

Bylaws of
Fort Worth Commercial Real Estate Women, Inc. (FW CREW)

Fifth
Amended and Restated
Bylaws of
Fort Worth Commercial Real Estate Women, Inc.
Effective as of January, 2012

Article 1: Offices

1.01 **Name.** The name of the organization, as set forth in its Amended Articles of Incorporation, shall be “Fort Worth Commercial Real Estate Women, Inc.” (the “Corporation”). The corporation may also be referred to as “Fort Worth CREW” or “FW CREW”.

1.02 **Registered Office and Agent.** The registered office of the Corporation shall be as so designated and approved by the Board of Directors. The name of the registered agent at such address shall be as designated and approved by the Board of Directors. The registered office of the Corporation and registered agent may change from time to time and may be different from those named in the Articles of Incorporation.

1.03 **Other Offices.** The Corporation may also have offices at such other places both within and without the state of Texas as the board of directors may from time to time determine or the business of the Corporation may require.

Article 2: Mission and Goals

2.01 **Mission.** FW CREW is a non-profit organization of commercial real estate professionals affiliated nationally through membership in CREW Network, providing opportunities for networking, education, leadership development and civic/philanthropic involvement.

2.02 **Goals.** Primary goals of the Corporation shall be to unite the members into a networking force to increase and enhance each member’s circle of influence and contact within the Fort Worth Area as well as nationally, and to further expand this influence by interacting with other professional organizations in the Fort Worth Area and with the CREW Network (the “National Network”). The Corporation shall also be proactive in promoting and maintaining an environment conducive to the development of leadership skills and mentoring.

2.03 **Equal Opportunity.** The Corporation adheres to equal opportunity standards. It is committed to a policy that encourages professional membership without regard to race, color, religion,

sex, marital status, national origin, disability or age. Without limiting the foregoing, and in furtherance of these principles, the Corporation will not engage in any acts or manifestations of a religious nature including, but not limited to, distributing religious literature, advertising religious events, or praying at organizational meetings or events.

2.04 **Limitations.** The purposes for which the Corporation is organized and operated shall be to engage exclusively in such activities as qualify it as an organization described in Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, as it now exists or may hereafter be amended (the “Code”) and exempt from taxation under Section 501(a) of the Code. Such purposes for which the Corporation is organized include only those purposes that are permitted under Section (c)(6) of the Code, including but not limited to those purposes stated in this Section 2.01.

Article 3: Membership

3.01 **Qualifications.** Qualifications for membership shall be as follows:

(a) A candidate for membership (i) shall have a **full-time** career directly related to one of the Professional Disciplines (listed in Section 3.04(f) of this **Article 3**), whether such candidate is an entrepreneur or is employed by a company, (ii) shall have been employed in such full-time career or profession for a minimum of three years; **and** (iii) shall have decision making responsibilities at a managerial level within such candidate’s organization; or

(b) A candidate for membership shall be a **principal** or **senior officer** of his or her company in another profession relating to the commercial real estate industry (as defined by the Board of Directors from time to time), which fosters and supports the purposes of the Corporation.

(c) The determination as to whether a person qualifies for membership under the foregoing definitions shall be made at the discretion of the Membership Committee, unless the circumstances require the Board of Directors to comment and/or vote. The Membership Chair will advise the Membership Board Liaison should the advice of the board be required. The Membership Board Liaison will be responsible for bringing any membership committee requests to the board.

3.02 **Classes of Members.** The Corporation shall have six [6] classes of membership as follows:

(a) **Full Members.** Full Members shall be members who meet all of the qualifications set forth in Section 1(a) of this **Article 3**.

(b) **Associate Members.** Associate Members shall be members who have a **full-time** career directly related to one of the Professional Disciplines, but do not otherwise meet all of the qualifications set forth in Section 1(a) of this **Article 3**. Associate Members shall not have voting privileges and may not hold office or serve on the Board of Directors of the Corporation.

(c) **Affiliate Members.** Affiliate Members shall be members who meet all of the qualifications set forth in Section 1(b) of this **Article 3**. In no event shall the number of Affiliate Members exceed fifteen percent (15%) of the highest number of active members of the Corporation during the preceding calendar year. Affiliate Members shall have no voting privileges and may not hold office or serve on the Board of Directors of the Corporation.

(d) **Legacy of Leadership Members.** Legacy of Leadership Members (LLM) shall be members who have served as a president or on the board of directors and who have retired/leaves the real estate industry. These former presidents and board of director members will automatically be transferred from the Full Member classification into the classification of LLM. This does not require board approval, it is an administrative change. LLM shall have all privileges enjoyed by a Full Member, including voting. At the specific request of the board of directors, a LLM is eligible to serve as a chairperson or board member/consultant or in any other capacity that the board so approves on a temporary basis. Annual local membership fees for LLM will be reduced, on an annual basis, at the discretion of the board and their national dues will be set accordingly. {National will match the local reduction; but in the event the board provided the local membership to this category at no cost, the national cost currently would be \$80, the national amount is subject to change}.

(e) **CREW Future Leader Members.** CREW Future Leaders (CFL) shall be members who are thirty-five (35) and younger. The total percentage of CFLs cannot exceed a percentage as determined by the Board in order to be in compliance with the rules established by CREW Network. The Membership Fees and/or experience requirements for the CFL classification are reduced and the intent is that the fees will be those charged by CREW Network and that there will not be any local fees assessed. Accordingly, those members initially joining and approved as a CFL in January versus those in July of any given year will have different fees. The annual fee for the CFL will be as recommended by the Legacy of Leadership Committee and approved by the board and may change from year to year. CFL members are required to serve and to actively participate on a committee, other than the CFL Committee. CFL are on probation for sixty (60) days from acceptance into this membership category. In the event a CFL does not attend their respective committee meetings and perform their responsibilities in a satisfactory manner, their CFL membership classification will be revoked and the member will be required to immediately pay the balance amount of a Full or Associate. They will be eligible for reinstatement as a CFL Member in January two [2] years following their ineligibility as a CFL. A CFL must maintain a continuous membership to qualify for the discounted fee rate [example an approved CFL member joining during a given year must renew their membership, unless age becomes an issue, in January of the following year(s)]. In the event a CFL member is offered a position on the board of directors of the Corporation and desires to accept, the CFL shall forfeit the discounted membership fee status and will be required to pay the membership fees associated with a Full Member. The rules applicable to the CFL Membership shall be strictly enforced. Rules governing the CFL Membership will be as established by the Legacy of Leadership Committee in conjunction with the CFL Committee and/or those that the LLC brings to the board for its approval.

(e) Heritage Members. Heritage Members shall be members who have been recommended by the Legacy of Leadership Committee (LLC) and approved by the Board of Directors for outstanding leadership, dedication to FW CREW, or as deemed appropriate by the LLC and board, who would not typically qualify for a Full Membership or Legacy of Leadership categories. The Heritage membership is issued as a lifetime status, unless otherwise specified for a stated limited time and reason. Upon approval by the board of directors, the Heritage Members will be provided with an official numbered certificate designating their membership. The official numbered certificate will be executed by the then current President and the Secretary. The Heritage Member will be announced to the general membership within 60 days of board approval. The announcement will be made at a regularly scheduled program or event; or if no program/event is scheduled within the specified time, the announcement can be done by e-mail/e-newsletters. The Heritage Members will not be charged any local membership fees. Heritage Members shall be allowed to attend local FW CREW functions without charge, so long as they register within the required time period for the event. Heritage Members shall have all the privilege as a Full Member except for voting and serving on the board or committee chairperson. They will not be recognized in the CREW Network {national} documentation. Should they choose to be recognized on the national level, FW CREW would advise CREW Network that all local fees are waived and obtain the then applicable national fees. The Heritage Member would then make appropriate payment of national dues and at that time, they would be included in the CREW Network {national} organization. In the event that a past president or board member should become seriously ill or impaired; but not retire/leave the real estate industry, at the discretion of the Board of Directors a member can be granted a temporary designation as a Heritage Member. The official numbered certificate must include the specific temporary dates, which can be extended by the board. At the expiration and without further extensions, the Heritage Member would then return to the classification of a Full Member or the Legacy of Leadership Member, whichever is applicable. Under special conditions, the First President of the Corporation is recognized as a lifetime Heritage Member in lieu of the Legacy of Leadership classification. The number of persons voted into the classification of Heritage Members shall remain very small, making this a prestigious honor.

3.03 **Membership Status.**A member's status in the Corporation may be active or inactive, as follows:

a) A member shall be an active member if she has been duly accepted for membership pursuant to Section 3.04 of this **Article 3** and has paid all dues and fees. An active Full Member may vote on all matters submitted to the membership for voting, sponsor applicants for membership, serve on committees, serve as an officer, and have such other rights as are granted by these Bylaws.

(b) Any of the following shall be inactive members:

(1) A formally active member who has retired from commercial real estate or who has formally requested inactive status;

(2) A member who has enrolled in school full-time to further educational opportunities in commercial real estate;

(3) An active member who for health reasons must become inactive; and

(4) Such other persons as deemed appropriate by the Board of Directors for reasons including, but not limited to, a member who no longer qualifies for membership under Section 3.01 of this **Article 3**.

3.04 **Membership Acceptance.** Membership selection and acceptance in the organization shall follow the guidelines established by the Membership Committee and approved by the Board of Directors from time to time. When considering a candidate who is transferring from another CREW organization or who is a current member of the National Network, the Board of Directors may waive any one or more of the membership application guidelines. New members shall be accepted throughout the calendar year and upon notification by the Membership Committee Representative of approval as a Member, the new member can immediately attend meetings at the applicable member rate. Meetings of the Membership Committee shall be called by the Membership Chair or Co-Chairs and/or the Membership Director to review and approve applications. The candidate and sponsors shall be notified of the candidate's acceptance or rejection by the Membership Committee. Candidates must be involved in at least one of the below listed Real Estate Professional Disciplines, or as modified by the board from time to time:

Accounting
Acquisition
Appraisal
Architecture
Asset Management
Brokerage
Consulting
Construction
Corporate Real Estate
Development
Finance
Interior Design
Law
Leasing
Marketing
Mortgage Banking
Property Management
Title/Escrow

3.05 **Membership Standards.** Membership standards within the organization shall be as follows:

(a) A member shall keep all dues current. Members failing to pay dues within thirty days after the due date shall be notified of their delinquencies in writing. Failure to pay within ten days following such notice shall terminate the active status of the delinquent member and notification of such change in status shall be sent to the member. Upon termination, the former member shall have thirty days to reapply in writing to the Membership Committee for reinstatement to active status (in the same manner prescribed for new applicants for membership), provided such written reapplication shall be accompanied by payment of all delinquent dues and a penalty in the amount set by the Board of Directors each year. Approval for reinstatement shall require a vote of two-thirds of the Membership Committee. If not approved for reinstatement, the member shall have the right to appeal to the Board of Directors.

(b) A member shall take responsibility for membership by recommending only those candidates who meet the qualifications for membership. On an annual basis, members may sponsor up to a maximum of three individuals who are employed by the same parent company as the member. However, there is no limit on the number of candidates a member may sponsor from other companies. Membership Committee representatives will assist with member sponsors and can personally serve as a sponsor of any person(s) being considered by the committee for membership.

(c) A member shall endeavor to uphold standards and behavior befitting a professional person in order to enhance and promote the image of career minded persons in the business environment and in the community.

(d) At the discretion of the Board of Directors, the membership of any person may be terminated when such person no longer meets the qualifications for membership, or if it is determined that it is in the best interests of the Corporation to do so.

(e) Memberships are not transferable and are individually held.

(f) Should a member be unemployed for a period of time greater than one year, she shall automatically be placed on inactive status. Upon accepting new employment, active member status will be reinstated. After one year of inactive status, such member must reapply for membership. Inactive members shall not hold office or committee chairperson positions.

(g) A member who wishes to resign may do so by submitting a resignation to the Membership Director. The member is liable for dues assessed in that year.

(h) All members are urged to voluntarily participate in the organization by serving on a committee and/or attending monthly luncheons. To maintain voting rights and sponsorship rights, an active member must attend at least eight regular meetings or special events in the immediately preceding twelve month period. Without exception, CREW Future Leader (CFL) members are required to serve on a committee as well as attend and participate in regular programs and/or special events.

Article 4: Dues and Charges

4.01 **Annual Dues.** Annual dues for each class of membership in the Corporation shall be determined annually by the Board of Directors for the ensuing year and announced to the membership. In determining the amount of the annual dues, the Board of Directors shall take into account the advice of the Treasurer, and shall also take into account the amount, or estimated amount, of the dues that the Corporation will be required to pay to the National Network. Annual dues in the applicable amount shall be paid by each member. Annual dues shall be payable in advance of the first day of December of the prior year. If a member has not paid such annual dues within the time limitations established by the Board of Directors such member shall pay the Corporation a late fee as determined by the Board of Directors. Dues for new members shall be payable in a manner to be determined by the Board of Directors. Members accepted shall be charged a prorata share of the annual dues for the calendar year in which they join, as established by CREW Network and/or the Corporation.

4.02 **Charges.** Each member shall pay all charges incurred by such members as and when incurred. The Board of Directors may take such actions to enforce this provision, including suspension, as it deems advisable.

Article 5: Meetings of Members

5.01 **Regular Meetings.** Regular meetings of the members of the Corporation shall be monthly. .

5.02 **Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights. Special meetings may be called for any purpose.

5.03 **Social Meetings.** Social meetings shall be held from time to time at the discretion of the Board of Directors.

5.04 **Place of Meetings.** The Board of Directors may designate any place as the place of meeting for any regular meeting or special meeting called by the Board of Directors.

5.05 **Notice of Meeting.** Regular meetings may be held without notice. Written or printed notice stating the place, date, and hour of any meeting of members may be delivered, either personally, by e-mail, or by regular mail, to each member entitled to vote at such meeting, and shall be delivered for special meetings, not less than seven days or more than twenty days before the date of such meeting, by or at the direction of the President or a majority of the Board of Directors, or the officers or persons calling the meeting. In the case of a special meeting or when required by statute or these By-Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

5.06 **Quorum.** A simple majority of members present and entitled to vote at a regular meeting shall constitute a quorum at such meeting. A simple majority vote of the members present and entitled to vote shall control on all questions presented to the membership except those pertaining to the Articles of Incorporation.

Article 6: Board of Directors

6.01 **Management.** The power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, which shall be responsible for transacting all business, approving all expenditures and carrying out the goals, objectives and policies of the Corporation.

6.02 **Number; Qualifications; Election; Term.**

(a) **Regular Directors:** The Board of Directors shall consist of not less than ten or no more than twelve directors who must be active full members of the Corporation. Each director shall hold office until her/his successor shall be elected and shall qualify. As used in these Bylaws, the term "Director" shall mean the Directors of this Corporation other than advisory directors. The immediate past President shall be a regular director.

(b) **Advisory Directors.** The Board of Directors shall have the power and authority to elect one or more persons to serve as advisory directors of this Corporation. Fort Worth CREW Charities, Inc. shall have one representative from their respective board to serve as an Advisory Director on the FW CREW Board, commencing in January, 2012. Any other persons so elected as advisory directors of this Corporation shall serve at the pleasure of the Board of Directors. Any advisory directors so elected shall receive notice of each meeting of the Board of Directors of the Corporation and shall be entitled to participate in the matters brought before any such meetings but shall have no voting rights on the Board of Directors. .

6.03 **Removal.** Except as otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws or by contract, any Director may be removed either for or without cause at any special or annual meeting of members, by the affirmative vote of a majority in number of shares outstanding and entitled to vote for the election of such Director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. In addition, a Director may be removed for cause by a unanimous vote of the Executive Committee if such Director does not attend two consecutive board meetings and did not properly assign her/his proxy for voting rights to another board member or, if in the opinion of the Executive Committee, such Director is unable or unwilling to fulfill his or her duties and responsibilities.

6.04 **Vacancies.** Any vacancy occurring in the Board of Directors (by long-term illness, death, resignation, or removal) may be filled by an affirmative vote of a majority of the remaining

Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of her/his predecessor in office.

6.05 **Place of Meetings.** Meetings of the Board of Directors, regular or special, may be held either within or without the state of Texas. The place of meeting shall be as determined by the Board of Directors prior to such meeting. It shall be the responsibility of the President to make or cause to be made arrangements for each board meeting. The President, or person so designated by the President, shall advise the Secretary of the location of each meeting in order that the Secretary can provide board members of the Corporation with timely and appropriate notification.

6.06 **First Meeting.** The first meeting of each newly elected Board shall be held without further notice immediately following the annual meeting of members and at the same place, unless (by unanimous consent of the Directors then elected and serving) such time or place shall be changed.

6.07 **Regular Meetings.** Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board. Meetings of the Board of Directors shall be in accordance with “Robert’s Rules of Order” [Parliamentary Procedure] or a modification thereof.

6.08 **Special Meetings.** Special meetings of the Board of Directors may be called by the President or by a majority of the Directors without notice at such time and place as shall from time to time be determined by at least a majority of the board. Any special meetings of the Board of Directors shall be in accordance with “Robert’s Rules of Order” [Parliamentary Procedure] or a modification thereof.

6.09 **Quorum of and Action by Directors.** A majority of the number of Directors fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business, unless a different number or portion is required by the Articles of Incorporation or these Bylaws. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present.

6.10 **Procedure.** The Board of Directors shall keep regular minutes of its proceedings. The minutes for the preceding meeting shall be approved by the Board Members and the approved minutes shall be signed by both the President and Secretary. The minutes shall be placed in the minute book of the Corporation. Any waivers for board meetings shall be prepared by the Secretary of the Corporation and signed by all Board Members and placed in the minute book of the Corporation. Corporate Secretary shall be responsible for maintaining the Corporation’s minute book, seal, and roster of Heritage Memberships issued. The Corporate Secretary, at the end of her/his term, shall provide the corporate documents to the next designated Corporate Secretary that is approved by the Board of Directors. In the event the position is vacated due to illness or other termination circumstances and in the absence of the

position being filled, the corporate records shall, as directed by the Board, be provided to a Board Member for her/his safekeeping until such time as the Board of Directors has filled the vacancy.

6.11 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting at the direction of the President if a consent in writing, setting forth the action so taken, is signed by all members of the Executive Committee at the next meeting following such action. Such consent shall have the same force and effect as a unanimous vote at a meeting of the Board of Directors.

6.12 Limitation of Liability. In addition to any other limitation of liability for Directors provided for at law, the Articles of Incorporation or these Bylaws, no Director of this Corporation shall be liable to this act of omission in the Director's capacity as a Director, except that his Section 6.12 does not eliminate or limit the liability of a Director to the extent the Director is found liable for: (i) a breach of the Director's duty of loyalty to the Corporation or its members; (ii) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (iv) an act or omission for which the liability of a Director is expressly provided by an applicable statute. Neither the amendment nor repeal of this Section 6.12, nor the adoption of any provisions of the Bylaws of this Corporation inconsistent with this Section 6.12 shall eliminate or reduce the effect of this Section 6.12 in respect of any matter occurring, or any cause of action, suit or claim that, but for this Section 6.12, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision. If, after approval of this Section, the Texas Miscellaneous Corporation Laws Act (the "TMCLA") is amended to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of this Corporation shall be eliminated or limited to the fullest extent permitted by the TMCLA, as so amended from time to time.

Article 7: Officers and Agents

7.01 Number; Qualifications; Election; Term.

(a) The Corporation shall have:

(1) A President, a President-Elect, an Immediate Past President, a Secretary and a Treasurer; and

(2) Five Directors at large to include Membership, Programs, Sponsorship, Legacy of Leadership, and Communication/Community Service/Web/IT;

(3) One FW CREW Charities Advisory Director;

(4) In the event of two persons serving in the capacity of the President or President-Elect positions, the Co-President, Co-President Elects, or Co-Immediate Past Presidents shall both have a position on the board, with full voting privileges.

(- 5) Such other officers and assistant officers and agents as the Board of Directors may deem necessary.

(b) All officers shall be a Director and a Full Member in good standing.

(c) Officers names in Section 7.01(a)(1) (2) and (4) shall be elected by the Board of Directors on the expiration of an officer's term or whenever a vacancy exists. Officers and agents named in Section 7.01(a) (5) may be elected by the Board at any meeting. Officers named in Section 7.01(3) will be designated by FW CREW Charities [FW CC] and any expiration of an officer's term or whenever a vacancy exists, the replacement representative will be by FW CC. The Board Representative of the Legacy of Leadership Committee shall be as designated by the LLC.

(d) Unless otherwise specified by the board at the time of election or appointment, each officer's and agent's term shall end at the first meeting of Directors after the next annual meeting of members. Each officer shall serve until the end of such officer's term or, if earlier, the death, resignation or removal of such officer.

(e) . All Officers and Directors are required to attend the majority of the Corporations programs, special events, etc. All Officers and Directors shall conduct themselves in a professional manner at all times.

7.02 **Removal.** Except as specifically provided by statute, the Articles of Incorporation, or by these Bylaws, any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

7.03 **Vacancies.** Any vacancy occurring in any office of the Corporation (by long term illness, death, resignation, removal, or otherwise) may be filled by the Board of Directors.

7.04 **Authority.** Officers and agents shall have such authority and perform such duties in the management of the Corporation as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

7.05 **President.** The President shall preside at meetings of the members and the Board of Directors. She/he shall enforce these Bylaws, appoint, with board approval, committee chairpersons not designated by the nominating committee and/or respective committee board liaison, and serve as the Chairperson of the Board of Directors. She/he shall be responsible to provide meeting agenda for board and/or special meetings. She/he shall utilize the "Robert's Rules of Order" [Parliamentary Procedure] or a modification thereof in all Board of Directors Meetings. If necessary, the President shall assign a board

member to oversee the parliamentary procedures during the meetings; this can be the Corporation's Secretary or a Board Member and/or a different person at each meeting, so long as prior notice is given to the Board Member of this request. She/he shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.06 **President-Elect or Co-Presidents Elect.** The President-Elect or Co-Presidents Elect shall, in the absence or disability of the President or Co-Presidents, perform the duties and have the authority and exercise the powers of the President or Co-Presidents. She/he shall assist the President in every manner possible, act as presidential representative when requested, and perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. In the event of a vacancy in the office of President, the President-Elect or Co-Presidents-Elect shall become the President or Co-Presidents.

7.07 **Immediate Past President or Immediate Co-Past Presidents.** The Immediate Past President or Co-Past Presidents shall function and perform such duties as designated by the President and act as a presidential representative when so requested, and perform such duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

7.08 **Secretary.** The Secretary shall attend all meetings of the Board of Directors and all meetings of the members and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall also give, or cause to be given notice of all meetings of the members and special meetings of the Board of Directors. The Secretary shall read into the official meeting notes any proxy issued by a Director for any specified board or special meeting. In addition, the secretary shall be under the supervision of the President and shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe. In the event the Secretary is unable to attend a meeting, the Secretary shall be responsible to make arrangements for another board member to take the minutes of the meeting. Should the Secretary not be able to handle or secure a replacement for the board meeting to record the minutes, the President shall designate a person to record the meetings.

7.09 **Treasurer.**

(a) The Treasurer, , shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements of the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) She/he shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper procedures for such disbursements, and shall render to the Directors, at the regular meetings of the board, or whenever they may require it, an account of all her transactions as treasurer and of the financial condition of the Corporation. She/he shall be responsible to interface and work closely with CREW Network, in any given year, when they are authorized by the Board of Directors to assist with the processing of accounting functions on behalf of the Corporation.

(c) In the absence of an Executive Director/Assistant Executive Director of the Corporation, she/he shall be responsible to organize and oversee a committee that shall handle such matters as the reservations, pre-payments for an event, invoicing, check-in for members/guests at an event, collection of funds and appropriate financial documentation collected at the event and requiring further processing [such as the depositing of checks, processing of credit cards] etc – for both the Corporation and FW CREW Charities should it be needed for any philanthropic event .

(d) If required by the Board of Directors, she/he shall give the Corporation a bond in such form, in such sum, and with such surety of sureties as shall be satisfactory to the board for the faithful performance of the duties of her/his office and for the restoration to the Corporation, in case of her/his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in her possession or under her/his control belonging to the Corporation. The fees for such bond shall be paid by the Corporation.

(e) She/he shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as President or Co-Presidents may from time to time delegate.

7.10 Membership Director. The Membership Director shall be responsible for the retention and extension of membership. She/he shall serve as the board liaison to the Chair or Co-Chair person(s) of the Membership Committee, which shall consist of not less than five active members approved by the Chair, Co-Chairs and/or Membership Board Director. . The Membership Director shall be responsible for submitting an annual budget for the Membership Committee to the board for incorporation into the corporation’s calendar year budget. The committee budget shall be due within the time period as directed by the Board of Directors. The Membership Director shall direct the Membership Chair or Co-Chairs, as approved by the Board of Directors, in the recording and processing of all applications for membership, notifying the applicant of acceptance or rejection, and handling all documentation required to maintain a membership roster. The Membership Director shall be responsible for establishing the coordination of membership related documentation between CREW Network and FW CREW and working closely with the FW CREW Membership Chair or Co-Chairs in order that current records are accessible at all times. The Membership Director shall be responsible for reporting on the status of membership at every board meeting or providing such information at the request of a board member. The Membership Committee shall work with Communications/Web/IT Committee to ensure that current members and their respective information is correct based upon reconciled records between FW CREW Membership and CREW Network membership records. The Membership Committee shall meet as directed by the Chair or Co-Chairs or as required by the Membership Director. The meetings shall be sufficient so as to allow the Membership Committee to satisfactorily perform its responsibilities. The “Robert’s Rules of Order” [Parliamentary Procedure] shall be utilized in meetings. The Membership Director shall review these rules with their respective Chair or Co-Chairs.

7.11 Programs Director. The Programs Director shall serve as the board liaison to the Chair or Co-Chair person(s) of the Programs Committee, which shall consist of not less than seven active members approved by the Chair, Co-Chairs and/or Programs Board Director.. The Programs Director

shall plan, organize and implement the monthly speakers and/or programs for all general membership meetings (including regular meetings and socials), including location, meals, parking, meeting agenda/programs, audio/visual, and other related issues necessary for the over-all success of the program event.. The Program Director shall be responsible to attend Program Committee Meetings to assist and ensure that the general types, quality and quantity of programs are in keeping with the organization's goals, missions and as required by the Board of Directors. Additionally, the Program Director will evaluate programs for compliance to the CREW Network goals, and missions. There shall be at least eight [8] regular luncheon programs, unless otherwise directed by the Board. Special programs and socials shall be in a quantity and quality as determined by the Board and may vary from year to year. The Program Director shall be responsible to report the status of programs at every board meeting or providing such information at the request of a board member. The Program Director shall be responsible for directing appropriate actions within the Programs Committee to ensure a close working relationship with all appropriate committees so that timely information for an event/change, etc. can be distributed to all parties, including the Board. The committee budget shall be due within the time period as directed by the Board of Directors. The Lunch & Learn Programs and the Distinguished Women Event shall be under the direction of the Legacy of Leadership Committee. The Programs committee shall not be responsible for the planning and execution of these programs. However; at the request of the LLC Director for assistance to the Programs Director such assistance as needed shall be provided by the Programs Committee. Any philanthropic events to benefit charity will be handled through the FW CREW Charities and will not be the responsibility of the Programs Committee. The Programs Committee will be responsible for assisting the CREW Future Leaders with any Fundraiser that has been approved by the LLC and/or the Board. The Programs Committee shall meet as directed by the Chair or Co-Chairs or as required by the Programs Director. The meetings shall be sufficient so as to allow the Programs Committee to satisfactorily perform its responsibilities. The "Robert's Rules of Order" [Parliamentary Procedure] shall be utilized in meetings. The Programs Director shall review these rules with their respective Chair or Co-Chairs.

7.12 Communications/PR/Community Service/Web/IT Director. The Communications/PR/Community Service/Web/IT Director shall serve as the board liaison to the Chair or Co-Chair person(s), which shall consist of not less than two [2] active members for each separate committee as approved by the Chair, Co-Chairs and/or Director of Communications/PR/Community Service/Web/IT Committees. The Director shall organize, coordinate and implement through the Committee Chair or Co-Chair(s) the necessary processes for communications including any and all press releases, publish a periodic newsletter, and promotion of the activities of the Corporation through the media. The Director and the Committee Chair or Co-Chair(s) shall secure approval from the Historian of Photography prior to the release of any picture to the media or placing on the CREW website; excluding the use of official board photographs or an official committee photograph(s). The Director shall organize, coordinate and implement through the Committee Chair or Co-Chair(s) the necessary processes necessary to provide community services, specifically for the designated charitable organization(s) [such as The Women's Center of Tarrant County] in providing a process for giving by the general membership, collection and delivery of the items requested by the charity from our general membership [such as shampoo, clothing, etc.] and any charity event supported by the Board of Directors [such as the annual Victory Over Violence Walk fundraiser for the Women's Center, etc]. The Director shall be responsible

to organize and over see processes relating to the Corporation's website and IT, which may require the need to interface with a third party consultant on behalf of the Corporation. The Director shall be responsible for the negotiations, as directed by the Board, for media agreements. The Director shall be responsible to report the status of Communications/PR/Community Service/Web/IT at every board meeting or providing such information at the request of a board member. The Director shall be responsible for directing appropriate actions within the Communications Committee to ensure a close working relationship with all other committees in order to provide and maintain appropriate communications to meet internal and/or external needs in a timely manner. The individual committee budget shall be due within the time period as directed by the Board of Directors. Any philanthropic events to benefit charity will be handled through the FW CREW Charities but the Communications, Community Service/PR/Web/IT Committees will be responsible for any such needs in order to promote the event. The Director of Communication/PR/Community Service/WEB/IT shall direct that the Committee shall meet as directed by the Chair or Co-Chairs or as required by the Communication/PR/Community Service/WEB/IT Director. The meetings shall be sufficient so as to allow the Communication/PR/Community Service/WEB/IT Committee to satisfactorily perform its responsibilities. The "Robert's Rules of Order" [Parliamentary Procedure] shall be utilized in meetings. The Director of Communication/PR/Community Service/WEB/IT shall review these rules with their respective Chair or Co-Chairs.

7.13 Sponsorship Director. The Sponsorship Director shall serve as the shall work with Sponsorship Committee Chair(s) to secure the total sponsorship funds required by the Corporation for monthly luncheon programs, special events/approved fundraisers, operating needs and/or committee budgets. The Sponsorship Director may be required to secure sponsor funds for events planned by FW CREW Charities. . The Sponsorship Director shall be responsible to report the status of sponsorships at every board meeting or providing such information at the request of a board member. The Sponsorship Director shall be responsible for directing appropriate actions within the Sponsorship Committee to ensure a close working relationship with Programs, Legacy of Leadership Committee, Fort Worth CREW Charities Advisory Directors, and Communications Committee so that timely information for sponsorship funding or sponsorship modifications/changes etc. can be distributed to all appropriate parties, including the Board. The Sponsorship Director shall direct the Sponsorship Committee to secure the logos, and company information that may be necessary for all sponsors. The logos and/or company information are to be directed to the respective Chair(s) of Communications Committee. The Sponsorship Director shall be responsible to ensure that appropriate commitment information is provided to the Treasurer for billing purposes. The Sponsorship Director and his/her committee shall assist the Treasurer in the collection of committed funds, as requested by the Treasurer from time to time. The committee budget shall be due within the time period as directed by the Board of Directors. The Sponsorship Director shall direct that the Sponsorship Committee meet as directed by the Chair or Co-Chairs or as required by the Sponsorship Director. The meetings shall be sufficient so as to allow the Sponsorship Committee to satisfactorily perform its responsibilities. The "Robert's Rules of Order" [Parliamentary Procedure] shall be utilized in meetings. The Sponsorship Director shall review these rules with their respective Chair or Co-Chairs.

- **7.14 Legacy of Leadership Director.** The Legacy of Leadership Committee (LLC) was established in 2010 in order to meet the Corporation's need to organize, promote and maintain professional and positive leadership as well as mentoring to its members. The LLC was also

established in order to honor and recognize, through awards, or as appropriate leadership locally and beyond. The LLC Director shall be responsible to provide the names of the four [4] LLC members for the Nominating Committee to the President, not later than June of every year. The LLC shall be organized with Co-Chairs that shall serve as minimum of two years. Each year, one [1] of the LLC Co-Chairs shall be the designated LLC Representative serving on the Board of Directors. The active LLC Director shall be responsible to providing the name of the LLC Director that will serve on the board for the following year to the President and President Elect not later than August of each year. The LLC shall promote Fort Worth CREW not only on a local basis but when possible in the state/national arenas. The LLC Director shall be responsible to provide an annual budget within the time period directed by the Board of Directors. The LLC Director shall be responsible to organize and attend committee meetings which shall be scheduled quarterly [with one of the meetings being dedicated to include the CREW Future Leaders], or as may be deemed necessary by the LLC Director. The LLC Director shall be responsible for representing and working closely with subcommittees under the direction of the Legacy of Leadership Committee, which include CREW Future Leaders [CFL], Lunch & Learn, Mentoring Program, Distinguished Women; Legacy of Leadership Award/Reception Dinner. The LLC shall work closely with the CFL to approve fundraising efforts their respective subcommittee desires, and to oversee the Carla Higgins Convention & Leadership Scholarship. The LLC shall be responsible for recommendations, if any, for Heritage Members. The LLC shall be responsible for creating any new levels of awards such as CFL of the Year, as well as organizing and processing awards for general members such as Member of the Year, Sponsor of the Year, Deal of the Year, etc. The LLC Director shall utilize “Robert’s Rules of Order” [Parliamentary Procedures] or a modification thereof for meetings.

7.15 – FW CREW Charities Advisory Director. The FW CREW Charities Advisory Director, shall be the current President of the Fort Worth CREW Charities, Inc. or as designated by the FW CREW Charities Board. The FW CREW Charities Advisory Director shall not have any responsibilities other than up-dating the Fort Worth CREW Board Members of appropriate philanthropic endeavors under the direction of the FW CREW Charities Board. Unless otherwise approved or requested by the FW CREW Board of Directors this position shall function as a non-voting on matters brought before the FW CREW Board of Directors.

7.16 **Executive Committee.** The President, President-Elect, Secretary, Treasurer and Immediate Past President shall constitute the Executive Committee. In the event there is a Co-President Elect; Co-Presidents or Co-Past Presidents, both shall be a part of the Executive Committee with full voting privilege. The Executive Committee shall be authorized to make decisions and exercise the authority granted to the Board of Directors for the management of the Corporation. The act of three-quarters (3/4), or as otherwise stated, of the Executive Committee or the full Board is expressly required by the Articles of Incorporation or these Bylaws.

Article 8: Committee Chairs & Co-Chairs

8.01 Committee Chair and/or Co-Chairs shall be as approved by the Nominating Committee and ratified by the Board of Directors. Committee Chair and/or Co-Chairs shall serve terms of two years,

or as established by the Nominating Committee and ratified by the Board of Directors. Committee Chair and/or Co-Chairs can serve multiple terms at the request of the Nominating Committee and ratification by the Board of Directors.

8.02 Committee Chairs and/or Co-Chairs shall serve as the head of committees for: Treasury Committee, Membership Committee; Programs Committee; Sponsorship Committee; Legacy of Leadership Committee; Communication/PR/Community Service/Web/IT Committee; or any other committee that may be formed from time to time by the Board of Directors. Committee Chairs and/or Co-Chairs shall work under the direction of the respective Board Liaison to the committee and shall assist with the fulfillment of the duties and responsibilities assigned to the Board Liaison related to the committee goals and obligations, or as required by the Board of Directors. Committee Chairs and/or Co-Chairs have the authority to delegate duties and responsibilities to individual committee members. Committee Chair and/or Co-Chairs shall be responsible to oversee the completion of any responsibilities assigned to the committee by the Board Liaison in a timely and professional manner. Committee Chairs and Co-Chairs shall represent the Corporation in a professional manner at all times. Committee Chairs and Co-Chairs are required to attend the majority of events organized by the Corporation in any given year. Co-Chairs for committees is preferred as it will allow the “lead/senior tenure” Chair to mentor the newly selected Co-Chair; which will promote good succession potentials for service on the Board.

8.03 **Removal.** Except as otherwise specifically provided by statute, the Articles of Incorporation, these Bylaws or by contract, any Chair or Co-Chairs may be removed either for or without cause by a majority vote of the Board if such Chair or Co-Chairs do not attend two consecutive Committee Meetings or, if in the opinion of the Board of Directors, such Chair or Co-Chairs are unable or unwilling to fulfill his or her duties and responsibilities. The Legacy of Leadership Chair or Co-Chair would be removed by a majority vote of the LLC Members.

8.03 **Vacancies.** Any vacancy occurring in the Committee Chair or Committee Co-Chairs positions (by long-term illness, death, resignation, or removal) may be filled by the Committee Board Liaison with approval by the Board of Directors; except for the LLC Chair or Co-Chair, which is designated by the LLC Committee Members. A Committee Chair or Committee Co-Chairs elected to fill a vacancy shall be appointed for the unexpired term of her/his predecessor and is eligible for consideration by the Nominating Committee to serve an additional term(s).

8.04 **Committee Meetings.** Meetings of the Committee, regular or special meetings shall be determined by the Committee Chair or Co-Chairs with the approval of the respective Board Liaison. The date, time and place of meeting shall be as determined by the Committee Chair or Co-Chairs with approval of the respective Board Liaison. It shall be the responsibility of the Committee Chair or Co-Chairs to advise each committee member of the meeting at least 5 days prior to such meeting. It shall be the responsibility of the Chair or Co-Chairs to assign a committee member to take notes of committee meetings/goals/tasks, if so required by the Board Liaison. If so required, the Chair or Co-Chairs shall retain copies of all committee meeting minutes/goals/tasks and provide to the Board Liaison when requested. She/he shall utilize the “Robert’s Rules of Order” [Parliamentary Procedure] or a modification

thereof in all Committee Meetings. If necessary, the Committee Chair or Co-Chairs shall assign a committee member to oversee the parliamentary procedures during the meetings; this can be a different person at each meeting, so long as prior notice is given to the committee member of this request. Committee Chair or Co-Chairs are to encourage committee service and promote retention of their respective committees in order to develop a succession plan for committee members to ascend to the position of Committee Chair or Co-Chairs as vacancies occur in these positions.

8.05 Committee Roster. It shall be the responsibility of the Chair or Co-Chairs of the respective committees to develop and maintain a roster of the committee members. The roster shall contain, name, company affiliation, phone contact information, e-mail contact information, address, month and day of birth. Membership Committee Roster must maintain the year of birth for only those members qualifying for the CREW Future Leaders (CFL) designation [year of birth shall remain confidential but used by Membership Committee to continue qualification of this specific membership category as age is a determining factor that must be monitored. Membership Chair or Co-Chairs shall be responsible to advise the Treasurer those qualified as a CFL, as their membership fees are reduced. Additionally, any Board Liaison or Committee Chair with CFL Members must be notified as the CFL membership requires mandatory committee service and attendance to committee meetings. The Committee Roster of respective Committees shall be kept current and the Committee Chair or Co-Chairs shall provide the Board Liaison with the roster and any up-dates thereto.

8.06 Committee Budget and Expenses. The Committee Chair or Co-Chairs shall be responsible to work with and provide their respective Board Liaison with an annual budget for approval by the board of directors. Committee Chairs or Co-Chairs shall periodically, as required by their respective Board Liaison, monitor the budget estimated versus actual. The Committee Chair or Co-Chairs shall receive prior approval for expenses related to the Committee's on-going business and/or special events, programs, etc. The Board Liaison delegate approval to the Chair or Co-Chair for certain repeat expenses that the board has approved [such as the printing of monthly luncheon programs, etc.]; but in any case the expenses must stay within the funds so allocated. In the event there is an increase in a previously approved expense, the Chair or Co-Chairs must secure, in writing, the Board Liaison's approval. It is the Board Liaison's responsibility to secure any necessary board approvals for expenses.

Article 9: Nomination and Election of Officers and Directors

9.01 Method of Election. In July of each year (or at the discretion of the Board or Executive Committee), the President shall convene the Nominating Committee. The President or Co-Presidents and the Immediate Past-President or Co-Immediate Past Presidents shall serve as Co-Chairperson(s) of the Nominating Committee. The Nomination Committee shall be comprised of the President or Co-Presidents, President-Elect or Co-Presidents-Elect, Immediate Past-President or Co-Past Presidents, plus four [4] designated members from the Legacy of Leadership Committee [the LLC Committee is comprised of past presidents and/or former board members]. If not being considered for re-election and so requested, the Corporate Secretary may be required to attend the Nominating Committee meetings and take notes. All Nominating Committee Members shall be active Full Members in good standing. . The

Nominating Committee shall be responsible for nominating candidates for Officers and Directors of the Corporation. The Nominating Committee may elect to interview any nominees to further determine their qualifications to serve in the designated capacity. . The President shall present the Nominating Committee's final slate of proposed Officers and Directors to the Board of Directors for their ratification. The ratification shall take place so as to allow the President to announce the Officers and Directors for the following year not later than the Corporation's regularly scheduled meeting of October each year.

9.02 **Nominations.** Nominations of Officers and Directors shall be made by the Nominating Committee not later than the regular meeting in October of each calendar year and shall be posted a minimum of one week prior to the meeting on the website. Each nominee shall meet the following qualifications:

(a) The nominee must be an active Full Member in good standing.

(b) Nominees for President or Co-President and President-Elect or Co-President Elect must have been an active Full Member in good standing for not less than three years and a member of the Board of Directors for not less than two years.

(c) Only one person from a firm or company may serve as an Officer and Director during any calendar year, unless otherwise approved by the Board of Directors.

9.03 **Limit of Number of Terms.** No person may hold the same office for more than two consecutive terms. Any officer who has filled an unexpired term may be eligible for re-election to two complete terms. Nothing herein shall be deemed to prohibit Directors from serving more than two consecutive terms.

9.04 **Consent by Nominees.** The Nominating Committee shall obtain the consent of each nominee prior to submitting such nominee's name for nomination.

9.05 **Nominations from the Floor.** Prior to any election by the membership of Officers and Directors at the September or at the latest the October regular meeting of the membership, the President shall solicit nominations for Officers and Directors from the floor at the August or September regular meeting.

9.06 **Election.** Officers and Directors shall be elected at the September or October regular meeting of the membership (or earlier at the discretion of the Executive Committee or Board of Directors). Each vote for a Full Member as an Officer shall also be a vote for such Full Member as a Director. Election shall be by secret ballot; however, if only one candidate is nominated for any office or Directorship, a motion may be made that the nominating ballot be the electing ballot for such office. When an office or Directorship is contested, a majority of the votes cast by the active Full Members present and eligible to vote at the September or October regular meeting of the membership shall constitute an election of such Officer and Director. The results of such election shall be announced and

the new Officers and Directors shall be introduced not later than the October regular meeting of the membership.

Article 10: Standing Committee

10.01 **Committees.** The Standing Committees of the Corporation shall include: Programs, Sponsorship, Membership, Legacy of Leadership, Communications/PR/Community Service/Web/IT, Treasury and others as from time to time that shall be approved by resolution of the Board of Directors. .

10.02 **Appointment of Committee Members.** The Nominating Committee shall recommend the Committee Chair or Co-Chairs with the majority approval by the Board of Directors. Committee Chairs or Co-Chairs shall be responsible to communicate with their respective Board of Directors Liaison as so directed by the Board Liaison. Communications and reports shall be provided by the Chair or Co-Chairs to their respective Board Liaison in a timely manner to allow the Board Liaison to inform the Board Members as necessary. The Chair or Co-Chairs may delegate responsibility to committee members; but remains responsible for the securing of information/task and reporting to the Board Liaison.

10.03 **Minutes of Committee Meetings.** Records of all meetings of committees may be required to be maintained by the Board Liaison of the respective committee. If so required, the Committee Chair or Co-Chairs shall be responsible to maintain and provide appropriate information to their Board Liaison or the Board of Directors upon request.

10.04 **Quorum at Meeting.** A majority of the number of Committee members fixed by, or in the manner provided in, the Articles of Incorporation or these Bylaws shall constitute a quorum for the transaction of business, unless a different number or portion is required by the Articles of Incorporation or these Bylaws. The act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of the Committee and such acts may require further approval by the Board of Directors. . If a quorum is not present at a committee meeting, the members present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. Committee Chairs or Co-Chairs shall be responsible to coordinate and attend regular meetings of their respective committees. All meetings shall have prior approval of the designated Board Director/Committee Liaison

Article 11: Fiscal Year

11.01 **Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

Article 12: Indemnification; Insurance

12.01 **Indemnification of Directors.**

(a) The Corporation shall indemnify a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a director or advisory director to the fullest extent and manner permissible under the Texas Non-Profit Corporation Act (the “Act”) or other applicable rules, regulations or laws; provided, however, except to the extent permitted by the Act and Section 11.02 hereof, a director may not be indemnified in respect of a proceeding (i) in which she/he is found liable on the basis that personal benefit was improperly received by her/him, whether or not the benefit resulted from an action taken in her/his official capacity, or (ii) in which she/he is found liable to the Corporation.

(b) The termination of proceeding by judgment, order, settlement or conviction or on a plea of nolo contendere or its equivalent is not of itself determinative that the director or advisory director did not meet the requirements set forth in the Act. A director or advisory director shall be deemed to have been found liable in respect of any claims, issue or matter only after she/he shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom.

12.02 Extent of Indemnification

(a) A person shall be indemnified under Section 11.01 against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification (i) is limited to reasonable expenses actually incurred by the person in connection with the proceeding, and (ii) shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his duty to the Corporation.

(b) The mandatory indemnification provision set forth in Section 11.01 shall be deemed to constitute authorization of indemnification in the manner required by the Act even though this provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

12.03 Expenses.

(a) The Corporation shall indemnify a director or advisory director against reasonable expenses incurred by her/him in connection with a proceeding in which she is a named defendant or respondent because she/he is or was a director or advisory director if she/he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

(b) If, upon application of a director or advisory director, a court of competent jurisdiction determines, after giving any notice the court considers necessary, that the director or advisory director is fairly and reasonable entitled to indemnification in view of all the relevant circumstances, whether or not she/he had met the requirements set forth in Article 1396-2.22A(B) of the Act, or has been found liable in the circumstances described by Section 11.01 thereof, the court may order the

indemnification that the court determines is proper and equitable; but if the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by the person, the indemnification shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding.

(c) Reasonable expenses incurred by a director or advisory director who was, is, or is threatened to be made a named defendant or respondent in a proceeding may be paid or reimbursed by the Corporation, in advance of the final disposition of the proceeding and without the determination specified in Article 1396-2.22A(F) of the Act or the authorization or determination specified in Article 1396-2.22A(G) of the Act, after the Corporation receives a written affirmation by the director or advisory director of his/her good faith belief that she/he has met the standard of conduct necessary for indemnification under these Bylaws and the Act and a written undertaking by or on behalf of the director or advisory director to repay the amount paid or reimbursed if it is ultimately determined that she/he has not met that standard, or if it is ultimately determined that indemnification of the director against expenses incurred by her/his in connection with that proceeding is prohibited by the Articles of Incorporation, these Bylaws or the Act.

(d) The written undertaking required by Section 11.03(c) must be an unlimited general obligation of the director or advisory director but need not be secured. It may be accepted without reference to financial ability to make repayment.

(e) Notwithstanding any other provision of this Article 11, the Corporation shall pay or reimburse expenses incurred by a director or advisory director in connection with his/her appearance as a witness or other participation in a proceeding at a time when she/he is not a named defendant or respondent in the proceeding.

12.04 Indemnification of Officers. An officer of the Corporation shall be indemnified as, and to the same extent, provided by the Act and this Article 5 for a director or advisory director and is entitled to indemnification to the same extent as a director or advisory director. The Corporation shall indemnify and advance expenses to an officer, employee or agent of the Corporation to the same extent that it is authorized to indemnify and advance expenses to directors or advisory directors under this Article 11.

12.05 Other Indemnification.

(a) The Corporation shall indemnify and advance expenses to persons who are not or were not officers, employees or agents of the Corporation, but who are or were serving at the request of the Corporation as a director, advisory director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary or another foreign or domestic corporation, a partnership, joint venturer, sole proprietorship, trust, employee benefit plan or other enterprise to the same extent that it is authorized to indemnify and advance expenses to directors under this Article 11.

(b) The Corporation shall indemnify and advance expenses to an officer, employee, agent or person indemnified pursuant to his Article 11 and who is not a director or advisory director, to such further extent, consistent with law, as may be provided by the Articles of Incorporation of this Corporation, these Bylaws, general or specific action of the Board of Directors of this Corporation, or contract or is permitted or required by common law.

12.06 **Insurance.** The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation or who is or was serving at the request of this Corporation as a director, advisory director, officer, partner, venturer, proprietor, trustee, employee, agent of similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against her and incurred by her/him in such a capacity or arising out of her/his status as such a person, whether or not the Corporation would have the power to indemnify her/him against that liability under the Act and this Article 11.

Article 13: Waiver of Notice

13.01 **Written Waiver.** Whenever a notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation of the Corporation of the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 14: Amendment to Bylaws and Articles

14.01 **Amendment to Bylaws.** The members delegate to the Board of Directors the power to alter, amend, restate or repeal these Bylaws and to adopt new Bylaws, and the Board of Directors may act by a vote of 2/3 of the Board of Directors provided such proposed amendment, revision, or new Bylaws shall have been presented in writing to each Director at least five days prior to such meeting.

14.02 **Amendment to Articles.** The Articles of Incorporation may be altered, amended, restated or repealed by a vote of 2/3 of the members present at any meeting of the membership, provided such proposed amendment shall have been presented in writing to each member at least five days prior to such meeting.

14.03 **Voluntary Dissolution.** The Corporation may be dissolved and its affairs wound up if the Board of Directors adopts a resolution recommending dissolution and, following written notice as required by law, a resolution to dissolve the Corporation is approved by a vote of two-thirds (2/3) of the members present at a regular or special meeting. Upon adoption of such resolution by the members, the Corporation shall cease to conduct its affairs except as necessary for the winding up thereof, shall give such notices as required by law, and shall distribute its assets in accordance with the Texas Non-Profit

Corporation Act, first to pay liabilities and obligations of the Corporation and thereafter to any non-profit, tax-exempt or charitable organization (as defined in Section 501(c)(3), Internal Revenue Code of 1954, as amended) as the Board of Directors shall designate.

Article 15: CREW Network Affiliation

15.01 **Affiliation.** So long as the Corporation is a member of the CREW Network [national network] , the Corporation will maintain good standing as defined in the Bylaws of CREW Network [national network] and outlined below:

- (a) Maintain compliance with the membership eligibility requirements;
- (b) Pay dues, as set by vote of the CREW Network Council [national network] , prior to delinquency; and
- (c) Be represented by the President and President-Elect and/or other designated representatives as the board may appoint from time to time to represent the Corporation at regular and special CREW Network [national network] Council meetings.

15.02 Council Delegates and Corporation Expenses.

- (a) In accordance with the by-laws of the National Network, the Board shall appoint two Delegates from its active membership to be the Corporation delegates to the Council for the CREW Network. The President and the President-Elect shall each serve as a Delegate for one year term.
- (b) The duties of the Delegates shall be to represent the Corporation in all matters concerning the Crew Network, to attend a majority of the meetings of the Council, to report the activities of the CREW Network to the Board of Directors at its meetings, and to provide periodic reports of CREW Network activities to the membership.
- (c) The following fees will be paid by the Corporation for both Delegates:
 - (i) all registration fees for the regional conferences and the national convention, including costs of the leadership dinner and delegate meetings, but excluding fees for dine-abouts, side-trip tours, etc;
 - (ii) round-trip airfare (Delegates must use reasonable efforts to obtain the lowest possible fares);
 - (iii) hotel expenses for a standard room to be shared by the Delegates in the hotel where the conference is being held. Any upgrades to suites, etc. will be the responsibility of the Delegate; and

(iv) transfer fees to and from the airport and hotel;

(d) The following fees will be paid by the Corporation for the President:

(i) all registration fees for the national convention, including costs of the leadership dinner and delegate meetings, but excluding fees for dine-about, side-trip tours, etc;

(ii) round-trip airfare (President must use reasonable efforts to obtain the lowest possible fares);

(iii) hotel expenses for a standard room in the hotel where the conference is being held, to be shared with another attendee if possible. Any upgrades to suites, etc. will be the responsibility of the President; and

(iv) transfer fees to and from the airport and hotel.