

**AMENDED AND RESTATED
BYLAWS OF ORGANIZATION**

CREW San Antonio

Amended and Restated Bylaws of Organization

ARTICLE I- NAME

The name of this Corporation is CREW-San Antonio.

ARTICLE II- PURPOSE

The purpose or purposes for which CREW-San Antonio is organized are civic and educational.

ARTICLE III- POLICY

CREW-San Antonio shall be nonpartisan, nondiscriminatory and nonprofit. CREW-San Antonio adheres to equal opportunity standards. It is the policy of CREW-San Antonio to encourage and support membership and participation in CREW-San Antonio regardless of race, color, national origin, sex, handicap, wage, or political affiliation.

ARTICLE IV- OFFICES

Section 1. The principal office of CREW-San Antonio in the State of Texas shall be located in the City of San Antonio, Bexar County, Texas. CREW-San Antonio may have such other office, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of CREW-San Antonio may require from time to time.

Section 2. CREW-San Antonio shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of CREW-San Antonio in the State of Texas. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors.

ARTICLE V- MEMBERSHIP

Section 1. Membership in CREW-San Antonio shall be through application. To attain membership status with CREW-San Antonio, an applicant must fulfill, at a minimum, the following requirements:

- A. An applicant must be integrally and actively participating in a decision-making process (i) in negotiating commercial real estate sales or leases; (ii) in appraising commercial real estate; (iii) in managing commercial real estate; (iv) in obtaining or providing insurance for an interest in commercial real estate; (v) in closing commercial real estate transactions; (vi) in obtaining or approving financing for commercial real estate transactions; (vii) in developing commercial real estate; (viii) in providing other services directly relating to commercial real estate transactions or the development of commercial real estate; or (ix) as legal counsel representing parties involved in any of the above referenced areas related to commercial real estate transactions; and
- B. At least fifty percent (50%) of an applicant's business income shall be derived from commercial real estate activities.

Section 2. The membership of CREW-San Antonio consist of Active, Provisional, and Vendor Members. These membership categories are more fully described below:

- A. Active Members of CREW-San Antonio are those members who (i) meet the requirements of this Article V, Section 1; (ii) have a minimum of two (2) years experience as set forth in Section 1, except that if the applicant is duly licensed to practice law in the State of Texas, the requirement for two (2) years experience shall be waived; (iii) are sponsored by two (2) CREW-San Antonio members currently in good standing; have attended two (2) meetings; are accepted as a member by the Board of Directors; and (iv) have paid all current dues to be an Active Member in good standing. Active Members shall be eligible to vote, to serve on the Board of Directors, and to serve as a chair or member of good standing of special committees.
- B. Provisional Members of CREW-San Antonio are those members who fulfill all requirements of an Active Member except that they do not meet the minimum experience requirement detailed in Subsection A of Section 2 hereof. Provisional Members may fully participate in the affairs of CREW-San Antonio but shall not have the right to chair a

committee, vote or hold office. A Provisional Member may participate in most committee activities, as determined from time to time by the Board of Directors.

- C. Vendor Members of CREW-San Antonio are those members who do not meet the requirements of Section 1, Section 2.A, or Section 2.B and are classified as “vendors”, provided, however, that the number of Vendor Members shall not compose more than ten percent (10%) of the total membership, as it exists from time to time. “Vendors” shall mean those persons who are involved in the commercial real estate industry but do not meet the criteria described in Article V, Section 1. In the event that the percentage of Vendor Members exceeds ten percent (10%) of the total membership at any time, no new applications shall be considered by the Board of Directors for a Vendor membership until such time as the percentage of Vendor Members is less than ten percent (10%).

Section 3. Grandfather Clause: Any member of CREW-San Antonio who became a member upon its organization is not subject to the above membership criteria, other than the requirement to be an Active Member in good standing by paying current dues.

Section 4. Reclassification of any member of CREW-San Antonio shall be done in the following manner:

Provisional to Active: A Provisional Member who has satisfactorily completed all the requirements to become an Active Member may make a written application to CREW-San Antonio for reclassification to an Active Member, whereupon the Board of Directors shall vote upon the requested membership reclassification.

Section 5. Termination:

- A. Membership of any member shall terminate on the occurrence of any of the following events:
- (1) resignation of the member, in which event any unamortized dues shall be forfeited;
 - (2) the expiration of the period of membership, including the failure to pay dues within the time period stated herein; or
 - (3) the determination by the Board of Directors or a committee designated to make such determination that the member has failed in a material or serious degree to observe the rules of conduct of CREW-San Antonio, or has engaged in conduct materially and seriously prejudicial to the interests of CREW-San Antonio.

- B. Procedure for Membership Termination. Following the determination that the membership of a member should be terminated in accordance with Article V, Section 5, above, the following procedure shall be implemented:
- (1) A notice shall be sent by mail by prepaid first class or certified return receipt requested mail to the most recent address of the member as shown on CREW-San Antonio's records, setting forth the termination and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the termination.
 - (2) The member whose membership is being terminated shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held before the effective date of the proposed termination. The hearing will be held by a special membership termination committee composed of not less than one-third of the Board of Directors and an equal number of members appointed by the President of CREW-San Antonio. The notice to the member of proposed termination shall state the date, time, and place of the hearing on the proposed termination. A quorum at said hearing shall be two-thirds (2/3) of the special membership termination committee members.
 - (3) Following the hearing, the special membership termination committee shall decide by a majority vote of those of the committee in attendance at the hearing whether or not the membership of the member should in fact be terminated.. The decision of the special membership termination committee shall be final.

ARTICLE VI- MEETINGS OF MEMBERS

Section 1. The members shall have not less than one (1) regular meeting per year and may have additional meetings as determined by the Board of Directors.

Section 2. Notices of all meetings shall be sent to all members at least ten (10) days before each meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope addressed to the most current address on file with CREW-San Antonio for each such Active Member, with postage thereon paid. If by electronic format, the notice shall be deemed to be delivered when

emailed to the then most current information on file with CREW-San Antonio for each such Active Member.

Section 3. A majority of the Active Members of CREW-San Antonio present shall constitute a quorum for any meeting of the membership. A majority vote of the Active Members present at any meeting of the membership shall be considered action of the CREW-San Antonio membership. A majority of the Active Members voting shall be considered as sufficient to enact an election or rule.

Section 4. Each Active Member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

ARTICLES VII- BOARD OF DIRECTORS AND EXECUTIVE BOARD

Section 1. The Board of Directors and Executive Board shall direct the management of CREW-San Antonio. The Board of Directors shall consist of the President, President-Elect, Immediate Past-President, Secretary, Treasurer, Programs Director, Membership Director, Charity Director, Advertising Director, Communications Director, or other Director position as may be decided by the then current Board of Directors. The Executive Board shall consist of the then serving President, President-Elect, Immediate Past President, Secretary and Treasurer.

Section 2. The President-Elect shall be elected annually by the Active Members for a term of one (1) year and immediately upon completion of the one (1) year term as President-Elect, shall automatically serve as President for a term of one (1) year without further election. The remaining Directors, excluding the Immediate Past-President, who shall serve automatically for a one (1) year term, shall be elected annually by Active Members for staggered terms of two (2) years each.

Section 3. The President-Elect shall be nominated and elected to that position only after serving at least two (2) years in a Director position during the term immediately preceding the term for which he or she shall serve in the President-Elect position.

Section 4. The Directors of CREW-San Antonio constituting the first Board of Directors are those named in the Articles of Incorporation and shall hold office until the first annual meeting.

ARTICLE VIII- DIRECTOR POSITIONS

Section 1. **President.** The President shall preside at all meetings of CREW-San Antonio and the Board of Directors, enforce the Bylaws, serve as a delegate on behalf of CREW-San Antonio to the Network of

Commercial Real Estate Women (“CREW Network”), and be a member of and perform such other duties as pertain to the office of the President or as assigned or requested by the Board of Directors. The President shall ensure that all officers and chairpersons are performing their assigned responsibilities in the best interests of CREW-San Antonio. The President shall be an ex-officio member of all committees.

Section 2. **President- Elect.** The President- Elect shall serve as a delegate on behalf of CREW-San Antonio to the CREW Network, perform the duties of the President in the absence of the President, assist the President as requested by the President, act as the presidential representative when requested by the President, perform such other duties as requested by the President and, at the end of the President’s term of office or, in the case of a vacancy in the office of President, upon such vacancy become the President. The President- Elect shall be an ex- officio member of all committees.

Section 3. **Programs Director.** The Programs Director shall assist the President and the President-Elect as requested and fulfill the function of the President and/or President-Elect in their absence. The Programs Director shall be liaison between the Board of Directors and the Programs Committee and shall perform any other duties requested by the President.

Section 4. **Membership Director.** The Membership Director shall be liaison between the Board of Directors and the Membership Committee, shall be responsible for the recruitment of new members, shall serve as the representative of CREW-San Antonio for membership inquiries and applications for membership, shall issue a quarterly updated membership list and shall perform any other duties requested by the President.

Section 5. **Secretary.** The Secretary shall record all minutes at meetings of the Board of Directors, keep a record of attendance and have a copy of the Bylaws available at all meetings of CREW-San Antonio. The Secretary shall perform any other duties as requested by the President.

Section 6. **Treasurer.** The Treasurer shall receive all monies payable to CREW-San Antonio, deposit receipts in a bank approved by the Board of Directors in the name of CREW-San Antonio, disburse funds upon authorization of the President or a majority of the Board of Directors, keep accounts and financial records and reports at all meetings, submit CREW-San Antonio’s year end financial report and the proposed budget for the coming year to CREW-San Antonio at the close of the fiscal year to comply with IRS regulations. The Treasurer shall invoice members for annual dues and shall perform any other duties as requested by the President.

Section 7. **Charity Director.** The Charity Director shall coordinate any charity events of CREW–San Antonio and shall be the liaison between the Board of Directors and the Charity Committee and shall perform any other duties as requested by the President.

Section 8. **Advertising Director.** The Advertising Director shall coordinate advertising and sponsorships for CREW-San Antonio, shall serve as the liaison between the Board of Directors and the Advertising Committee and shall perform other duties as requested by the President.

Section 9. **Communications Director.** The Communications Director shall coordinate management of the newsletter, website, membership Directory, and be responsible for all other forms of communication between CREW–San Antonio and the general public. The Communications Director shall serve as the liaison between the Board of Directors and the Communications Committee and shall perform any other duties as requested by the President.

Section 10. **Immediate Past-President.** The Immediate Past-President shall act as the Chairman of the Past Presidents Committee and shall act as liaison between the Board of Directors and the Past Presidents Committee, working on revisions to Bylaws, awards, and such tasks as requested by the President.

ARTICLE IX- MANAGEMENT

Section 1. The affairs of CREW-San Antonio shall be managed by the Board of Directors. The Board of Directors members shall assume their respective duties on an observation basis immediately after their election. The newly-elected Directors shall cooperate and work in conjunction with the then-serving Directors from their election until officially taking office on the first day of the following January.

Section 2. A Director or committee chairperson may be removed from office by a majority vote of the Board of Directors if it is determined by them to be in the best interest of CREW-San Antonio. Such vote may occur at any regular or special meeting of the Board of Directors, provided that written notice is sent to all Board of Directors members not less than ten (10) days before such meeting, and that such notice shall specify that a vote for the removal of a Director or committee chairperson shall be considered at such meeting and shall identify the person whose removal is to be voted upon.

Section 4. In the event of a vacancy of any Director or committee chairperson, the Board of Directors, by a majority vote of the remaining Board of Directors members, shall appoint an Active Member to serve the remaining term of the office vacated.

Section 5. Meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors provided reasonable notice is given to each member of the Board of Directors. The notice shall state the time, place and date of the meeting and the business to be transacted.

Section 6. A majority of the members of the Board of Directors shall constitute a quorum. A majority vote of the Board of Directors shall be considered action of the Board of Directors unless a greater number of votes is required elsewhere in these Bylaws, in the Articles of Incorporation, or by law. A total of two (2) unexcused Board of Directors absences by a Director at any time may automatically result in the dismissal of the Director from the Board of Directors. An unexcused absence is any absence which occurs without notice to the Board of Directors or without providing to the Board of Directors the Director's report prior to the regularly next scheduled meeting. The Director absent or the President shall provide notice stating the reason for the absence to the Board of Directors, who shall then accept or reject the unexcused absence.

Section 7. Each member of the Board of Directors shall be entitled to one (1) vote on each matter submitted to a vote of the Board of Directors.

Section 8. Board of Directors members and committee chairpersons shall serve without compensation.

ARTICLE X- DUTIES AND POWERS OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the duty and power to:

- A. Establish major administrative policies governing the affairs of CREW-San Antonio; create, implement, and revise a long range plan for CREW-San Antonio's growth and development; and develop goals and objectives for each fiscal year based upon the long range plan and membership consideration at the Annual Meeting.
- B. Provide for the proper care of materials, equipment, and funds of CREW-San Antonio.
- C. Review expenditures and provide for the payment of legitimate expenses.
- D. Employ administrative employees at such time as deemed necessary.
- E. Appoint all committee chairpersons, who, in turn, shall appoint members of their respective committee.

- F. Fill any vacancies on the Board of Directors that occur during any calendar year.
- G. Decide upon the exact date and place for holding the Annual Meeting and any other meetings of the members and hold meetings of the Board of Directors as hereinafter provided.
- H. Decide the exact date for the election of the Board of Directors.
- I. Approve all applications for membership in CREW–San Antonio.
- J. Transact business as necessary.

ARTICLE XI- COMMITTEES

Section 1. Committees shall assume such duties as may be assigned by the President and Board of Directors.

Section 2. Standing Committees shall consist of the Membership Committee, the Charity Committee, the Advertising Committee, the Programs Committee, the Past Presidents Committee, the Communications Committee, and any other standing committee that the then current Board of Directors elects to create. All other committee members may be appointed from the Active Members by the chairman of the respective committee who is appointed by the Board of Directors immediately after taking office. Chairman and committee members shall serve until the next elected Directors take office or until their respective successors are appointed.

Section 3. The duties of the Standing Committees shall be detailed in a description of the committee duties drafted by the Chairman of that committee and approved in each such case by the Board of Directors.

ARTICLE XII- NOMINATIONS AND ELECTIONS

Section 1. The Executive Board shall annually: (a) select an election date; (b) compile a list of Active Members at least twelve (12) weeks prior to the election date; and (c) obtain consents from those Active Members asked to serve on the slate to fill vacant positions of the Board of Directors for the following term, explaining the duties of the position(s) for which the Active Member is being considered.

Section 2. At least four (4) weeks before the annual election, the slate of those nominated for the vacant positions on the Board of Directors shall be emailed to every Active Member of CREW–San Antonio. The Active Members shall be asked to either approve or disapprove of the

entire slate of candidates and to email the completed ballots back to a designated CREW–San Antonio email address.

Section 3. On the annual election date selected by the Executive Board, all emailed ballots received from the Active Members shall be counted by the Executive Board. If ballots received on or before the election date from the number of the current Active Members of CREW–San Antonio represent a quorum, the slate of Directors shall be determined to be approved or disapproved.

Section 4. If the number of emailed ballots received from the number of the current Active Members of CREW–San Antonio does not represent a quorum, the slate shall be approved or disapproved at the next annual meeting of the Active Members, with or without a quorum present and voting.

Section 5. If the slate of nominees to the vacating positions on the Board of Directors is disapproved by the emailed ballots or at the Annual Meeting, the Executive Board shall meet to determine a new slate of nominees to be presented to the Active Members for a vote to be held within two (2) weeks of the previous annual election date.

ARTICLE XIII- STANDARDS

Section 1. Each member shall adhere to the Bylaws of CREW-San Antonio.

Section 2. A member asserting a violation of the Bylaws may file a written grievance with the Board of Directors. Within ten (10) days of receiving the grievance the Board of Directors shall notify the member in writing of the time and place when the Board of Directors will consider the issue(s) raised in the grievance. At such meeting, both sides shall be permitted to offer their testimony on the issues and its merits. Following such hearing, the status of the issue shall be determined by a majority vote of the Board of Directors. Within thirty (30) days after the meeting, the Board of Directors shall notify the aggrieved member of the decision.

ARTICLE XIV- QUORUMS

Section 1. A majority of the current Active Members present or voting shall constitute a quorum. No absentee or proxy voting is allowed.

Section 2. A majority of the members of the CREW-San Antonio Board of Directors shall constitute a quorum for Board meetings and voting.

Section 3. A majority of the members of the CREW–San Antonio Executive Board shall constitute a quorum for Executive Board meetings and voting.

ARTICLE XV- ANNUAL MEETING

The Annual Meeting may be the election meeting. The order of business at each Annual Meeting shall be fixed at the time of the notice of the Annual Meeting. The place, date and details of each Annual Meeting shall be decided by the Board of Directors.

ARTICLE XVI- FINANCE AND ACCOUNTING

Section 1. The fiscal year of CREW-San Antonio shall be the calendar year.

Section 2. Expenditures of less than \$1,000.00 must be authorized by at least two (2) members of the Executive Board. Expenditures of \$1,000.00 and above must have the approval of a majority of the Board of Directors and be based upon the fiscal budget. All checks require the signature of at least two members of the Executive Board.

Section 3. All funds of CREW-San Antonio shall be deposited from time to time to the credit of CREW-San Antonio in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. A reserve account in an amount determined by the Board of Directors from time to time shall be kept by CREW-San Antonio at a local financial institution designated by the Board of Directors. This reserve account shall be unavailable for withdrawal or use by CREW-San Antonio without a majority approval of the Board of Directors to use the funds in the reserve account for emergency expenditures of CREW-San Antonio. If funds are depleted from the reserve account, the Board of Directors shall make every effort to restore those funds to the required amount.

ARTICLE XVII- INDEMNIFICATION

CREW-San Antonio shall indemnify all present and former Directors against liabilities posed upon them and expenses actually and reasonable incurred by them in connection with any claim made against them, or the defense of any action, suit or proceeding to or in which they are or may be made a party by reason of them being or having been such Directors or officers, and against such sums as independent counsel selected by the Board of Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with a view of avoiding expenses of litigation; provided, however, that no present or former Director or officer shall be indemnified with respect to matters as to which she shall be adjudged in such action, suit or proceeding to be

liable for negligence or misconduct in the performance of her duty, or with respect to any matters which shall be settled by the payment of sums which counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoid expenses of litigation or with respect to matters for which such indemnification would be against public policy. Such right of indemnification shall be in addition to, but shall not exclude, any other rights to which Directors or officers may be entitled.

ARTICLE XVIII- BOOKS AND RECORDS

CREW-San Antonio shall keep correct and complete records of the accounts and shall also keep minutes of the proceedings of the minutes of the Annual Meeting, the Executive Board and the Board of Directors.

ARTICLE XIX- FEES AND DUES

Section 1. Membership Dues. Annual dues for membership shall be determined each year by the Board of Directors, such dues to be effective for the ensuing year only. Dues for all members shall be payable annually in advance. Dues are non-refundable except as stated herein.

Section 2. Dues for new members shall begin on the first day of the month following notification of approval and payment of annual dues must accompany an applicant's application for membership in CREW-San Antonio. Dues shall not be prorated; provided, however, the Board of Directors may approve reduced dues for members joining on or after July 1st of any calendar year. The dues for Active, Provisional and Vendor Members shall be the same.

Section 3. Dues shall be set by the Board of Directors each year in accordance with the fiscal budget.

Section 4. Non-payment of dues. Members who have failed to pay annual membership dues shall be subject to an annual membership dues increase, payment of non-member rates at luncheons and special functions, and the denial of other membership privileges. Members failing to pay dues by the time set by the Board of Directors shall be notified of the delinquencies. Failure to pay dues with thirty (30) days following such notice shall automatically result in termination of such delinquent member. A former member who has had membership terminated for nonpayment of dues may thereafter again become a member of CREW-San Antonio only by applying for reinstatement in the manner prescribed for a new applicant for membership.

ARTICLE XX- BYLAWS AMENDMENTS

Amendments to the Bylaws shall be submitted to the Board of Directors. The Board of Directors shall give written notice of an upcoming vote on the proposed changes prior to the vote. Amendments approved by the Board of Directors shall be submitted to the Active Members for approval of a majority present at the next regularly scheduled meeting, or a majority of members that vote by written consent without a meeting. Any vote obtained by written consent without a meeting may be evidenced by an original or a facsimile of the original, executed in any number of counterparts, or by email transmission.

ARTICLE XXI- TENURE AND DISSOLUTION

In the event the act of dissolution is concurred by a majority of the Active Members, the Board of Directors, after providing payment of all obligations, shall distribute any remaining assets. Notwithstanding the foregoing CREW-San Antonio shall not be dissolved so long as a majority of Active Members in good standing objects thereto. Should CREW-San Antonio willfully dissolve, the remaining assets shall be distributed to a non-profit corporation chosen by the Board of Directors.

ARTICLE XXII- PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised by *Robert's Rules of Order, Revised* shall govern all proceedings of CREW-San Antonio and the Board of Directors subject to such special rules as may be adopted.