

**SEVENTH AMENDED AND RESTATED BYLAWS OF
CREW MIAMI, INC.
October 15, 2020**

**ARTICLE I
NAME AND LOCATION**

The name of the organization shall be CREW Miami, Inc. (interchangeably, “**CREW Miami**” and/or the “**Organization**”), and shall do business as a not-for-profit corporation in the State of Florida.

**ARTICLE II
POLICY AND PURPOSE**

Section 1. Policy: The Organization shall be nonpartisan, chartered under the laws of the State of Florida, governed by these Articles, as amended from time to time, the Bylaws, as amended from time to time, and the resolutions of the Board of Directors (hereinafter defined).

Section 2. Purpose and Mission Statement: The purpose of the Organization shall be to (1) provide a forum for women who are actively involved in commercial real estate (“**CRE**”); (2) promote professional interaction, ethics and integrity by and among its members; (3) provide educational opportunities to its members; (4) expand the centers of influence of its members; and (5) create a support network for its members in all fields of CRE, and (6) foster leadership skills. CREW Miami’s mission is to develop and empower women leaders in commercial real estate through professional networking, education and mentoring. For purposes of these Bylaws, “**commercial real estate**” means professional services required for the investment, ownership, development, financing, design, construction or operation of income producing real property.

Section 3. Categories of Commercial Real Estate Experience: “**CRE Fields**” are deemed to include, without limitation, acquisition and disposition, architecture, engineering and design, asset management, construction, consulting and research, development, finance: institutional lending, mortgage banking and brokerage, commercial property brokerage, both leasing and sales, property management, real estate law, appraisal, planning, investment, syndication, and insurance. Additional categories may be adopted provided they fall within the definition of commercial real estate listed in herein, and each is referred to herein as a “**CRE Field**”.

Section 4. Chapter of CREW Network: The Organization shall be a chapter of CREW Network (“**CREW Network**”). As a chapter of CREW Network, CREW Miami will adhere to the requirements of CREW Network, and any contrary requirement of CREW Network shall take precedence over any conflicting term in these Bylaws.

**ARTICLE III
MEMBERSHIP**

Section 1. Categories of Membership/Admissions. CREW Miami’s membership shall be comprised of the following six (6) membership categories by members who meet the admission requirements for each category of membership set forth in this Article III. At least 51% of the members of the Organization must have at least five (5) years of experience in the field of CRE, and be currently involved in a substantially full-time professional position, the primary responsibilities of which are in one or more of the CRE Fields. All members, irrespective of their category of membership, must be current in the payment of dues and other Organization obligations.

(a) A “**Traditional Member**” in good standing is a professional who: (1) is currently employed in a CRE Field; and (2) has more than two (2) years of experience in a CRE Field. No single traditional CRE category shall comprise more than 50% of total membership. The following traditional categories shall be represented at all times to the extent then possible: Consulting, Development, Finance, Property and Asset Management, Law, and Commercial Brokerage.

(b) A “**Non-Traditional Member**” is a Vendor Member, a Member Emeritus, an Associate Member, and/or a Student Member.

(c) A “**Vendor Member**” in good standing is a professional who works for a Vendor Sponsor; and has more than three (3) years of experience in a real estate related product or service to the CRE industry such as: (1) furnishings, (2) janitorial services, (3) landscaping, (4) painting, (5) property maintenance, and (6) roofing.

(i) Vendor Members shall not comprise more than 10% of the total membership.

(ii) No single industry shall comprise more than 25% of the Vendor category, including both Vendor Members and Vendor Sponsors (as defined below).

(iii) A “**Vendor Sponsor**” in good standing is a company that has more than three (3) years of experience in such business and whose business includes, but is not limited to selling or supplying a real estate related product or service to the CRE industry such as: (1) furnishings, (2) janitorial services, (3) landscaping, (4) painting, (5) property maintenance, and (6) roofing. Although Sponsors need not be Members, all Vendor Members must be Vendor Sponsors of at least two (2) Signature Events per year.

(d) A “**Member Emeritus**” in good standing is a professional who previously was a CREW Miami member in good standing, but whose occupation changed from within the CRE industry, or who has retired from the active CRE industry.

(e) An “**Associate Member**” in good standing is a professional who is currently employed within a CRE Field but has less than two (2) years of experience in a CRE Field. Associate Members shall not comprise more than 10% of the total membership.

(f) A “**Student Member**” in good standing is a full-time undergraduate or graduate student in a CRE Field who upon request by the Membership Committee Chair, provides proof of their current student status together with a copy of a transcript which identifies coursework in CRE,

(i) Student Members shall not comprise more than 5% of the total membership.

(ii) Each Student Member shall be paired with a liaison or mentor from the Education Committee or the Hospitality Committee in his or her first year of membership.

Section 2. Changes to Membership Categories. Notice of proposed additions or deletions to the membership categories must be included in the notice of the meeting at which such action shall take place.

Section 3. Determinations of Qualifications for Membership. The determination as to whether a person is qualified for membership under the foregoing definitions shall be made at the discretion of the Board of Directors. If a question arises as to a person’s membership qualifications, the decision of a majority of the Board of Directors shall be determinative.

Section 4. Requirements for Admission: In order to be admitted as a member in good standing of the Organization:

(a) the applicant must submit a written application to the Membership Committee on the Organization’s application form as provided by the Organization in conformity with this Article;

(b) the application must be favorably reviewed by the Membership Committee and approved by the Board of Directors; and

(c) the applicant must pay the Organization Dues (defined below) on the earlier of the deadlines established by the Organization or CREW Network.

Section 5. Resignation: Any member may resign or withdraw from the Organization by giving written notice to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first Board of Directors meeting after receipt of such notice. No member who resigns or withdraws from the Organization shall be entitled to a refund of any previously paid Organization Dues or sponsorship contributions or commitments whether paid, unpaid or in-kind.

Section 6. Removal of Members: Members no longer in good standing as defined in this Article III will be in default.

(a) Default: Members in default of payment of dues or any sponsorship contributions or commitments shall be removed from membership unless all monetary obligations are paid within thirty (30) days of written notice of such default. Members who are no longer qualified and

in good standing may not renew their membership for the following year unless they satisfy any default and return to “good standing.”

(b) Censure: Members may be censured or removed from membership “for cause” by a two-thirds vote at a meeting of the Board of Directors, namely for a reason other than the nonpayment of due. Any vote to remove a member for cause may occur only after the authorized representative of the Board advises the member complained of in writing and has been given reasonable opportunity to reply. A member, if removed or censured, may appeal the decision to the Annual Meeting of the Organization provided that the President receives the member’s written notice of appeal at least ten (10) days before the meeting.

ARTICLE IV **DUES**

Section 1. Amount: Annual dues for all categories of Membership shall be in an amount determined by the Board of Directors on an annual basis (as applicable to each category of membership from time to time, “**Organization Dues**”). Dues shall, at a minimum, be the current rate set by CREW Network for individual members. The Board may determine reduced annual dues for new members who join between June 1 and December 31 of any year for membership benefits through December 31 of that year. A portion of annual dues shall be paid to CREW Network.

Section 2. Payment of Dues: Dues are payable in full on or before January 1 and considered delinquent after January 31. New member dues shall be payable no more than thirty (30) days after an invoice has been provided to the new member following the Board’s approval of membership admission to the Organization,

Section 3. Vendor Sponsor Fees. In addition to membership dues, each Vendor Member shall serve as a Vendor Sponsor and shall pay One Thousand Dollars (\$1,000.00) annually to CREW Miami (the “**Vendor Sponsorship Fee**”), which amount shall be due within thirty (30) days following CREW Miami’s invoice. The annual Vendor Sponsorship Fee is in addition to individual Vendor Members paying their Organization Dues.

ARTICLE V **MEETINGS OF MEMBERS**

Section 1. Member Qualifications: Only members in good standing of the Organization will be entitled to vote and hold office.

Section 2. Annual Meeting: The “**Annual Meeting**” of the members of the Organization shall be held during the last quarter of each fiscal year on a date determined by the Board of Directors. The officers of the Organization for the following year shall be announced at the Annual Meeting notwithstanding any earlier announcement and members shall transact other business that has properly come before the Organization.

Section 3. Monthly and Special Meetings: The members of the Organization shall meet monthly, at least eight (8) times per year, on a regularly scheduled date determined by the Board of Directors, subject to changes in schedule approved by the Board of Directors. Special meetings of the members of the Organization may be called by the Board of Directors at its discretion or upon the written request of at least ten (10) members of the Organization.

Section 4. Notices of Meetings: Except as otherwise provided by law or as otherwise set forth herein, written notice including the date, time and place of the meeting and, in the case of special meetings, its purpose, shall be distributed to each member by mail, facsimile transmission or e-mail at least seven (7) days before the meeting date.

Section 5. Quorum: Twenty-five percent (25%) of the voting members present in person or by proxy, of whom two must be officers, shall constitute a quorum at any regular or special membership meeting.

Section 6. Action by Consent: Any action required or permitted by law or by these Bylaws to be taken at any meeting of the members may instead be taken without a meeting if a written consent (which may be delivered by facsimile or e-mail) stating the action to be taken is signed by a majority of the members. The written consent and a tally of the vote certified by the Secretary shall be filed with the minutes of the members' meetings.

Section 7. Voting Proxies: Each member in good standing shall be entitled to one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy. Every member of the Organization entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing (which may be a facsimile copy or e-mail), dated, and revocable at the pleasure of the member executing the proxy. Unless the duration of the proxy is specified, it shall be expires thirty (30) days from the date of its execution.

Section 8. Electronic Voting: The Board of Directors may in its sole discretion permit members to vote by electronic means, including but not limited to e-mail or through an internet based online voting platform or service. A member voting electronically pursuant to these Bylaws shall be counted as being in attendance at the meeting for purposes of establishing a quorum.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. General Powers; Composition: The property, affairs, activities and concerns of the Organization shall be managed by the Board of Directors (also referred to as the Board), which shall be comprised of the President, the President-Elect, the Secretary and the Treasurer, together with the Immediate Past President, and each of the directors of Member Services, Membership, Programs, Communications, Sponsorship, Education, Hospitality and Signature Events, and the directors of such other then-existing standing committees (as designated from time to time). The Board of Directors shall be deemed to have all of the powers set forth in the Articles of Incorporation, as amended from time to time, these Bylaws, as amended from time to time, and under Florida law as same pertains to non-profit corporations. The Board of Directors

may delegate certain powers to the Executive Committee. The members of the Board of Directors must be residents of the State of Florida.

Section 2. Election of Board of Directors; Term. The Board of Directors shall be elected in the following manner:

(a) Eligibility:

(i) The President and President-Elect shall have been members in good standing of the Organization for not less than two (2) years preceding their election and shall have served for at least two (2) years on the Board of Directors of the Organization.

(ii) All other officers and directors, as well as chairs, shall be members in good standing of the Organization.

(iii) Non-Traditional Members shall not comprise more than twenty-five percent (25%) of the Board of Directors. A non-Traditional member only be eligible to hold the office of President or President-Elect if such Non-Traditional Member has served for at least two (2) consecutive years on the Board of Directors, and a total of three (3) consecutive years either on the Board of Directors or as Chair of a Standing Committee. The office of President shall not be held by a Non-Traditional Member for more than one (1) consecutive year. Neither a Member Emeritus or Associate Member may serve on the Board but may chair a committee. A Student Member may not serve on the Board or chair a committee.

(b) Solicitation of Nominations: The President-elect, in behalf of the Nominating Committee, shall send to each member in good standing, on or before July 1 of each calendar year, by letter or by an e-mail transmission, information regarding election procedures and soliciting nominations for the Board of Directors and committee chairs. CREW Miami shall also post this announcement on the Web from the time the initial announcement is distributed until the close of business on August 1 of such year.

(c) Nominating Procedure: Qualified candidates interested in being Committee Chairs or members of the Board of Directors shall submit in writing to the President-Elect, on or before August 1 of the applicable year, their names and brief statement of their (i) goals and objectives and (ii) qualifications for the position,. Candidates may select up to three (3) alternative officer or director positions of interest.

(d) Distribution of Slate: The President-Elect shall. distribute the proposed slate of nominees to the Nominating Committee and meet with the Nominating Committee on or before the last day of August, to review and discuss each candidate's goals, objectives and qualifications, and to finalize the slate of candidates (the "**Proposed Slate**") and shall present the Proposed Slate to the sitting Board of Directors for its approval during its August or September meeting but in any event not later than thirty (30) days prior to the Board of Directors meeting that precedes the annual election.

(e) Once approved by the Board of Directors, the Proposed Slate shall be presented to the general membership by e-mail no less than three (3) times prior to a final vote of the membership. The Vote for the Proposed Slate may be conducted at the next scheduled membership meeting, by written consent or by electronic voting. The Proposed Slate, once affirmatively voted upon by the general membership, shall be known as the “**Board of Directors – Elect.**” The Board of Directors – Elect will, notwithstanding anything to the contrary in these Bylaws, be permitted to attend all Board Meetings but will not be voting members of the Board of Directors until their term commences on January 1. The Board of Directors-Elect will engage in transition activities with the then current Board of Directors and in planning for the upcoming fiscal year.

(f) Term: Each member of the Board of Directors shall hold office until the last general meeting of the following fiscal year or until a successor shall have been elected or appointed.

Section 3. Duties of the Board of Directors. The Board of Directors shall (1) perform such duties as may be set forth in the Articles and Bylaws of the Organization, and as are permitted or required by Florida law pertaining to non-profit corporations, except to the extent such duties are delegated to the Executive Committee or other parties in the Articles or these Bylaws; (2) issue resolutions to carry out the mandates of the Board of Directors, (3) fill officer or director vacancies throughout the fiscal year at any Board of Directors meeting; (4) hold meetings at such times and places as it considers proper; (5) expel and terminate membership of members; (6) establish committees and committee chair persons, which members shall be in good standing and shall be members of the Board of Directors or members of the Organization; (7) review the financial records of the Organization; (8) print, circulate, and publish notices, articles and other documents; (9) carry on correspondence and communicate with other organizations interested in the real estate profession; (10) employ agents; and (11) in furtherance of the Organization’s purpose, devise and carry into execution such other measures as it deems proper and expedient to promote the objective of the Organization and to best protect the interest and welfare of the members of the Organization.

Section 4. Meetings of the Board of Directors: Regular monthly meetings of the Board of Directors shall be held on a date set by the President. Notice shall be made in person or by telephone, mail, facsimile transmission or e-mail at least seven (7) days before the time appointed for said meeting. The President, when deemed necessary, or the Secretary, at the request in writing of four (4) members of the Executive Committee, may call a special meeting of the Board upon five (5) days required notice for any special meeting. Emergency meetings of the Board may take place without notice and by telephone. Only members of the Board of Directors are permitted to vote on items presented to the Board for consideration. Meetings of the Board of Directors are open only to the members of the Board, any executive staff and, when applicable, by the Board of Directors-Elect. Should the Board wish to receive information from a non-Board member, whether non-member or member, said person(s) will attend the meeting for the purpose of providing the necessary information and will then depart the meeting. Minutes of Board meetings shall be open to inspection solely by the current Board of Directors unless otherwise required by law.

Section 5. Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Board present at any meeting where a quorum is present shall be an act of the Board, except as may be otherwise provided by the law or these Bylaws. The quorum present may choose a chairperson for the

meeting in the absence of the President and President-Elect. If a quorum is not present, the members of the Board 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.

Section 6. Action By Consent: Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a majority of the members of the Board sign a written consent setting forth the action prior to taking such action. The written consent shall be filed with the minutes of the meetings of the Board of Directors.

Section 7. Absence: Should any member of the Board be unreasonably absent from three meetings of the Board in the member's term, without sending a communication to the President or Secretary stating the reason for absence, or if the reason for absence is unacceptable to the Board members, the seat of that member of the Board may be declared vacant and filled by the Executive Committee in the manner described in Section 8 and Section 9 below.

Section 8. Removal of Board of Directors Members: Any one or more of the Board of Directors members may be removed with cause, at any time, by a vote of one-half of the members of the Organization present at any special or regular membership meeting or by a two-thirds vote of the Board of Directors at a special meeting called for that purpose. The Board of Directors shall proceed to fill any the vacancy so created in the manner described in Section 9 below.

Section 9. 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, it shall be filled 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 that shall be called by the President for that purpose. Each member of the Board so chosen shall hold office until the next annual meeting of the members of the Organization or until a successor shall have been elected and shall qualify.

Section 10. Officers. The officers of the Organization shall be the President, the President-Elect, the Secretary and the Treasurer. The Board of Directors shall have the right, by a two-thirds vote, to appoint such Assistant Secretaries and/or Assistant Treasurers as it deems necessary for the operation of the Organization.

ARTICLE VII

Duties of Officers and Directors

Section 1. Duties of the Officers. Each officer is a member of the Board of Directors.

(a) President. The President shall preside at the meetings of the members of the Organization and the meetings of the Board of Directors and Executive Committee. The President shall communicate to the Organization, the Board of Directors and the Executive Committee 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 Organization and shall perform such

other duties as are necessarily incident to the office of the president at the annual meetings of the Organization and at such other times as deemed proper.

(b) President-Elect. The President-Elect and Network Liaison shall be generally responsible to assist the President and other members of the Board of Directors, to chair the Nominating Committee, inform the Organization of the programs, events and mission of CREW Network and to increase the involvement of our members by connecting with the national network both online and in person at the Summits and Convention,, to chair the Strategic Planning Committee and to perform such other duties as may from time to time be prescribed by the Board of Directors. The President-Elect shall serve as one (1) of the two (2) CREW Network delegates. In the absence of the President or President-Elect or their respective inability to perform their duties, the Treasurer shall perform the duties of such office. In case of the absence of the President, or of the President's inability to perform the duties of the President's office, the President Elect shall perform the duties of the office of President. The President Elect shall also generally assist the President, act as standing director with direct responsibility for the Member Services Committee for the Organization and perform such other duties as may from time to time be prescribed by the Board of Directors. These Bylaws do not preclude the President Elect from chairing task forces or special committees, as deemed appropriate by the President, the President Elect, and the Board of Directors.

(c) Membership Director. It shall be the duty of the Membership Director to strategically increase membership in sectors that complement the Organization; to track and encourage renewals and retain current Members and challenge current members to recruit new members to the Organization; and coordinate with the Hospitality Director to engage new members so that they feel welcome to the Organization.

(d) Treasurer. The Treasurer shall oversee the financial management of the Organization. The Treasurer shall prepare an annual budget, in consultation with and to be approved by the Board of Directors and consistent with the procedures described in ARTICLE X hereof, and shall have custody of all funds of the Organization and other valuable effects; shall keep full and accurate accounts of all monies received and expended for the use of the Organization in books belonging to the Organization. The Treasurer shall be responsible for preparing, facilitating and monitoring and comparing actual revenue and expenses as approved from time to time by the Board. The Treasurer shall cause the deposit all funds and other valuable effects in the name and to the credit of the Organization in such bank or banks as may be designated from time to time by the Board of Directors, and shall make available to the Board of Directors a report of all transactions. The Treasurer shall report on the financial condition of the Organization at Board of Director meetings, at annual meeting of the Members of the Organization, and at such other times that the President may from time to time request. The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. The Treasurer shall coordinate the annual completion of the Organizations annual tax return (Form 990) and shall cause the timely completion of such annual tax return once it has been approved by the Board of Directors. The Treasurer will also coordinate applicable treasury duties with any third party administrators contracted by CREW Miami. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer elect

all books, records, monies and other property, or, in the absence of a Treasurer-Elect, to the President. The Treasurer will also chair the finance committee comprised of the current President, President-Elect and either the Past President or, at the election of the current President, another past president.

Section 2. Duties of Non-Officer Board Members.

(a) Legal Counsel. The Legal Counsel shall serve as the Organization's attorney; negotiate any agreements entered into by the Organization; handle any legal matters of the Organization as needed and be involved in such other matters of the Organization as deemed proper by the President and the Board of Directors. For purposes of efficiency and ease of administration, the Legal Counsel shall also serve as the Secretary of the Organization unless and until the Board of Directors directs otherwise. A duly qualified director holding another office may also serve as Legal Counsel.

(b) Secretary. The Secretary shall keep a record of all votes, resolutions, and the proceedings of all meetings as directed by the Board of Directors; prepare, if required by the Board of Directors, an annual report of the transactions and condition of the Organization; give notice of all meetings of the Organization; conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; notify the members of the Organization of their nomination and/or election, and be involved in such other matters of the Organization as deemed proper by the President and the Board of Directors. For purposes of efficiency and ease of administration, the Secretary shall also serve as the Legal Counsel of the Organization unless and until the Board of Directors directs otherwise.

(c) Immediate Past President. The role of the Immediate Past President is to assist the President-Elect in monitoring the effectiveness of the most recent Strategic Plan adopted by the Board of Directors and in developing an updated Strategic Plan when requested by the Board of Directors. The Immediate Past President shall also serve as a member of the Sponsorship Committee.

(d) Communications Director. The Communications Director is responsible for keeping the Organization's members informed of the Organizations activities, events, member and network news, and maintaining the Organizations website. The Communications Director also serves as a liaison between the Organization's public relations firm, if any, and the Organization and coordinates media coverage, including managing social media accounts of the Organization.

(e) Education Director. The role of the Education Director is to outline a structure, process, budget and content package for each of the following committee chairs: Education, Mentorship, UCREW, CREW Careers and Scholarship.

(f) Sponsorship Director. The role of the Sponsorship Director is to oversee the sponsorship committee; lead the sponsorship committee in developing a funding strategy for the Organization's budget; identify new potential sponsors and engage existing sponsors to continue their sponsorship commitments; communicate with sponsors to ensure payment of committed funds; and coordinate with the Programs Director and Signature Events Director to ensure all

events are sponsored and that sponsors are aligned with program topics and events to promote the interests of the Organization and the sponsors.

(g) Member Services Director. The role of the Member Services Director is to provide leadership to the Member Services Committee in order that the duties of the Committee are fulfilled in a successful and professional manner. The Member Services Director shall identify Committee chairs to assist the Director in carrying out the duties of the Committee.

(h) Signature Events Director. It shall be the role of the Signature Events Committee to plan, organize and implement the 2 or 3 signature event fund raisers identified by the Board each year. The Signature Events Committee's duties shall include, without limitation, identifying the venue and a date and time for the event, recruiting a sufficient amount of members to its committee to assist with the planning of the event, fundraising by obtaining sponsorships from non-traditional sponsors or traditional sponsors that have not contributed to traditional sponsorship for the same or immediate prior year, organizing all aspects of the event. The Signature Events Committee shall perform the above duties with sufficient lead time to allow for a successful event.

(i) Hospitality Director. The Hospitality Director's duties shall include engaging new members so that they feel welcome to the Organization and recruit veteran members to serve as liaisons for new members, recruiting members to serve as table hosts for luncheons; and ensuring that table hosts facilitate introductions at each luncheon so that the membership benefits from each such luncheon.

(j) Programs Director. It shall be the duty of the Programs Director to identify programs for presentation at the Organization's monthly luncheons that are consistent with the Organization's then current strategic plan and establish goals for the Programs Committee to enable such Committee to engage speakers and plan, prepare and arrange for presentations to the members of the Organization early in the year for purposes of bringing relevant and timely programs to Membership and the CRE community.

ARTICLE VIII

EXECUTIVE COMMITTEE

Section 1. General Powers; Composition: The Executive Committee, which shall be comprised of the officers of the Organization and the Programs Director and the Sponsorship Director, shall carry out the directives, resolutions and mandates of the Board of Directors and shall appoint the chairpersons of other standing committees. The Executive Committee may exercise all powers of the Organization, except for approval of unbudgeted expenses of 10% or greater than the current year's budget, which expenses in excess of 10% of the current year's budget must be approved by the Board of Directors. Vendor Members shall not comprise more than twenty-five (25%) of the Executive Committee members.

Section 2. Term: Each member of the Executive Committee shall hold office until the last general meeting of the following fiscal year or until a successor shall have been elected.

Section 3. Duties of the Executive Committee: The Executive Committee shall: (1) carry out the resolutions, mandates and objectives of the Board of Directors; and (2) hold meetings at such times and places as it considers proper.

Section 4. Meetings of the Executive Committee: Meetings of the Executive Committee shall occur as required for the Organization's business. Notice shall be made in person, or by telephone, mail, facsimile or e-mail at least seven (7) days before the time appointed for said meeting. The President may call a special meeting when deemed necessary, and the Secretary shall call a special meeting at the request in writing of four (4) members of the Executive Committee. Only five (5) days' notice shall be required for such a special meeting. The requirement of five (5) days' notice shall not be required for emergency meetings of the Executive Committee, The requirement of five (5) days' advance notice shall not apply to emergency meetings of the Executive Committee and, in the instance of emergencies, such email or telephone notice shall be provided that is reasonable under the circumstances of the emergency.

Section 5. Quorum: A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Executive Committee present at any meeting where a quorum has been initially established shall be an act of the Executive Committee, except as may be otherwise provided by the law or these Bylaws. The quorum present may choose a chairperson for the meeting in the absence of the President and Vice President. If a quorum is not present, the members of the Executive Committee 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.

Section 6. Action By Consent: Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if a majority of the members of the Executive Committee sign a written consent setting forth the action prior to taking such action. The written consent shall be filed with the minutes of the meetings of the Executive Committee.

Section 7. Absence: Should any member of the Executive Committee be unreasonably absent from three (3) meetings of the Committee in the member's term, without sending a communication to the President or Secretary stating the reason for absence, or if the reason for absence is reasonably unacceptable to the Committee members, the seat of that member of the Executive Committee may be declared vacant and filled by the Board of Directors in the manner described in Article VI, Section 9 above.

Section 8. Removal of Executive Committee Members: Any one or more of the Executive Committee members may be removed with cause, at any time, by a vote of one-half of the members of the Organization present at any special or regular membership meeting or by a two-thirds vote 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 Article 6, Section 9 above.

Section 9. Resignation; Vacancies: Any member of the Executive Committee shall have the right to resign from the Committee by giving written notice thereof to the President or

the Secretary. Whenever a vacancy occurs in the Executive Committee, it shall be filled 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 that shall be called by the President for that purpose. Each member of the Executive Committee so chosen shall hold office until the next annual meeting of the members of the Organization or until a successor shall have been appointed.

Section 10. Electronic Voting: The Board of Directors may vote on any matter by electronic means, including but not limited to e-mail or through an internet based online voting platform or service.

ARTICLE IX

STANDING COMMITTEE DIRECTORS AND NETWORK DELEGATES

Section 1. Directors: The standing committees shall include: (1) Membership, (2) Programs, (3) Communications (4) Member Services, (5) Signature Events, (6) Sponsorship, (7) Education, (8) Strategic Planning, (9) Education, and (10) Hospitality. At the election of the Treasurer from time to time there may also be a standing Finance Committee. The Board may from time to time designate other standing committees. Each standing committee of the Board of Directors shall be led by a Director, who shall designate a committee chair (or chairs) who shall report to the Director. The Nominating Committee, in consultation with the Director responsible for each standing committee, shall appoint each committee chair. Although not members of the Board of Directors, the Board may from time to time invite committee chairs to participate in Board of Directors meetings, subject to the limitations in these Bylaws with respect to guests at Board meetings.

Section 2. Duties of Standing Committees:

(a) Membership Committee. The Membership Committee shall process and review membership applications and to make recommendations to the Board of Directors, and when accepted by the Board, admit and welcome new members, recommend membership policies and requirements to the Board of Directors, keep meeting attendance records for the active members, advise the Board of Directors of members in default of renewal qualifications, and send membership termination notices to those in default in accordance with Article III, Section 5; and follow the goals established by the Directors in accordance with the Organization's strategic plan then in effect. The Membership Committee shall establish such subcommittees as deemed necessary from time to time, including without limitation, a Recruitment Subcommittee that will endeavor to coordinate and organize a new member reception.

(b) Programs Committee. The Program Committee shall (1) identify programs of interest and relevance to members of the Organization for approval of the Board of Directors and to do so as early in the year as possible, (2) plan the monthly meetings of the Organization; (3) engage speakers and prepare and arrange for presentations to the members of the Organization at the monthly meetings; and (4) follow the goals established by the Directors in accordance with the Organization's strategic plan then in effect. The Programs Committee shall establish a subcommittee for purposes of promoting all Programs.

(c) Member Services Committee. The Member Services Committee, under the direction of the Member Services Director, shall identify and grow Member to Member (“M2M”) events and help members identify and organize M2M events that will maximize members’ exposure to the Organization while meeting and networking with other members of the Organization. The Member Services Committee shall also seek to (1) organize M2M events that appeal to the different member groups within the Organization, and (2) hold M2M events that afford a unique opportunity to members to showcase their services to the rest of the membership.

(d) Communications Committee. The Communications Committee, under the direction of the Communications Director, is responsible for keeping the Organization’s members informed of the Organization’s activities and events and of member and network news. The Communications Committee shall also maintain and update the Organization’s website. The Communications Committee also (1) serves as a liaison between the Organization’s public relations firm, if any, and the Organization, (2) coordinates media coverage, and (3) manages the social media accounts of the Organization.

(e) Signature Events Committee. The Signature Events Committee, under the direction of the Signature Events Director, is responsible for planning, organizing, and implementing the Organization’s two or three annual signature event fund raisers. The Committee’s responsibilities include (1) identifying the venue and dates for each event, (2) obtaining sponsorships for the events with a particular focus on Vendor Sponsors, and (3) organizing all aspects of the event. The Signature Events Committee shall establish one subcommittee in charge of events and one subcommittee in charge of signature events sponsorships.

(f) Sponsorship Committee. The Sponsorship Committee, under the direction of the Sponsorship Director, shall (1) oversee sponsorship, (2) develop a funding strategy for the Organization’s budget, (3) identify new potential sponsors, (4) engage existing sponsors to continue their sponsorship commitments, (5) communicate with sponsors to ensure payment of committed funds; and (6) coordinate with the Signature Events Committee to ensure sponsors are aligned with program topics and events that interest those sponsors.

(g) Education Committee. The Education Committee, under the direction of the Education Director, (1) hold annual events in connection with the real estate programs at Florida International University and the University of Miami and other local colleges, as applicable or desirable, to provide an introduction to the Organization and to provide networking and professional development opportunities; (2) coordinate the Organization’s participation in Young Women’s Career Academy’s annual career day; develop and present educational programs intended for the Organization’s members; (3) coordinate the Organization’s scholarship applications and awards; (4) establish a mentorship program to provide appropriate mentorship opportunities between the Organization’s members; and otherwise follow the goals established by the Board of Directors in accordance with the Organization’s strategic plan then in effect. In doing so, the Education Committee may establish subcommittees, such as the UCREW Committee, the Mentorship Committee, and the Scholarship Committee. Mentorship Subcommittee. Specifically, the Mentorship Subcommittee shall be responsible for creating and implementing the Mentorship Program; training participants; planning meetings; providing resources for the Organization;

evaluating and revising, as needed, the Mentorship Program; creating a budget; determining program content; recruiting presenters; reviewing mentee/mentor applications.

(h) Hospitality Committee. The Hospitality Committee, under the direction of the Hospitality Director, shall be made up of a sizable committee that will primarily recruit from committee members to: (1) act as liaisons between newly admitted Members and existing Members for purposes of introducing such new Members to the Organization and all that it has to offer; (2) recruit Table Hosts made up of established existing Members who will each host a table at the Organizations monthly lunches; and (3) serve as hosts at all Signature Events to meet and greet new and potential Members and help them meet existing Members.

(i) Strategic Planning Committee. The Strategic Planning Committee, under the direction of the President-Elect and with the participation of the Immediate Past President, is to monitor the effectiveness of the most recent Strategic Plan adopted by the Board of Directors and develop an updated Strategic Plan when requested by the Board of Directors.

(j) Finance Committee. The Finance Committee shall be comprised of the Treasurer and the Finance Chair. The Finance Chair shall assist the Treasurer in carrying out her/his duties. The Treasurer shall call a Finance Committee meeting at least three (3) times per year to be attended by the Treasurer, the Finance Chair (if the Treasurer has elected to appoint a Finance Chair), the President, the President-Elect and the Immediate Past President or, as provided in Section VII(d), another past president. The Treasurer, or the Finance Chair if one has been appointed, shall be tasked with collections for amounts due from non-paying Sponsors.

Section 3. Other Committees: The Board of Directors, by resolutions adopted by a majority vote of its members, may add or delete such committees as it shall deem advisable and limit the authority of any committee consistent with the goals established by the Directors in accordance with the Organization's strategic plan then in effect.

Section 4. Nominating Committee:

(a) Selection of Nominating Committee: The President Elect shall appoint a Nominating Committee annually on or before the first day of July. The Nominating Committee shall select and compile a slate of proposed officers and directors for following year. The Nominating Committee shall include no less than five (5) members. The President-Elect shall serve as Chairperson of the Nominating Committee. If the President-Elect should be unable to serve as Chairperson, a majority vote of the Board of Directors shall determine the Chairperson. The President-Elect shall appoint the remaining members of the Nominating Committee from members in good standing who are knowledgeable of the membership, members' strengths and level of activity.

(b) Responsibilities of Nominating Committee: The Nominating Committee, acting by a majority thereof, shall review applications and suggestions of interest for the positions of Officers, seek participation in such positions, meet with and counsel those expressing interest, nominate a recommended slate for the Board of Directors, conduct and supervise all elections, including without limitation, distributing the request for nominations, the request for ballots and

determining the results and any controversies arising in connection with the election, subject to an appeal to the Board of Directors. The Nominating Committee shall recommend direction to each Director for the selection of a committee chair, and each Director shall be permitted to participate in the selection of a respective chair. Any appeal to the Board of Directors shall be in writing and must be received by the President within ten (10) days after the ballots are counted by the Nominating Committee.

Section 5. Quorum: A majority of any committee of the Organization shall constitute a quorum for the transaction of business unless any committee shall, by a majority vote of its entire membership, decide otherwise.

Section 6. Committee Vacancies: The various committees shall have the power to fill vacancies in their memberships, provided however, that if a vacancy in the position of the chairperson occurs for any reason whatsoever, the successor shall be elected in accordance with the provisions of Article VI, Section 9 hereof.

Section 7. CREW Network Delegates: The Organization shall have a minimum of two Delegates to CREW Network each year. The President-Elect and a board member chosen by the President-Elect shall each serve as a CREW Network Delegate; an alternate Delegate may be assigned by the Board of Directors when deemed necessary by the Board of Directors. In compliance with the requirements of CREW Network, the Organization shall send at least one of its two Delegates to every CREW Network Council Meeting. The responsibilities of the Delegates shall include, without limitation, presenting issues requiring a vote to the Board of Directors prior to the applicable Council Meeting and preparing a report for the next scheduled Board meeting following the applicable Council Meeting. The Organization shall reimburse the Delegates (or their alternates, if applicable) for their Eligible Expenses (as defined below) for attending CREW Network Council Meetings. In the event, however,; that any named CREW Network Delegate's Eligible Expenses are reimbursed by such Delegate's employer, or if such Delegate has agreed to waive reimbursement, the Organization shall appoint an alternate delegate and shall reimburse such alternate for Eligible Expenses, but no alternate need be appointed if, in the Board's judgment, budget requirements reasonably require the redirection of such funds. "**Eligible Expenses**" are fees or charges associated with the Council Meeting, airfare, hotel expense, ground transportation and such other items to the extent in accordance with the applicable annual budget approved by the Board of Directors.

ARTICLE X **FINANCE**

Section 1. Fiscal Year: The fiscal year of the Organization shall begin on January 1 and end on December 31.

Section 2. Approved Signatures: The funds of the Organization may be disbursed and drawn upon the signature of the Treasurer or other designated officers within limits approved annually by the Board of Directors. Disbursement of funds in excess of the aforementioned limit must be authorized in writing by the Executive Committee of the Board of Directors.

Section 3. Budget: The annual budget prepared by the Treasurer, including estimated income and expenditures, shall be subject to the Board of Directors approval. Each Director, after collaborating with the respective Committee Chairs to establish a realistic budget for such Director's area of responsibility, shall provide input to the Treasurer and to the Treasurer's proposed budget. Prior approval of the Executive Committee or the Board of Directors shall be required for any expenditure that exceeds that included in the approved budget.

Section 4. Indemnification: The Organization shall have the power to purchase and maintain insurance to indemnify the Organization, its Directors, Officers and employees to the full extent such indemnification is permitted by law and deemed necessary by the Board of Directors.

Section 5. Restriction on Earnings: The Organization shall use its funds only to accomplish the purposes specified in these Bylaws and for philanthropic purposes and no part of said funds shall inure to or be distributed to the members of the Organization except to pay reasonable compensation for services rendered and except to make payments in furtherance of the purposes set forth in the Bylaws.

Section 6. Dissolution: On dissolution of the Organization, any funds remaining shall be distributed to one or more qualified charitable, educational, scientific or philanthropic organization to be selected by the Board of Directors.

ARTICLE XI **PARLIAMENTARY PROCEDURE**

Robert's Rules of Order, Revised, shall govern all meetings of the Organization where not inconsistent with these Bylaws and where these Bylaws are silent.

ARTICLE XII **AMENDMENTS**

THESE BYLAWS MAY BE ADOPTED, AMENDED, REPEALED, OR ALTERED IN WHOLE OR IN PART BY THE AFFIRMATIVE VOTE OF A MAJORITY OF THE MEMBERSHIP OF THE ORGANIZATION PRESENT IN PERSON OR BY PROXY AT ANY DULY CALLED MEETING OF THE MEMBERS OF THE ORGANIZATION. BYLAWS MUST BE INCLUDED IN THE NOTICE OF THE MEETING AT WHICH SUCH ACTION SHALL TAKE PLACE.