

**AMENDED AND RESTATED BYLAWS  
COMMERCIAL REAL ESTATE WOMEN - RICHMOND, INC.**

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## AMENDED AND RESTATED BYLAWS

### COMMERCIAL REAL ESTATE WOMEN - RICHMOND, INC. (the "Association")

#### ARTICLE I - PURPOSE

**1.1 Purposes.** The purposes of the Association shall be to:

- (a) Provide a communication network among women in the field of commercial real estate;
- (b) Encourage and promote business and professional opportunities for women in the field of commercial real estate;
- (c) Provide organizational and developmental support to its Members, as hereinafter defined, and to prospective Members;
- (d) Further the professional development and expertise of its Members through educational opportunities;
- (e) Acknowledge and publicize the accomplishments of women in the field of commercial real estate; and
- (f) Promote the highest professional standards among its Members.

#### ARTICLE II - MEMBERS

**2.1 Eligibility.** The members of the Association shall be individuals who shall meet the membership qualifications set forth in these Bylaws, shall be admitted to the Association in accordance with these Bylaws and shall not have been expelled or otherwise terminated from membership pursuant to the terms of these Bylaws ("Members").

#### **2.2 Categories of Membership**

There shall be five (5) categories of membership in CREW Richmond: Full, Affiliate, Civic, Student and Member Emeritus, hereafter referred to collectively as "Active" members.

- (a) Full Member. Any person of good character and reputation who is a professional in the field of commercial real estate may become a member of

the Corporation; provided, however, that members be currently involved in a substantially full-time, professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate (i.e., all or most of the applicant's gainful employment or major source of income is in commercial real estate), and (i) promote and contribute to the financial well-being of their company, (ii) hold a managerial, senior-level, professional, principal, or revenue-generating position, (iii) is in a decision-making position, or (iv) otherwise participates at a professional level in one of the QFCREs listed below.

Qualified Fields of Commercial Real Estate. “Qualified fields of commercial real estate” shall include the fields identified as such by the Board of Directors, so long as the services provided relate to commercial real estate. For purposes of the foregoing the term “commercial real estate” shall mean income-producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to Commercial Real Estate but instead shall be considered to relate to residential real estate. In making such determinations, the Board of Directors may refer to the specified fields used by CREW Network. Persons serving in a support capacity, staff position, or assistant/secretarial position are not eligible for membership.

(ii.)Affiliate Member. (aka “vendor member”) Any person of good character and reputation who is currently employed in a position whose primary professional responsibilities relate to, benefit or support commercial real estate, and supplies a service or physical product related to commercial real estate; provided that such persons' admission would further the purposes of the association and benefit its members (as determined by the board of directors). Affiliate members who are current with membership dues and other obligations are eligible to vote and chair or serve on committees, but are not eligible to serve on CREW Richmond's board of directors.

(ii)

(iii) Civic Membership. Members who are employed by a non-profit organization, the State or by local jurisdictions, or agencies of either, shall receive a discounted membership. The discount shall be a fifty percent (50%) reduction in the amount of portion of the dues that is applied to CREW Network and a fifty percent (50%) reduction in the portion of the dues that is retained by CREW Richmond. Civic Members shall have all the rights and obligations of regular Members.

(iv) Student Membership. Any person who is an undergraduate student at an accredited college, university or educational institution may apply for student membership. The member must be enrolled full time (minimum of 12 credit hours per semester) and must be working toward a degree in one of the membership qualified fields of commercial real estate shall receive a discounted membership. The discount shall be an added ten dollars (\$10.00) applied to the portion collected by CREW Network. The Student membership category shall comprise no more than 5% of the total membership and candidate for consideration must be sponsored by 1 member in good standing and 1 faculty/staff of their associated University.

The student membership expires at the end of the year in which they graduate. Student members may become members in the usual manner as describe in the by-laws Section 2.2 (d).

(v) Member Emeritus. Any person who has been a member in good standing within the past 5 years **and is retired** may apply for Emeritus status. Emeritus members shall receive a discounted membership. The discount shall be a fifty percent (50%) reduction in the amount of dues retained by CREW Richmond. Emeritus Members shall have all the rights and obligations of regular Members. The Emeritus membership category shall reach not more than 10% of the total membership.

(vi) Composition. When considering potential new members, the Board of Directors will consider such factors as the then-current percentage of members who have at least five (5) years of experience within the commercial real estate industry and of the then-current percentage of members who are directly involved in a qualified field of commercial real estate (QFCRE). At all times, a majority (>50%) of all individual members must have at least five (5) years' experience in one of the QFCREs. The number of FULL members in the Corporation who are directly involved in a QFCRE shall equal at least seventy-five percent (75%) of the total membership. The aggregate number of individual members within the CREW Richmond, who are not directly involved in a substantially full-time professional position in one of the QFCREs, shall not exceed twenty-five percent (25%) of the total membership. In order to promote diversity among the membership, the Board of Directors may limit the number or percentage of members (i) within each particular qualified field of commercial real estate, or (ii) who are associated with any one company or firm. Any determination as to whether a person is qualified for membership under the foregoing definitions shall be made in the sound and reasonable discretion of the Board of Directors.

(b) Inactive Members. Any person who has been an **Full** Member in good standing of the Association for at least one (1) year and who ceases to be employed on a primary basis in a Qualified Field of Commercial Real Estate may, in lieu of discontinuance of membership, by request made in writing to the Membership Committee, become an Inactive Member of the Association for a period not to exceed two (2) years. In no event shall the number of Inactive Members exceed ten percent (10%) of the maximum number of **Full** Members of the Association at any time. In order

to again become an **Full** Member, an Inactive Member must notify the chairperson of the Membership Committee, in writing, of such Member's intent to reactivate membership.

(c) Definitions. As used in these Bylaws, a "Qualified Field of Commercial Real Estate" shall include accounting, acquisitions, appraisal, architecture, asset management, construction, consulting, corporate real estate, development, engineering, finance, institutional lending, interior design/space planning, insurance, investments, journalism, law, leasing, market research, mortgage banking/brokerage, property management, public relations, public service/agency, sales/brokerage, syndication, title/escrow services and any other fields as may from time to time be approved by the Board of Directors, so long as the services provided relate to Commercial Real Estate. As used herein, "Commercial Real Estate" shall mean income producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered Commercial Real Estate. The determination as to whether a person meets the membership qualifications set forth herein shall be made by the Board of Directors, in its sole discretion.

(d) Application for Membership. In order to be admitted as a Member, an individual must: (i) submit a membership application to the Membership Committee; (ii) be proposed for membership by at least two (2) Members, at least one of whom is employed by a firm other than the firm employing the applicant; (iii) attend at least one (1) meeting of the Association within twelve (12) months of the date of the application and at the nonmember rate; and (iv) be favorably reviewed by the Membership Committee and approved by the Board of Directors. In no event may an individual who is not a Member attend more than two (2) meetings during any calendar year unless an application for membership has been submitted by such individual and is under review by the Board of Directors or unless the individual is participating as a sponsor. Additional requirements may be adopted from time to time by affirmative vote at a monthly meeting by a majority of the Members eligible to vote who are present, in person or by proxy. Notice of proposed additional membership requirements must be included in the notice of the meeting at which such action shall take place. No membership shall become effective until the applicable dues are paid in full. The Board of Directors may require Members to recertify their eligibility for membership on an annual basis.

(e) Transfer of Membership. CREW Richmond shall participate in CREW Network's Membership Reciprocity Program ("MRP") wherein any member in good standing of a CREW Network chapter may transfer that membership to another CREW Network chapter by completing a Membership Transfer Form and submitting it to the CREW Network Office. By participating in the MRP, CREW Richmond agrees to (i) give transferring members in good standing with other chapters participating in the MRP provisional membership standing for the balance of the membership year at no cost (except for fees normally charged to attend lunch meetings, special meetings and events); and (ii) review the membership status of the transferring member at the end of the membership year to determine eligibility for continued membership in CREW Richmond. If accepted, the transferring member shall then pay dues to CREW

Richmond and be required to meet the Chapter's membership requirements going forward.

The Association adheres to equal opportunity standards. It is the policy of the Association to encourage and support membership and participation opportunities in the Association regardless of race, religion, color, national origin, sex, handicap, age, political affiliation or sexual orientation.

**2.3 Resignation.** Any Member may resign or withdraw from the Association after fulfilling all obligations to the Association by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after receipt of such notice. No Member who resigns or withdraws from the Association shall be entitled to a refund of any prepaid dues; provided, however, that if an applicant who is employed by the same employer as the withdrawing Member shall apply for membership within three (3) months of the withdrawal of such resigning or withdrawing Member and thereafter be admitted as an Active Member and dues prepaid by such Member may be applied to the dues of such new Member.

**2.4 Involuntary Termination of Membership.** A Member may be suspended for a period of time, expelled or have membership terminated from the Association for cause, which shall be deemed to include, without limitation, any violation of these Bylaws and conduct prejudicial to the best interests of the Association, by a two-thirds (2/3) vote of the Board of Directors, pursuant to the procedure hereinafter set forth. A notice shall be sent by the Secretary, by certified or registered mail, postage prepaid, return receipt requested, to such Member at the most recent address of such Member, as shown on the Association's records, setting forth (i) the suspension, expulsion or termination and the reason(s) therefor, and (ii) the time and place of the meeting at which the Board of Directors voted on such suspension, expulsion or termination. Such notice shall be sent at least fifteen (15) days before such meeting. The Member so charged shall be given an opportunity to be heard, either orally or in writing, at such meeting.

## **ARTICLE III - DUES**

### **3.1 Annual Dues**

(a) Active Members. Annual dues shall be in an amount to be determined by the Board of Directors from time to time. A portion of the annual dues is retained by the Association (the "Association Portion") and a portion of the annual dues is sent to CREW Network (the "Network Portion") to pay dues payable by the Association to CREW Network. The Association Portion payable by a new Member joining the Association on or after July 1 shall be reduced by an amount determined by the Board of Directors but not less than 50% for the year in which such new Member joins the Association. The Network Portion of the dues for a new Member shall be

prorated on the same basis as such Network Portion may be prorated, from time to time, by CREW Network.

(b) Inactive Members. Annual dues shall be equal to one-half (1/2) of the dues payable by Active Members.

**3.2 Payment of Dues.** Dues shall be payable in full on or before January 1 of each year. If payment has not been received by February 15, such Member shall no longer be deemed a Member. Any such individual who wishes to rejoin the Association may do so by sending written notice of such intention to the Secretary, along with payment of such Member's annual dues for the full year. New Member dues shall be payable within thirty (30) days of notification of acceptance as a Member.

## **ARTICLE IV - MEETINGS**

**4.1 Annual Meeting.** The annual meeting of the Association (the "Annual Meeting") shall take place at the meeting of the Members held in October of each year, or at such other time and manner as shall, from time to time, be designated by the Board of Directors. At such annual meeting, the members shall elect the Officers and Directors, as defined in and in accordance with Article V hereof, and transact such other business as may properly come before the Association.

**4.2 Monthly Meetings.** There shall be at least ten (10) monthly meetings of the members of the Association each year, to be held in accordance with a schedule to be determined from time to time by the Board of Directors.

**4.3 Special Meetings.** Special meetings of the members of the Association may be called by the Board of Directors, at its discretion, or upon the written request of at least ten percent (10%) of the Active Members of the Association.

**4.4 Notices of Meetings.** Except as otherwise provided by law or the Articles of Incorporation of the Association (the "Articles"), or as otherwise set forth herein, written notice of any annual, monthly or special meeting of Members, stating the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed, faxed or sent by electronic mail to the last recorded address, fax number or e-mail address of each Member at least ten (10) days before the time appointed for the meeting.

**4.5 Waiver.** Notwithstanding the provisions of Section 4.4, a meeting of the members of the Association may be held at any time and at any place within or without Richmond, Virginia, and any action may be taken thereat, provided notice is waived in writing by every Member having the right to vote at said meeting.

**4.6 Quorum.** The presence in person or by proxy of a majority of the members of the Association entitled to vote shall be necessary to, and shall constitute a quorum for, the transaction of business at all meetings of Members of the Association.



**4.7 Voting; Proxies.** Each Active Member in good standing shall be entitled to one vote. If the manner of deciding any questions has not otherwise been prescribed it shall be decided by majority vote of the Active Members present in person or by proxy. Every Member of the Association entitled to vote at any meeting may vote by proxy. A proxy shall be in writing, dated, and revocable at the pleasure of the Member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty (30) days from the date of its execution.

**4.8 Action by Consent.** Any action required or permitted by law, the Articles or these Bylaws to be taken at any meeting of the Members may be taken without a meeting, with prior notice and without a vote, if a written consent, setting forth the action so taken, shall be sent to all Members and signed by the number of Active Members that would have been required had all the Members been present at a meeting. Such written consent shall be filed with the minutes of meetings of the Association.

**4.9 Books And Records.** A Member shall have the right to examine all books and records of the Association for any reasonable and proper purpose and at any reasonable time.

**4.10 Adjourned Meeting.** If any meeting of the Association cannot be convened because a quorum has not attended, the Members who are present, either in person or by proxy, may adjourn the meeting, from time to time, until a quorum is obtained. At any adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

## **ARTICLE V - BOARD OF DIRECTORS**

**5.1 General.** The formation and implementation of the policies and procedures of the Association and the management and administration of the day-to-day affairs of the Association shall be carried out by or under the auspices and direction of its Board of Directors, which shall have all powers necessary for or incidental to such management and administration and the promotion of the objectives and purposes of the Association and may perform all lawful acts and things which are not by law, the Articles or these Bylaws directed or required to be exercised or performed by the members of the Association. The Board of Directors shall consist of all Officers and Directors, as hereinafter defined.

### **5.2 Composition.**

(a) Officers. The Officers of the Association shall be the President, Immediate Past President, President-Elect, Treasurer and Secretary.

(b) Directors. The Board of Directors shall consist of the Officers and up to seven (7) additional Directors elected by the Members in accordance with the procedures set forth in these Bylaws. The Network Liaison and the President-Elect

shall serve as delegates to the CREW Network Council (each, a “Delegate”) as provided herein.

### **5.3 Powers and Duties.**

(a) Officers.

(i) President. The President shall be the chief executive officer of the Association, administer and exercise general supervision over the affairs of the Association, coordinate the activities of the Association, preside at the meetings of the Board of Directors and the Association; and perform such other duties as may be directed by the Board of Directors. At the annual meeting of the Association and at such other times as deemed proper, the President shall communicate to the Association or the Board of Directors such matters and make such suggestions as may in the President’s opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

(ii) President-Elect. The President-Elect shall serve as a Delegate, CREW Foundation Chapter Champion, and as an advisor to the Board of Directors and the Association and, if the President is unable to perform her duties, perform the duties of the office of President; perform such other duties as may from time to time be prescribed by the Board of Directors; and generally devote her best efforts to forwarding the business and advancing the interests of the Association. The President-Elect shall serve as President of the Association in the year following her term as President-Elect.

(iii) Secretary. The Secretary shall ensure that the minutes of all meetings of the Board of Directors and the Association are recorded and properly disseminated; keep a record of all votes, resolutions and proceedings of all meetings of the Board of Directors and the Association; prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Association; photograph or cause to be photographed all meetings and events to create a visual historical record; provide notice of all meetings and activities of the Association; maintain a list of the Members; notify the Members of their nomination and/or election; perform or cause to be performed such other duties as may be directed by the Board of Directors; and generally devote her best efforts to forwarding the business and advancing the interests of the Association. The Board of Directors may from time to time appoint one or more Assistant Secretaries of the Association.

(iv) Treasurer. The Treasurer shall be responsible for the funds of the Association and shall deposit or cause to be deposited all funds in the name of and to the credit of the Association in such banking institutions as may be designated from time to time by the Board of Directors; maintain and prepare, or cause to be maintained and prepared financial records and reports, including the annual budget and monthly reports to the Board of Directors; be responsible for the collection of dues;

arrange for, or cause to be arranged, an annual review, or an annual audit, by an independent accounting firm, and the timely filing of all applicable tax returns; establish and maintain, or cause to be established and maintained, fiscal policies and procedures of the Association; perform or cause to be performed such other duties as may be directed by the Board of Directors; and generally devote her best efforts to forwarding the business and advancing the interests of the Association. The Treasurer shall keep and maintain detailed, full and accurate books and records, showing in chronological order all of the receipts, expenses and disbursements pursuant to appropriate specificity and itemization and shall prepare and deliver annually to the Members a statement showing all receipts, expenses and disbursements since the last such statement. The Board of Directors may from time to time appoint one or more Assistant Treasurers of the Association. The funds, books and vouchers in the hands of the Treasurer shall, with the exception of confidential reports submitted by Members, at all times be subject to verification and inspection by the Board of Directors.

(v) Immediate Past President. The Immediate Past President (the President from the previous year) shall serve as an advisor to the Board of Directors and the Association; serve as the chairperson of the Nominating Committee, as hereinafter defined; serve as the primary liaison between the Board of Directors and the Past Presidents, and perform or cause to be performed such other duties as may be directed by the Board of Directors; and generally devote her best efforts to forwarding the business and advancing the interests of the Association.

(b) Directors. The Directors other than the Officers and the Delegates shall have such responsibilities and perform such duties as shall be assigned to them by the President and shall generally devote their best efforts to forwarding the business and advancing the interests of the Association. Each such Director shall serve as a liaison between the Board of Directors and such committees as the President shall determine.

(c) Delegates. The Delegates shall serve as the primary liaison between CREW Network and the Association and as an ambassador for CREW Network. The Delegates shall have such other responsibilities and perform such other functions as are set forth in the Policies and Procedures of CREW Network.

**5.4 Election; Term.** Except as provided in Section 5.11 hereof, the members of the Board of Directors shall be elected from a slate of Active Members at the Annual Meeting by a majority vote of the Active Members present, in person or by proxy, and each member of the Board of Directors so elected shall hold office during the upcoming calendar year of the Association or until a successor shall have been elected and shall qualify. The nominees shall be designated by the Nominating Committee pursuant to Section 6.5 hereof and shall be presented to the Association by notice sent by the Secretary. In addition, nominations may also be made by Members if (a) endorsed by not less than five (5) Members, (b) meet all the qualifications for the office for which they are nominated and (c) forwarded to the Secretary at least thirty (30) days prior to the Annual Meeting. In the event any nominations are made by Members pursuant to the

foregoing, the names of such nominees shall be included in the notice of the meeting with the names of the nominees selected by the Nominating Committee.

**5.5 Eligibility.** All nominees for positions as Officers or Directors (a) shall have chaired a Standing Committee, as hereinafter defined; (b) shall have been an active participant in the Association's activities for not less than one (1) year prior to such nomination; and (c) shall evidence an understanding of the purposes of the Association.

**5.6 Meetings.** Regular monthly meetings of the Board of Directors shall be held on a date set by the President. Written notice of the meetings shall be sent to each member of the Board of Directors at least ten (10) days before the time appointed for said meeting. Such notice may be made in person or by telephone, or sent by email or fax based on the last contact information that has been given to the Association. The President, when deemed necessary, or the Secretary, at the request in writing of four (4) members of the Board of Directors, shall call for a special meeting of the Board of Directors, and only three (3) days' notice shall be required for such special meeting.

**5.7 Quorum.** At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Board of Directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles or these Bylaws. In the absence of the President and President-Elect, the quorum present may choose a chairperson for the meeting. If a quorum is not present, the members of the Board of Directors present may adjourn the meeting to a later day, but not more than ten (10) days later, without notice other than announcement at the meeting.

**5.8 Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action so to be taken shall be signed before such action by all members of the Board of Directors. Such signatures may be received by an e-mail message identifying the Director and indicating her intention that such e mail serve as her signature on the written consent. All such written consents, including e mail consents, shall be filed by the Secretary with the minutes of the meetings of the Board of Directors.

**5.9 Absence.** Should any member of the Board of Directors be unreasonably absent from two (2) consecutive meetings of the Board of Directors without sending a communication to the President or Secretary stating the reason for such absence, and in the event the reason for such absence is not accepted by the members of the Board of Directors, the seat of that member on the Board of Directors may be declared vacant by the Board of Directors, and the Board of Directors shall proceed to fill the vacancy in the manner described in Section 5.11 hereof.

## **5.10 Removal.**

(a) Any Director may be removed, either with or without cause, at any time, by vote of two-thirds (2/3) of the Active Members present at any special membership meeting or by vote of two-thirds (2/3) of the Board of Directors at a special meeting called for that purpose. In the event of such removal, the Board of Directors shall proceed to fill the vacancy in the manner described in Section 5.11 hereof.

(b) If an Officer or Director shall become involved in a substantially fulltime position, the primary responsibilities of which are in a field other than a Qualified Field of Commercial Real Estate, such Officer or Director shall cease to be an Officer or Director and the position previously held by that Officer or Director shall be deemed vacated. The determination as to whether an Officer or Director has become involved in a substantially fulltime position, the primary responsibilities of which are in a field other than a Qualified Field of Commercial Real Estate, shall be made by a majority vote of the Board of Directors, provided that the Officer or Director in question shall not be entitled to vote on such matter.

**5.11 Resignation; Vacancies.** Any member of the Board of Directors shall have the right to resign from the Board of Directors by giving written notice thereof to the President or the Secretary. Whenever a vacancy occurs in the Board of Directors, it shall be filled by an Active Member without undue delay by a majority vote of the remaining members of the Board of Directors, at its regular meeting or at a special meeting which shall be called by the President for that purpose. Each member of the Board of Directors so chosen shall hold office until the next Annual Meeting.

## **ARTICLE VI - COMMITTEES**

**6.1 Creation.** The Board of Directors shall, by resolution, create committees necessary and appropriate for the smooth and efficient functioning of the Association. The Board of Directors may create standing and/or ad hoc committees as it shall deem necessary or appropriate, with such powers and responsibilities as the Board of Directors shall by resolution prescribe.

**6.2 Standing Committees.** The following committees shall be standing committees of the Association (the "Standing Committees"):

(a) Programs Committee. The Programs Committee shall plan the content and programming for the Association's meetings; obtain speakers for such meetings; plan and coordinate the logistics of the Association's meetings, including the facilities, and refreshments; plan and organize all special events of the Association; and discharge any other duties the Board of Directors shall require.

(b) Membership Committee. The Membership Committee shall identify and maintain contact with prospective and new Members of the Association; process and review membership applications; be responsible for maintaining balanced

representation among the Members from each Qualified Field of Commercial Real Estate; keep meeting attendance records for Active Members; advise the Board of Directors of any Members in default of renewal qualifications and send membership termination notices to those in default; recommend membership policies and requirements to the Board of Directors; and discharge any other duties the Board of Directors may require.

(c) Communications Committee. The Communications Committee shall plan, coordinate and maintain the Association's web site; publish a newsletter not less than quarterly, containing articles of interest to the Members and such other matters as may be determined by the Communications Committee or the Board of Directors; promote the Association and its activities; and discharge any duties the Board of Directors may require. Works closely with Media Relations Director.

(d) Sponsorship. The Sponsorship Committee shall identify sponsorship opportunities and actively solicit sponsors for the Association and its activities and shall discharge any duties the Board of Directors may require.

(e) Community Service. The Community Service Committee shall identify opportunities for the Association and its Members to engage in community service projects in the Richmond, Virginia, metropolitan area; plan and coordinate such projects; and discharge any duties the Board of Directors may require.

(f) Audit Committee. The Audit Committee shall conduct an audit of the books, records and accounts of the Association within 60 days after the end of each fiscal year of the Association as requested by the Board of Directors and discharge any other duties the Board of Directors may require.

(g) Executive Committee. The Executive Committee shall consist of the President, the President-Elect and the Immediate Past President. The President shall serve as its chairperson. The Executive Committee shall give advice and counsel to the President. The Executive Committee shall also, between meetings of the Board of Directors, have all powers of the Board of Directors except to approve an amendment to the Articles of Incorporation, a plan of merger or consolidation, or a sale, lease or exchange of all or substantially all of the assets of the Association. The Executive Committee shall convene upon the call of the President or at the request of a majority of the Executive Committee. The Executive Committee shall endeavor to refrain from taking action on behalf of the Association when, in the reasonable opinion of the members of the Executive Committee, such action could be deferred until the next meeting of the Board of Directors without detriment to the Association, its interests or its members.

(h) Media Relations. The Media Relations Committee shall be responsible for (i) establishing and maintaining relationship with local news and media outlets, (ii) generating publicity for CREW Richmond and its members in the media, (iii) nominating CREW members for local and national awards (iv) highlighting members'

cumulative and individual accomplishments in print, radio and television media whenever possible; (v) updating all CREW Richmond social media including LinkedIn and Facebook on an ongoing basis; and discharge any other duties the Board of Directors may require. Will work closely with Communications Director.

(i) CREW Network Partnership. The CREW Network Partnership committee shall be responsible for (i) providing an active, knowledgeable link between CREW Network and CREW Richmond, (ii) keeping abreast of CREW Network's activities and programs and updating the membership of CREW Richmond at monthly meetings, or more often as appropriate, (iii) guiding CREW Richmond members in participation in Network sponsored programs, such as eMentoring, UCrew and CREW Careers with the assistance of the Immediate Past President; and discharge any other duties the Board of Directors may require. Will work closely with the President-Elect, as Chapter Champion for CREW Foundation.

**6.3 Committee Chairs.** The chair of each Standing Committee, other than the Executive Committee, shall be recommended by the President and shall be approved by the Board of Directors at its first meeting during each fiscal year. The Board of Directors shall designate the chairperson of each other Committee that it creates pursuant to this Article. The chairperson of each Standing Committee shall serve for a term of one (1) year. Unless otherwise serving as an Officer or Director pursuant to Article V, the chairperson of a Standing Committee shall not, by virtue of such person's position as chairperson of such Standing Committee, serve as a member of the Board of Directors. Only members of the Association may serve as Committee Chairs.

**6.4 Committee Members.** The members of each Committee, other than the Executive Committee and the Nominating Committee, shall be chosen by the chairperson of such Committee. The members of the Nominating Committee shall be chosen as provided in Section 6.5. Only members of the Association and Sponsors may serve as Committee members for the Standing Committees.

**6.5 Nominating Committee.**

(a) Selection. A nominating committee (the "Nominating Committee") shall be formed each July and shall be composed of:

(i) The Immediate Past President, who shall serve as the chairperson of the Nominating Committee. If the Immediate Past President is unable to serve as chairperson, a chairperson shall be elected by a majority vote of the Board of Directors.

(ii) The President-Elect.

(iii) The President

(iv) Three (3) Members who are not Members of the Board, selected by the Board of Directors.

(b) Duties. The Nominating Committee shall nominate Active Members as candidates for Officers and Directors, all of whom shall be elected at the next annual meeting of the Association and shall serve on the Board of Directors the year next following. The chairperson of the Nominating Committee shall notify the Secretary in writing of the names of such candidates at least four (4) weeks prior to the date set for the Annual Meeting. The Secretary shall mail a copy of the list of nominees to each member of the Association at least three (3) weeks prior to the date set for the Annual Meeting or the date set for returning ballots.

(c) With the exception of the President-Elect and President, no member of the Nominating Committee may accept nomination as an Officer or Director of the Association for the upcoming calendar year.

**6.6 Quorum.** A majority of the members of any Committee shall constitute a quorum for the transaction of business, unless such Committee shall, by a majority vote of its entire membership, decide otherwise.

**6.7 Committee Vacancies.** Each Committee, other than the Executive Committee, shall have the power to fill vacancies in its membership; provided however, that if a vacancy in the position of the chairperson occurs for any reason whatsoever, the successor chairperson of any such Committee shall be appointed in accordance with the provisions of these Bylaws.

## **ARTICLE VII - MISCELLANEOUS**

**7.1 Fiscal Year.** The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

**7.2 Seal.** The seal of the Association shall have inscribed thereon the name of the Association, the year of its incorporation, and the words "Commonwealth of Virginia" and "Corporate Seal", and shall be more particularly shown in the following impression: The Secretary shall have the custody of the seal of the Association and the Secretary shall have the authority to affix the same to any instrument requiring it, and when so affixed, the seal may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing thereof by the officer's signature.

**7.3 Restrictions on Earnings.** No part of the net earnings of the Association shall inure to the benefit of or be distributed to its Members, Directors, Officers or 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 the Articles. Notwithstanding any other provisions of these Bylaws or the Articles, the Association shall not carry on



other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), or the corresponding section of any future federal tax code, or an organization incorporated pursuant to the Virginia Non-Stock Corporation Act.

#### **7.4 Limitations.**

(a) Corporate Purposes. Notwithstanding any provisions of these Bylaws or applicable law to the contrary, the Association shall not engage in any activities which are not in furtherance of the purposes of the Association set forth herein and in the Articles, nor shall the Association carry on activities not permitted to be carried on by an organization exempt from federal income tax under the provisions of Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code or an organization incorporated pursuant to the Virginia Non-Stock Corporation Act.

(b) Compensation for Services. No pecuniary profit shall inure to the benefit of any Officer, Director or other person having an interest in the activities of the Association; provided, however, that the Association is authorized to pay reasonable compensation for services rendered it and to make reimbursement for reasonable costs and expenses incurred on behalf of the Association.

**7.5 Contributions.** The Association has the authority to accept financial contributions from any organization or person so long as such contributions do not jeopardize the purposes or status of the Association as set forth in these Bylaws.

**7.6 Loans to Officers and Directors Prohibited.** No loans shall be made by the Association to its Officers or Directors. Any Directors voting for or assenting to the making of any loan to a Director, shall be jointly and severally liable to the Association for the amount of such loan until repayment thereof.

**7.7 Dissolution.** The remaining assets of the Association, in the event of dissolution or final liquidation, shall be applied and distributed as follows: all liabilities and obligations of the Association shall be paid, satisfied, and discharged, or provision shall be made therefor; any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; and all remaining assets of every nature and description whatsoever, shall be distributed to one or more corporations, funds or foundations, qualified for exemption from tax under the Internal Revenue Code and engaged in activities substantially similar to those of the Association.

**7.8 Severability.** If any provision of these Bylaws or any action, sentence, clause, phrase, or word or the application thereof, in any circumstances, is held invalid, void or unenforceable, the other provisions hereof shall remain valid and operative.

**7.9 Captions.** The captions contained in these Bylaws are for reference only and are not intended in any way to limit or expand the terms and provisions of these Bylaws.

**7.10 Number and Gender.** Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.

## **ARTICLE VIII - INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

**8.1 Indemnification.** The Association shall indemnify an individual made a party to a proceeding because she is or was an Officer or Director against liability incurred in the proceeding if (a) she conducted herself in good faith; and (b) she believed: (i) in the case of conduct in her official capacity with the Association, that her conduct was in its best interests; (ii) in all other cases, that her conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, she had no reasonable cause to believe her conduct was unlawful. Notwithstanding the foregoing, the Association shall not indemnify a person under this Article VIII (a) in connection with a proceeding by or in the right of the Association in which the Officer or Director is adjudged liable to the Association or (b) in connection with any other proceeding charging improper personal benefit to such Officer or Director, whether or not involving action in such individual's official capacity, in which such Officer or Director is adjudged liable on the basis that personal benefit was improperly received by such individual. Indemnification granted under this Article VIII in connection with a proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the proceeding. The definitions as set forth in Section 13.1-875 of the Code of Virginia of 1950, as amended, as in effect from time to time (the "Code"), shall apply with respect to this Article VIII.

**8.2 Liability Insurance.** The Association may purchase and maintain insurance on behalf of any person who is or was a trustee, Director, Officer, employee, member, manager, agent or volunteer of the Association or is or was serving at the request of the Association or is or was serving at the request of the Association as a trustee, director, officer, employee, member, manager, agent or volunteer of another corporation, association, limited liability company, partnership, joint venture, or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's 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 VIII or of Section 13.1-876 of the Code.

## **ARTICLE IX - AMENDMENTS**

These Bylaws may be adopted, amended, repealed or altered in whole or in part by the affirmative vote of two-thirds (2/3) of the Active Members present in person or by proxy at any duly called meeting of the Members. Notice of proposed amendment, alteration or restatement of these Bylaws must be included in the notice of the meeting at which such action shall take place.

Adopted February 21, 2007  
Amended October \_\_\_\_, 2009  
Amended October 13, 2010  
Amended January 15, 2014  
Amended May 20, 2015  
Amended March 5, 2018