifty percent (50%) of the votes entitled to be cast on a matter must be represented at a meeting of the Members to constitute a quorum on that matter. Unless such percentage or more of the voting power is present in person or by ballot, the only matters that may be voted upon at an annual or regular meeting of Members are those matters that are described in the meeting notice. In the event of a tie vote, the President (or the President Elect, if in the absence of the President, the President Elect is presiding at a meeting of the Council), shall have the right and power to cast such vote. **Voting**. Each Member shall be entitled to one vote, which may be cast in person. No voting by proxy shall be allowed. At the discretion of the Board, voting on any matter may take place by written ballots (or its equivalent) mailed or sent by electronic mail transmission to the Members in accordance with procedures established by the Board, provided that (a) written notice of the matter to be voted on must be given to the membership prior or simultaneously with the mailing of the ballots (or its equivalent), (b) a sufficient number of ballots (or its equivalent) must be returned as would constitute a quorum, and (c) the number of votes as would otherwise be required at a meeting must be received for any matter to be approved. As provided in the Georgia Code, Members shall have no voting rights, other than to elect Directors, unless such rights are specifically stipulated in these Bylaws or the Articles of the Corporation. **Action Without Meeting**. Any action which the Members could take at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the Members representing at least a majority of the voting power (or by such higher vote as may be required by law or in the bylaws for a particular matter), which consent shall be filed with the Secretary of the Corporation as part of the corporate records. The Members may elect the annual slate of Officers and the Board by mail, text, electric/online or email ballot. In such case, with respect to any vote of the Members conducted by mail, text, electric/online or email ballot, the affirmative vote of a majority of the votes cast shall constitute the act of the Members so long as the number of votes received would constitute a quorum if such vote was conducted at a meeting of the Members **DIRECTORS**

Section 4.01 Powers and Duties. The property and business of the Corporation shall be managed by its Board. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these Bylaws, the Board may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by law, by the Articles of Incorporation, or by these Bylaws. Certain Directors may be identified Officer (as defined in Section 6.01 below) and, in addition to the powers identified in this Section, each such Officer shall have the respective powers and responsibilities described in Article VI or as determined by the Board from time to time. (a) Specifically, the Board shall have the following powers:

(1) To adopt and publish Policies and Procedures governing topics such as conflicts of interest, whistleblower issues, harassment, admission of Members, the conduct of meetings, the composition of the Board, the composition of Membership, succession planning, the use of committees, the appointment of committee members and co-chairs, the payment of dues, or other matters described in these Bylaws or which the Board determines are necessary or appropriate, from time to time;

(2) To suspend any Member's voting rights or terminate his or her status as a Member as more particularly set forth above;

(3) To exercise all powers, duties, and authority vested in or delegated to the Corporation and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation;

(4) To remove a Director who is absent from three (3) consecutive regular Board meetings without sending written notice to the Secretary adequately explaining the reasons for the Director's absences;

(5) To engage a Chapter Administrator or Chapter Director as an independent contractor or employee, or to engage other independent contractors or employees as the Board deems necessary or advisable, from time to time, and to prescribe his or her duties;

(6) To retain the services of legal, accounting, and other professional firms, as the Board deems necessary or advisable, from time to time;

(7) To maintain appropriate contingency reserves, as reasonably determined by the Board, from time to time;

(8) To establish budgets, long-term strategic plans, operational plans, and short-term goals;

(9) To enforce the provisions of these Bylaws, Policies and Procedures and any implementing rules or regulations; and

(10) To take any and all other actions, and to enter into any and all other agreements, as may be necessary for the fulfillment of its powers and rights under these Bylaws or the Georgia Code.

(b) Additionally, the Board shall have the following specific duties and obligations (in addition to any duties and obligations the Board may have under the Georgia Code):

(1) To maintain current copies of these Bylaws, Policies and Procedures, the rules and regulations adopted by the Board, as well as the minute book, financial books, records, and financial statements of the Corporation;

(2) To supervise all officers, agents, employees and other independent contractors of the Corporation to ensure that his or her duties are properly performed;

(3) To fix the amount of membership dues, to keep an accurate list of all Members, and to send written notices to Members as required by these Bylaws or applicable law;

(4) To obtain and maintain adequate liability insurance covering the Corporation, the Directors and officers, and adequate hazard insurance on the property owned by the Corporation (if any), and to cause any or all officers or employees having fiscal responsibilities to be bonded at the expense of the Corporation, as the Board may deem appropriate, from time to time;

(5) To fulfill the Corporation's obligations to CREW Network as a CREW Network chapter;

(6) To audit bills and to disburse the funds of the Corporation;

(7) To communicate with other associations interested in the commercial real estate profession;

(8) To devise and carry into execution such other measures as it deems proper and expedient to promote the mission, goals, and objectives of the Corporation and to protect the interest and welfare of the Members; and

(9) To take any and all other actions, and to enter into any and all other agreements, as may be necessary for the fulfillment of its duties and obligations under these Bylaws or the Georgia Code.

Section 4.02 Number.The number of Directors of the Corporation may be changed from time to time by the Board, but shall be not less than five (5) nor more than nine (9). The initial number of Directors shall be seven (7). Two (2) delegates to CREW Network shall be appointed from the Directors and the Chair of the CREW Network Committee, or any combination thereof. The Officers shall be among the number of the Directors of the Corporation and shall be considered as Directors.**Term.**Each Director shall hold office for the term for which such Director was elected, or until his or her death, resignation, retirement, removal, disqualification or until his or her successor is elected and qualified. A Director shall typically hold office for a two (2) year term, but may be asked by the Nominating Committee to serve for an additional one (1) year term, depending on the current needs of the Board. A Director may not hold office for more than two (2) consecutive two (2) year terms, unless he or she is an Officer, in which case, he or she may serve for a maximum of three (3) consecutive two (2) year terms. In the event of the death, resignation, retirement, removal or disqualification of a Director during the elected term of office, the Director's successor shall be selected by the remaining Board to serve only until the expiration of the term of the predecessor. If the Directors remaining in office constitute less than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office.**Election of Directors and Certain Officers.**Directors and certain Officers shall be nominated and elected pursuant to policies and procedures adopted from time to time by the Board, which procedures may include establishment of a nominating committee charged with the responsibility of preparing a slate of Directors, some of whom may be identified as President, President-Elect, Immediate Past President, Secretary and Treasurer as provided in Section 4.01 hereof, and submitting said slate for approval by the Members via voting as provided in Section 3.06 hereof. Election of Directors or Officers for positions for which terms have expired or will expire (including positions for which vacancies were filled) shall occur at the annual meeting of the Members, or otherwise at a regular meeting of the Members, by majority vote of the Members, for each position to be filled. Election or appointment of a Director or Officer shall not of itself create contract rights. The Board shall review the proposed slate of Directors, and if approved by the Board, shall recommend the slate for approval by the Members at the Annual Meeting, along with the recommended officers the Board shall elect if the Members approve the slate of Directors.**No Compensation.**The Directors shall serve without compensation.**Regular and Annual Meetings.**Regular meetings of the Board shall be held once a month without notice **or** at such times as the Board shall from time to time designate, and an annual meeting of the Board shall be held as one of the monthly meetings without notice within one month before or one month after the close of the Corporation's yearly accounting period, all at such places within or without the State of Georgia as the Board shall from time to time designate.**Special Meetings.**Special meetings may be held if called by the President of the Corporation or by any two (2) Directors with at least 48 hours' notice by telephone, electronic mail or personal delivery, or five days' notice by first class mail, of the time and place of the meeting to each Director.**Emergency Action; Bylaws.**If an emergency occurs, the Executive Committee or a quorum of the Directors that are available (and in no event less than three Directors) may act on behalf of

the full Board with the same force and effect as if the full Board had acted upon the matter. For purposes of this section, an "emergency" is defined as a sudden and unforeseen event or crisis (e.g., fiscal peril that threatens the existence of the organization, a grave personnel matter, pandemic, etc.) that requires deliberation and a formal decision or action by the Board within one to five days of the event or crisis. Special Board meetings, in accordance with Section 4.07 shall be established for all events or issues that can be addressed in timeframes greater than five (5) days. All decisions made by the Executive Committee or Directors under this provision shall be captured in formal written minutes and shall promptly be reported to the full Board and Members. Furthermore, in the event of an emergency, a catastrophe, or force majeure event (which may include a global pandemic), the Board shall have the power to adopt emergency Bylaws in accordance with the general authority given under the Georgia Code, including without limitation, a reduction in the percentage needed for a quorum, shortened notice provisions, reduced voting percentages, and any other appropriate change which may be necessary or desirable in order to effectively handle the business of the Corporation and/or the Board. **Waiver of Notice.** Except as limited by the Georgia Code or other applicable Georgia law, whenever any notice is required to be given to any Director or Member by law, by the articles of incorporation or by these bylaws, a Director or Member may waive such notice, whether before or after the meeting to which the waiver pertains, provided that such waiver must be in writing (which may include email) by the Director or member entitled to such notice and delivered to the Corporation for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice to such Director of the meeting unless such Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. A member's attendance at a meeting: (i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented. **Contents of Notice.** The business to be transacted at, and the purpose of, any regular or special meeting of the Board need not be specified in the notice or waiver of notice of such meeting. **Quorum.** At all meetings of the Board, except in cases of an emergency as described in Section 4.08 above, the presence of one-third (1/3) of the authorized number of Directors, but in any event not less than two (2) Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. **Voting.** The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these Bylaws. Voting on any matter may take place by written ballots (or its equivalent) mailed or sent by electronic mail transmission to the Members in accordance with procedures established by the Board. The Board may by resolution prescribe such other procedures as may be necessary or appropriate for the conducting of elections, provided that (a) written notice of the matter to be voted on must be mailed or sent by electronic mail transmission to the membership prior to or simultaneously with the mailing of the ballots (or its equivalent), (b) a sufficient number of ballots (or its equivalent) must be returned as would

constitute a quorum, and (c) the number of votes as would otherwise be required at a meeting must be received for any matter to be approved. **Conduct of Meetings.** The President, or in the President's absence the President-Elect, shall preside at meetings of the Board. The Secretary of the Corporation, or in the Secretary's absence any person appointed by the presiding officer, including the Chapter Director, shall act as Secretary for meetings of the Board. Meetings shall be governed by the most recent edition of **Robert's Rules of Order**, except to the extent that these Bylaws are inconsistent therewith. **Telephone /Video Conference Participation.** Directors may participate in regular or special called meetings of the Board through use of conference telephone, video or any other communications equipment, so long as all Directors participating in the meeting can simultaneously hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote. **Written Consent.** Any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if a written consent, setting forth the action so taken, is signed by all members of the Board or of such committee, as the case may be. Such written consent shall be reflected in the minutes of the proceedings of the Board or committee, and no further writing shall be necessary. **Adjournment.** A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors, with at least two days' notice by telephone or personal delivery, or five days' notice by first class mail, of the time and place of the meeting. **Removal.** The Board may remove a Director or Officer, as the case may be, with or without cause, by the vote of a majority of the Directors then in office. **Resignation.** Any Director may resign by giving written notice to the President or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the Corporation would be left without the minimum number of duly elected Directors, in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective. **Vacancies.** A vacancy on the Board shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and on failure of the Directors to elect the full number of Directors authorized. Such vacancies may be filled for the remainder of the term by majority vote at a meeting of the Board, and if the total number of remaining Directors is less than a quorum, by a unanimous vote of the remaining Directors or the vote of a sole remaining Director of the Corporation in such capacity.

Section 4.20 Chapter Director. The Board may engage and compensate a paid director or executive director (the "***Chapter Director***") and other support staff as deemed necessary to assist in performing the duties of the Secretary, the duties of the Treasurer and other day-to-day operations of the Corporation, as the Board determines. **Section 4.21**

Liability of the Board. Neither the Board nor the individual Directors shall be liable to the Members for any mistake of judgment, negligence, or otherwise, except for his or her own individual willful misconduct or bad faith. The Members shall indemnify, defend, and hold harmless each of the Directors against all contractual liability to others arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made

in bad faith or contrary to the provisions of the Articles or these Bylaws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation, except to the extent that they are Members.

ARTICLE V. COMMITTEES

Section 5.01 Executive Committee. An Executive Committee shall be established by the Board each year and shall consist of at least three (3) Directors; provided, however, that if the Board does not vote on an Executive Committee, it shall consist of the President, the President-Elect, the Immediate Past President and the Treasurer. The Executive Committee shall be elected for a term of one (1) year by the Board and shall be authorized to exercise all powers and authority of the Board unless specified otherwise from time to time by the Board. The Executive Committee shall act by majority vote and shall have a quorum of one-third (1/3) of the member Directors, but in any event not less than two (2) Directors. The Executive Committee shall be governed by those rules herein governing the Board that concern regular meetings, special meetings, calling meetings, waiver of notice, contents of notice, telephone participation, written consent and adjournment. **Other Committees.** Other Committees may be established by the Board from time to time; shall include at least one or more Director as the liaison between the Committee and the Board, as directed by the Board; and shall be authorized to exercise the authority of the Board to the extent provided in the resolution creating any such committee. Any such committee shall act by majority vote and shall have a quorum of one-third of its members, but in any event, no committee action shall be taken that is inconsistent with the mission and strategic goals of the Corporation as established by the Board from time to time. Such committees may be modified from time to time, but shall include as of January 1, 2020, but shall not be limited to the following: Nominating, Sponsorship, Programs, Signature Events, A.C.E. (Advanced CREW Experience), Leadership, Membership, Communications, Finance, and CREW Network. **Committee Authority.** No committees of the Board shall be authorized to take the following actions: (a) Authorize distributions to or for the benefit of the Directors or Officers; (b) Approve dissolution, merger or the sale, pledge, or transfer of any of the Corporation's assets; (c) Elect, appoint or remove Directors or Officers, or fill vacancies on the Board or on any of its committees; or (d) Adopt, amend, or repeal the Articles of Incorporation or Bylaws. **OFFICERS**

Section 6.01 Establishment and Election. The offices of President, President-Elect, Immediate Past President, Secretary and Treasurer (collectively, sometimes referred to as the "***Officers***") are hereby established, and pursuant to Section 4.02 hereof, persons elected to such offices shall be among the number of the Directors of the Corporation and shall be nominated and elected in accordance with Section 4.04 hereof. **Other Officers.** The Board, at any time and from time to time, may appoint such other Officers as it shall deem necessary, including one or more additional Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold those offices for such terms as shall be determined by the Board and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. **Multiple Offices.** Any person may hold any two or more offices, except that no person may hold the offices of President and Secretary. **Compensation.** The Officers of the Corporation shall serve without compensation. **Term.** The Officers shall serve for terms of up to two (2) years

and until their successors shall be elected and shall qualify. **President**. The President shall preside at all meetings of the members of the Board; shall be an ex officio member of all committees; shall sign such papers as may be required by the office or as may be directed by the Board; shall make such reports and recommendations to the Board at any regular or special meetings concerning the work and affairs of the Corporation as in the President's judgment may be necessary for their information and guidance; may require such reports from the other officers as in the President's judgment are necessary. The President shall manage the affairs and direct the work and employees of the Corporation, subject to and in accordance with the directions of the Board; shall prepare, or cause to be prepared, annual budgets and additional budgets as needed for the approval of the Board; shall be authorized to incur expenses in accordance with the approved budget, or as directed by the Board; shall attend all meetings of the Board; and shall perform such other duties as may be incidental to the office. **President-Elect**. The President-Elect shall perform the duties of the President in the absence of the President and in case of a vacancy in the office of the President shall become the President. The President-Elect shall assist the President in every way possible and act as presidential representative when requested. **Immediate Past President**. The Immediate Past President shall perform such duties as may be determined by the Board from time to time.

Section 6.09 Vice Presidents. The office of Vice President(s) may be created at the discretion of the Board. **Secretary/Treasurer**. The Secretary/Treasurer shall be a combined position. The Secretary/Treasurer shall, with the assistance of the Chapter Director and other staff: issue notices of meetings; notify individuals elected to office and to the Board; keep complete records and minutes of meetings of the Board; furnish the Board with a list of Officers, Directors, and members of committees whose terms shall expire at the next annual meeting; deliver such other notices as may be directed by the Board; be custodian of all records of the Corporation; sign such papers as may be required by the office or as directed by the Board; and perform such other duties as may be incidental to the office. The Secretary/Treasurer, with the assistance of the Chapter Director, shall: receive all monies of the Corporation; deposit the funds of the Corporation in one or more banks selected by the Board; disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board; keep a full account of all monies received and paid out and make such reports thereof to the President and Board as they may require; receive and have custody of all checks, check registers, invoices, tax returns, notes, contracts and other financial papers of the Corporation and place them for safekeeping in secure locations designated by the Board and under such rules as to access as the Board shall determine; keep full account of all checks, check registers, invoices, tax returns, notes and financial papers of the Corporation and make such accountings and reports thereof to the President and Board as they may require; cause the books of account of the Corporation to be reviewed at least once annually by a public accountant if recommended by the Treasurer or directed to do by the Board; cause to be prepared and present at each annual meeting of the Directors a comprehensive financial statement; sign such papers as may be required by the office or as may be directed by the Board; and perform such other duties as may be incidental to the office. The Secretary/Treasurer shall not be required to give any bonds, unless the Board provide otherwise and in the amounts as they shall determine, for the faithful performance of the duties of the office. The books of account shall be open at any time during regular business

hours to inspections by any Director. At the discretion of the Board, the office of Secretary/Treasurer may be separated into the office of Secretary and the office of Treasurer. **Removal**. In furtherance of Section 4.17 and not by way of limitation, the Board may remove any Officer with or without cause by the vote of a majority of the Directors then in office. Election or appointment of an Officer shall not of itself create contract rights. **Resignation**. Any Officer may resign at any time on written notice to the Board, to take effect immediately unless a future effective date is specified, without prejudice to any rights of the Corporation. **Vacancies**. A vacancy in any Office shall exist on the death, resignation, retirement, removal or disqualification of any Officer. In case of a vacancy, the Board shall elect a successor to serve only until the expiration of the term of the predecessor. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, any or all of the powers or duties of such Officer to any Officer or to any Director. **ADDITIONAL PROVISIONS**

Section 7.01 Amendment. These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of a majority of the Members at an Annual Meeting or Special Meeting. Notice of the proposed amendment, alteration or restatement of these Bylaws must be included in the notice of the Annual Meeting or Special Meeting at which such action shall take place. Notwithstanding anything in the foregoing to the contrary, the Board shall have the power to make (a) correctional changes to these Bylaws which do not affect the substantive rights of the Members, or (b) changes to bring these Bylaws in conformity with the bylaws, policies and procedures of CREW Network as the same are amended from time to time. **Dissolution**. The Board and the Members may cease corporate activities and dissolve the Corporation as provided in the Articles of Incorporation of the Corporation. **Indemnification**. The Corporation shall indemnify, hold harmless, and defend its Directors, Officers, employees, agents and attorneys against any liability or other expense arising in connection with their service to the Corporation, to the extent not prohibited by Sections 14-3-110 and 14-2-850 through 14-2-859 of the Official Code of Georgia Annotated, as currently in effect and as hereafter amended, and may indemnify its employees and agents to the same or a narrower extent. The Board may obtain liability insurance coverage for any or all of the Corporation's Directors, Officers, employees or agents. **Diversity, Equity and Inclusion**. This Corporation and the Board are committed to incorporating the values of diversity, equity, and inclusions ("DEI") in the governance and operations of the Corporation. These values shall be codified in a DEI policy adopted by the Board and/or Network and incorporated into the Board, Committee and Membership structure as appropriate from time to time.