

**AMENDED AND RESTATED BYLAWS
OF
CREW CHARLOTTE, INC.**

Effective Date: November 13, 2018

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**AMENDED AND RESTATED BYLAWS
OF
CREW CHARLOTTE, INC.**

Effective November 13, 2018

These Amended and Restated Bylaws of CREW Charlotte, Inc. (the “**Bylaws**”) are effective November 13, 2018 (the “**Effective Date**”). The Bylaws amend, restate, and supersede all previous versions of the Bylaws of CREW Charlotte, Inc.

1. Name, Offices, and Definitions.

1.1. Name. CREW Charlotte, Inc. is organized as a North Carolina nonprofit corporation, and does business under the name CREW Charlotte (“**CREW Charlotte**”).

1.2. Offices. CREW Charlotte maintains a mailing address of P.O. Box 36692, Charlotte, North Carolina 28236-6692, but does not maintain a principal office as of the Effective Date. CREW Charlotte’s registered agent is Patty Drummond, and the registered office is 5301 Robinhood Road, Charlotte, North Carolina 28211. The Board of CREW Charlotte may change its offices and registered agent, from time to time, by appropriate filings with the North Carolina Secretary of State, without the need to amend these Bylaws.

1.3. Definitions. The following terms shall have the meanings set forth below or elsewhere in these Bylaws:

1.3.1. “Act” means the North Carolina Nonprofit Corporation Act, as amended from time to time.

1.3.2. “Articles of Incorporation” or “Articles” means the Articles of Incorporation for CREW Charlotte, as amended from time to time.

1.3.3. “Board” or “Board of Directors” means the Board of Directors of CREW Charlotte which shall be elected and shall serve pursuant to these Bylaws. Each member of the Board shall be subsequently referred to as a “**Director**” under these Bylaws.

1.3.4. “Bylaws” means the Amended and Restated Bylaws for CREW Charlotte, as amended from time to time.

1.3.5. “CREW Network” means “Commercial Real Estate Women Network,” a corporation formed under the District of Columbia Nonprofit Corporation Act, which does business under the name CREW Network.

1.3.6 “Field of Commercial Real Estate” means professional services inherent in the investment in, ownership, development, or operation of Income-Producing Real Property.

- 1.3.7 “**Income-Producing Real Property**” means land, improvements to land, and rights to use land and improvements for business purposes.
- 1.3.8 “**Member**” means every person that holds a current membership in CREW Charlotte, and shall collectively refer to Full Members, Associate Members, Affiliate Members, Civic Members, Student Members, Graduate Student Members, Retired Members, and Past President Members. The more specific definitions of each type of Member are contained in **Section 2**. The term “**Membership**” sometimes collectively refers to all of the Members of CREW Charlotte, depending on context.
- 1.3.9 “**Policies and Procedures**” means the written policies and procedures for governance of CREW Charlotte that are adopted, from time to time, by the Board. Policies and Procedures may include, but are not limited to, such topics as conflict of interest, whistleblower issues, harassment, guidelines for Membership, Membership composition, dues, Board composition, committees, succession planning, and other provisions as the Board deems advisable or beneficial for the effective governance and operation of CREW Charlotte.
- 1.3.10 “**Qualified Fields of Commercial Real Estate**” means the Qualified Fields of Commercial Real Estate identified by CREW Network, from time to time. The Board of CREW Charlotte may amend the definitions it uses for Qualified Fields of Commercial Real Estate whenever they are revised by CREW Network, without the need to amend these Bylaws.

2. **Membership.**

- 2.1 **Full Members.** Any person may apply to become a Full Member who (a) is currently employed in a professional position in one of the Qualified Fields of Commercial Real Estate, and (b) has a minimum of five (5) years of professional experience in one of the Qualified Fields of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, they shall be a Full Member in good standing of CREW Charlotte (“**Full Member**”). Full Members may serve on the Board and as committee co-chairs, and may be active on committees.
- 2.2 **Associate Members.** Any person may apply to become an Associate Member who (a) is currently employed in a professional position in one of the Qualified Fields of Commercial Real Estate, and (b) has less than five (5) years of professional experience in one of the Qualified Fields of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, they shall be an Associate Member in good standing of CREW Charlotte (“**Associate Member**”). Associate Members may not serve on the Board, but may be active on committees and serve as committee co-chairs. If an Associate Member has fulfilled the five (5) year experience requirement and desires to become a Full Member, the Associate Member shall notify the Executive Director of CREW Charlotte that s/he wishes to convert to Full Member status.

- 2.3 **Affiliate Members.** Any person may apply to become an Affiliate Member who (a) is currently employed in a business that benefits, supports, or supplies goods or services with respect to Income-Producing Property, but does not work in a professional position in one of the Qualified Fields of Commercial Real Estate, and (b) has at least five (5) years of professional experience. The Board may adopt Policies and Procedures about the type and number of Affiliate Members that will be considered from a particular company or in a related field. Upon acceptance by the Board and payment of all dues and fees, they shall be an Affiliate Member in good standing of CREW Charlotte (“**Affiliate Member**”). The Board may adopt Policies and Procedures about Affiliate Members serving on the Board, and all Affiliate Members may be active on committees and may serve as committee co-chairs.

- 2.4 **Civic Members.** Any person may apply to become a Civic Member who is currently employed or involved in (a) local, regional, or state government, (b) other public agencies or commissions, (c) colleges, universities, or other educational institutions, or (d) non-profit organizations. Upon acceptance by the Board and payment of all dues and fees, they shall be a Civic Member in good standing of CREW Charlotte (“**Civic Member**”). The Board may adopt Policies and Procedures about Civic Members serving on the Board, and all Civic Members may be active on committees and may serve as committee co-chairs.

- 2.5 **Student Members.** Any person may apply to become a Student Member who (a) is currently enrolled full time in an undergraduate program at a college or university, and (b) intends to pursue a career in a Qualified Field of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, they shall be a Student Member in good standing of CREW Charlotte (“**Student Member**”). Student Members may not serve on the Board or as a committee co-chair, but may be active on committees. If a Student Member graduates and becomes employed in a Qualified Field of Commercial Real Estate, and desires to become an Associate Member or Full Member (depending on their years of experience in a Qualified Field of Commercial Real Estate), the Student Member shall notify the Executive Director of CREW Charlotte that s/he wishes to convert to Associate Member or Full Member status.

- 2.6 **Graduate Student Members.** Any person may apply to become a Graduate Student Member who (a) is currently enrolled full time in a graduate degree program at a college, university, law school, or business school, and (b) intends to pursue a career in a Qualified Field of Commercial Real Estate. Upon acceptance by the Board and payment of all dues and fees, they shall be a Graduate Student Member in good standing of CREW Charlotte (“**Graduate Student Member**”). Graduate Student Members may not serve on the Board or as a committee co-chair, but may be active on committees. If a Graduate Student Member graduates and becomes employed in a Qualified Field of Commercial Real Estate, and desires to become an Associate Member or Full Member (depending on their years of experience in a Qualified Field of Commercial Real Estate), the Graduate Student Member shall notify the Executive Director of CREW Charlotte that s/he wishes to convert to Associate Member or Full Member status.

- 2.7 **Retired Members.** Any person may apply to become a Retired Member who is retired and was previously a Full Member for at least five (5) years, prior to retirement. Upon acceptance by the Board and payment of all dues and fees, they shall be a Retired Member in good standing of CREW Charlotte (“**Retired Member**”). Retired Members may not serve on the Board or as a committee co-chair, but may be active on committees. If a Retired Member returns to the work force and becomes employed in a Qualified Field of Commercial Real Estate, and desires to become a Full Member, the Retired Member shall notify the Executive Director of CREW Charlotte that s/he wishes to revert back to Full Member status. If a Full Member retires and no longer works in a Qualified Field of Commercial Real Estate, the Full Member shall notify the Executive Director of CREW Charlotte that s/he wishes to convert to Retired Member status.
- 2.8 **Past President Members.** Any Past President of CREW Charlotte who is no longer working full time (under 30 hours per week), but who has not yet retired, may apply to become a Past President Member. Upon acceptance by the Board and payment of all dues and fees, they shall be a Past President Member in good standing of CREW Charlotte (“**Past President Member**”). Past President Members may not serve on the Board or as a committee co-chair, but may be active on committees. If a Past President Member returns to full-time work in a Qualified Field of Commercial Real Estate, and desires to become a Full Member, the Past President Member shall notify the Executive Director of CREW Charlotte that s/he wishes to revert back to Full Member status. If a Past President Member retires and no longer works in a Qualified Field of Commercial Real Estate, the Past President Member shall notify the Executive Director of CREW Charlotte that s/he wishes to convert to Retired Member status.
- 2.9 **Composition of Membership.** The Board may adopt Policies and Procedures with respect to the percentage of each class of Members that make up the Membership of CREW Charlotte.
- 2.10 **Admission of New Members.** In order to be admitted as a Member, the applicant for admission must meet the following requirements: (a) complete a written application for Membership (which includes the Member category for which the person has applied); (b) the application must be appropriately reviewed and submitted to the Board for approval; (c) a majority of the Board shall affirmatively vote for admission of the applicant; and (d) following Board approval, the required application fee and dues shall be paid within thirty (30) days. The Board may adopt additional Policies and Procedures with respect to admission of new Members.
- 2.11 **Transfer Members.** A member of another CREW Network chapter or an At Large Member of CREW Network (“**Transfer Member**”) may apply to transfer their membership to CREW Charlotte. Provided that the Transfer Member is current in their payment of dues, the Transfer Member shall be admitted as a Member of CREW Charlotte based on the category of Membership for which s/he qualifies.

- 2.12 **Resignation.** A Member may resign at any time by giving written notice to the Executive Director. If a Member resigns, s/he will not receive a refund of prepaid dues or any prepaid programs or events.
- 2.13 **Default.** A Member is in default if (a) they fail to pay their dues in full within the period of time established by the Board in its Policies and Procedures; (b) they violate a material provision of the Bylaws; or (c) they engage in conduct that is detrimental to the best interests of CREW Charlotte. If a Member is in default, the Member is not in good standing and their membership is automatically suspended. Except in the case of a default under (a), the Board shall follow the procedure set forth in **Section 2.12.**
- 2.14 **Termination of Member for Cause.** A Member who is in default under **Section 2.11(b)** or **Section 2.11(c)**, as determined by a two-thirds (2/3) vote of the Directors, shall receive written notice of the proposed termination by overnight delivery or registered mail at the address provided by the Member to the Executive Director or to CREW Network, at least fifteen (15) days before the proposed action is considered by the Board. The notice shall provide information about the time and place of the proposed Board meeting, and shall give the Member an opportunity to attend the meeting and present a defense. The Board shall act in good faith in a fair and reasonable manner in carefully considering all the evidence and in undertaking any action.
3. **Dues.**
- 3.1 **Annual Dues.** The Board shall determine annual dues for each type of Membership, from time to time. The Board shall be permitted to offer discounted annual dues to any class of Membership in accordance with the policies and procedures of CREW Network and as adopted by the Board from time to time.
- 3.2 **Mid-Year Dues.** Dues for new Members joining CREW Charlotte mid-year shall be in a pro-rated amount, as determined by the Board, from time to time (and in concert with the policies and procedures of CREW Network).
- 3.3 **Payment of Dues.** Dues shall be payable in full on or before the date determined by CREW Network each year. New Member dues shall be payable within thirty (30) days of notification of acceptance as a Member of CREW Charlotte.
4. **Meetings of Members.**
- 4.1 **Annual Meeting.** Annual meetings of the Members of CREW Charlotte, shall be on the second Tuesday of October, or on such other date as determined by the Board, from time to time (the “**Annual Meeting**”). At the Annual Meeting, the President shall (a) present the slate of Directors for the next fiscal year for review and approval by the Members, and (b) any additional items that need to be approved by the Members.
- 4.2 **Regular Meetings.** CREW Charlotte will hold regular meetings of the Members as determined by the Board, from time to time. Since the regular meetings are generally for

the purpose of presenting programs of interest to professionals in the Qualified Fields of Commercial Real Estate, and are also frequently open to non-Members, CREW Charlotte business is generally not conducted at these regular meetings. If CREW Charlotte business requiring a vote by the Members is needed outside of the Annual Meeting, the Board will call a Special Meeting, as set forth in **Section 4.3**.

4.3 Special Meetings. Special meetings of the Members of CREW Charlotte may be called by the Board, at its discretion, or upon the written request of at least ten percent (10%) of the Members of CREW Charlotte (“**Special Meetings**”).

4.4 Notice of Meetings. The Act allows CREW Charlotte to give notice of meetings of Members to be given by any means that is fair, reasonable, and consistent with these Bylaws. Therefore, except as otherwise required by the Act, the Board has determined that written notice of any Annual Meeting or Special Meeting of Members, shall be made by electronic mail stating the place, date and time and, in the case of a Special Meeting, the purpose or purposes for which the Special Meeting is called.

4.5 Waiver. A Member may waive notice of an Annual Meeting or Special Meeting by attending the Annual Meeting or Special Meeting or by providing written notice of his or her waiver of notice. If a Member objects to lack of required notice of an Annual Meeting or Special Meeting, the Member must provide written notice before the Annual Meeting or Special Meeting begins or attend the Annual Meeting or Special Meeting for the express purpose of objecting to holding or conducting business at the Annual Meeting or Special Meeting.

4.6 Quorum. A quorum shall be defined as the presence, in person or by proxy, of ten percent (10%) of the Members of CREW Charlotte. A quorum is necessary to transact business at an Annual Meeting or a Special Meeting.

4.7 Voting; Proxies. Each Member shall be entitled to one (1) vote. All matters shall be decided by majority vote of the Members present in person or by proxy. The affirmative vote of a majority of Members present, in person or by proxy, shall constitute the act of the Members. Any Member of CREW Charlotte entitled to vote at any Annual Meeting or Special Meeting may vote by proxy. CREW Charlotte’s rules regarding acceptance of votes by proxy shall be governed by Section 55A-7-24 of the Act.

4.8 Action by Consent. Any action required or permitted by law or by these Bylaws to be taken at any Annual Meeting or Special Meeting of the Members may be taken without a meeting if all Members sign a written consent to the action.

5. Board of Directors.

5.1 General Powers; Composition. CREW Charlotte shall be managed by the Board of Directors composed of no less than five (5) and no more than fifteen (15) Directors. The Board shall exercise all powers of CREW Charlotte and perform all functions permitted by these Bylaws or the Act. Directors do not need to be residents of the State of North Carolina. The Board may adopt Policies and Procedures concerning the composition of the

Board. The Executive Director serves as an ex officio member of the Board and attends Board meetings, but is not entitled to vote.

- 5.2 Nominations; Nominating Committee.** The Board may adopt Policies and Procedures concerning how Members may express interest in being considered for positions on the Board and may develop forms that Members can complete for consideration for the following year's leadership team. The submissions by interested Members will be reviewed by a Nominating Committee. The Nominating Committee shall be chaired by the President-Elect and whoever the President-Elect selects from among the members of the Executive Committee and Strategic Planning Committee (the "**Nominating Committee**"). The Nominating Committee shall use its sound discretion to create a slate of well-qualified candidates and shall make as many nominations for election to the Board as it determines are necessary or appropriate. The Board shall review the proposed slate of Directors, and if approved by the Board, shall recommend the slate for approval by the Members at the Annual Meeting, along with the recommended officers the Board shall elect if the Members approve the slate of Directors.
- 5.3 Election.** The Board of Directors shall be elected at the Annual Meeting of the Members as follows: (a) in the event of an uncontested election for each open position on the Board, the President may conduct the election by acclamation, by a show of hands, or by an oral vote; or (b) in the event of a contested election, the President shall conduct the election by written ballot or another fair and reasonable method, as determined, from time to time by the Board in the sound exercise of its discretion. At the election, each Member shall have one vote. Cumulative voting, class voting, and voting agreements are not permitted. Votes shall be tallied at the Annual Meeting where they are cast, and in the event of a tie vote, a run-off election shall be conducted at the same Annual Meeting.
- 5.4 Term of Office.** Each Director shall hold office for the term for which such Director was elected, or until his or her death, resignation, retirement, removal, disqualification or until his or her successor is elected and qualified. A Director shall typically hold office for a two (2) year term, but may be asked by the Nominating Committee to serve for an additional one (1) year term, depending on the current needs of the Board. A Director may not hold office for more than two (2) consecutive two (2) year terms, unless they are in an officer position, in which case, they may serve for a maximum of three (3) consecutive two (2) year terms.
- 5.5 Removal.** Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of CREW Charlotte. If a Director dies, resigns, or is removed, the Director's successor shall be selected by the remaining Directors and the replaced Director shall serve for the unexpired term of his or her predecessor.
- 5.6 Compensation.** No Director shall receive compensation for any service s/he may render to CREW Charlotte. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties. Because the Executive Director is an ex officio member of the Board and is not an elected Director, the Executive Director

may be compensated for his or her services pursuant to the Board's authority under **Section 7.1.5**.

- 5.7 Resignation; Vacancies.** Any Director may resign at any time by giving written notice to the Secretary. If a vacancy occurs, the vacant seat shall be filled promptly by the remaining Directors at the next Board meeting or at a special Board meeting called for this purpose.
- 5.8 Delegates.** Two (2) Delegates shall be elected to represent CREW Charlotte at CREW Network meetings. At least one (1) Delegate shall attend the council meetings/leadership summits held by CREW Network, as well as the CREW Network annual convention at the expense of CREW Charlotte.
- 6. Meetings of Directors.**
- 6.1 Regular Meetings.** Meetings of the Board shall be held on a regular basis as often as the Board sees fit, on such days and at such place and hour as may be fixed, from time to time, by the Board.
- 6.2 Special Meetings.** Special meetings of the Board of Directors shall be held when called by the President of CREW Charlotte, or by any two (2) Directors, after not less than three (3) business days' notice to each Director.
- 6.3 Notice of Special Meetings.** Written notice of special Board meetings shall be given to each Director by one of the following methods: (a) by personal delivery; (b) by first-class mail, postage prepaid; or (c) by electronic mail. All such notices shall be given or sent to the Director's address or e-mail address as shown on the records of CREW Charlotte. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the special Board meeting. Notices given by personal delivery or electronic mail shall be delivered or e-mailed at least 72 hours before the time set for the special Board meeting. The notice shall state the time, place and purpose for the special Board meeting.
- 6.4 Quorum.** A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.
- 6.5 Action without Meeting.** Action taken by a majority of the Directors without a meeting constitutes Board action if written consent to the action is signed by all of the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Any electronic confirmation showing consent shall constitute written consent.
- 6.6 Chair.** The President shall chair all Board meetings. If there is a vacancy in the office of the President or if the President is absent from a Board meeting, the President-Elect or the

immediate Past President shall serve in the President's absence or until a new President is elected, as the case may be.

6.7 Telephonic or Videoconferencing Participation in Meetings. Directors may participate in a Board meeting by means of telephone conference, video conferencing over the Internet, Skype, FaceTime, or other types of technology so long as all persons participating in the Board meeting can hear each other.

6.7 Liability of the Board. Neither the Board nor the individual Directors shall be liable to the Members for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct or bad faith. The Members shall indemnify, defend, and hold harmless each of the Directors against all contractual liability to others arising out of contracts made by the Board on behalf of CREW Charlotte, unless any such contract shall have been made in bad faith or contrary to the provisions of the Articles or these Bylaws. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of CREW Charlotte, except to the extent that they are Members of CREW Charlotte.

7. Powers and Duties of the Board.

7.1 Powers. The Board shall have the following specific powers and rights (in addition to any powers and rights the Board may have under the Act):

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

7.1.2 To suspend any Member's voting rights or terminate their status as a Member as more particularly set forth in **Section 2.11** and **Section 2.12**;

7.1.3 To exercise all powers, duties, and authority vested in or delegated to CREW Charlotte and not reserved to the Members by other provisions of these Bylaws or the Articles of Incorporation;

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

7.1.5 To engage an Executive Director as an independent contractor or employee, or to engage other independent contractors or employees as the Board deems necessary or advisable, from time to time, and prescribe their duties;

- 7.1.6 To retain the services of legal, accounting, and other professional firms, as the Board deems necessary or advisable, from time to time;
 - 7.1.7 To maintain appropriate contingency reserves, as reasonably determined by the Board, from time to time;
 - 7.1.8 To establish budgets, long-term strategic plans, operational plans, and short-term goals;
 - 7.1.9 To enforce the provisions of these Bylaws, Policies and Procedures, and any implementing rules or regulations; and
 - 7.1.10 To take any and all other actions, and to enter into any and all other agreements, as may be necessary for the fulfillment of its powers and rights under these Bylaws or the Act.
- 7.2 **Duties.** The Board shall have the following specific duties and obligations (in addition to any duties and obligations the Board may have under the Act):
- 7.2.1 To maintain current copies of these Bylaws, Policies and Procedures, the rules and regulations adopted by the Board, as well as the minute book, financial books, records, and financial statements of CREW Charlotte;
 - 7.2.2 To supervise all officers, agents, employees and other independent contractors of CREW Charlotte to ensure that their duties are properly performed;
 - 7.2.3 To fix the amount of membership dues, to keep an accurate list of all Members, and to send written notices to Members as required by these Bylaws or applicable law;
 - 7.2.4 To obtain and maintain adequate liability insurance covering CREW Charlotte, the Directors and officers, and adequate hazard insurance on the property owned by CREW Charlotte (if any), and to cause any or all officers or employees having fiscal responsibilities to be bonded at the expense of CREW Charlotte, as the Board may deem appropriate, from time to time;
 - 7.2.5 To fulfill CREW Charlotte's obligations to CREW Network as a CREW Network chapter;
 - 7.2.6 To audit bills and disburse the funds of CREW Charlotte;
 - 7.2.7 To communicate with other associations interested in the commercial real estate profession;
 - 7.2.8 To devise and carry into execution such other measures as it deems proper and expedient to promote the mission, goals, and objectives of CREW Charlotte and to protect the interest and welfare of the Members of CREW Charlotte; and

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

8. **Officers.**

8.1 **Designation.** The officers of CREW Charlotte shall be the President, the President-Elect/CREW Network Delegate, the Secretary, and the Treasurer. The Board of Directors shall have the right, by two-thirds (2/3) vote, to appoint such Assistant Secretaries and/or Assistant Treasurers or such other officer(s) as the Board of Directors deems necessary for the proper operation of CREW Charlotte. The officers of CREW Charlotte shall be elected to annual terms, commencing in January following CREW Charlotte's Annual Meeting.

8.2 **Duties of Officers.**

8.2.1 **President.** The President shall, subject to the terms of these Bylaws, generally supervise, direct, and control the business and affairs of CREW Charlotte, preside at Board meetings, and at the Annual Meeting and Special Meetings of the Members of CREW Charlotte. The President shall have general signing authority for CREW Charlotte with respect to all actions approved by the Board and shall perform such other duties as are necessarily incident to the office of the President. The President may delegate, from time to time, certain functions and duties to the Executive Director, so long as the President remains responsible to the Board for the performance of these functions and duties.

8.2.2 **President-Elect/CREW Network Delegate.** In case of death or absence of the President, or of the President's inability to perform the functions of the office of the President, the President-Elect shall perform the duties of the office of President. The President-Elect shall generally assist the President and perform such other duties as may from time to time be prescribed by the President or the Board. The President-Elect serves as chair of the Strategic Planning Committee and the Nominating Committee, and may chair task forces or special committees, as deemed appropriate by the President. The President-Elect shall also serve as one of CREW Charlotte's two CREW Network Delegates. The President-Elect may delegate, from time to time, certain functions and duties to the Executive Director, so long as the President-Elect remains responsible to the Board for the performance of these functions and duties.

8.2.3 **Secretary.** The Secretary shall keep a record of all votes, resolutions, and the proceedings of Board meetings, and all Annual Meetings and Special Meetings of the Members of CREW Charlotte. The Secretary shall be responsible for providing notice of meetings, keeping accurate minutes, and maintaining the minute book with current versions of the Bylaws and Articles. The Secretary may delegate any of these functions and duties to the Executive Director or Assistant Secretary, so

long as the Secretary remains responsible to the Board for the performance of these functions and duties.

- 8.2.4 Treasurer.** The Treasurer shall have custody of all funds of CREW Charlotte and its personal property. The Treasurer shall keep full and accurate accounts of all monies received and expended for the use of CREW Charlotte in books belonging to CREW Charlotte. The Treasurer shall deposit all funds and other valuable effects in the name and to the credit of CREW Charlotte in such bank or banks as shall be designated from time to time by the Board of Directors, and make a report of all transactions as Treasurer and of the financial condition of CREW Charlotte annually for the Board or when called upon by the President. The funds of CREW Charlotte may be disbursed and drawn upon the signature of the Treasurer (or Assistant Treasurer) or another designated officer within limits approved annually by the Board of Directors. Disbursement of funds in excess of the limits approved annually by the Board must be approved in writing by the Board, and drawn upon the additional signature of the President or President-Elect. The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver to the Treasurer-elect all books, records, monies and other property, or, in the absence of a Treasurer-elect, to the President. Any functions or duties of the Treasurer may be delegated to the Executive Director or Assistant Treasurer, so long as the Treasurer remains responsible to the Board for the performance of these functions and duties.
- 8.3 Term.** Each officer of CREW Charlotte shall be elected annually and shall hold office for a term of one (1) year or until his or her death, resignation, retirement, removal, disqualification, or his or her successor is duly elected and qualifies.
- 8.4 Special Appointments.** The Board may elect such other officers as the affairs of CREW Charlotte may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board may, from time to time, determine.
- 8.5 Resignation.** An officer may resign at any time by giving written notice to the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 8.6 Removal.** Any one or more of the officers may be removed, either with or without cause, at any time, by a vote of two-thirds (2/3) of the Members of CREW Charlotte present at any Special Meeting called for that purpose. In the event of such removal, the Board shall proceed to fill the vacancy for the remainder of that fiscal year in the manner described in **Section 8.7.**
- 8.7 Vacancies.** A vacancy in any office shall be filled without undue delay by a majority vote of the then remaining members of the Board, upon the recommendation of the Nominating

Committee. The officer appointed to such vacancy shall serve for the remainder of the term of the officer being replaced.

8.8 Multiple Offices. No person shall simultaneously hold more than one office, except in the case of special offices created pursuant to **Section 8.4.**

9. Committees.

9.1 Executive Committee. The Executive Committee shall be composed of the following four (4) Directors from the Board: the President, the President-Elect, the Immediate Past President, and the Director who serves as the second Delegate to CREW Network. The Executive Director shall also serve as an ex officio member of the Executive Committee. In order to conduct business, all four Directors who serve on the Executive Committee need to be present, and decisions will be made by a 75% vote. The purpose of the Executive Committee is to be able to deal with matters that come up between Board meetings, are time sensitive, and need a quick and expeditious decision. The Executive Committee will report back to the Board on actions that it has taken between Board meetings.

9.2 Strategic Planning Committee. The President-Elect of CREW Charlotte shall serve as Chair of the Strategic Planning Committee, and shall be responsible for selecting its members, based on the particular needs that the President-Elect believes are facing CREW Charlotte and on which confidential strategic input are needed. The members of the Strategic Planning Committee serve at the invitation of the President-Elect. The President-Elect will typically invite the Executive Committee (which would take five (5) seats), along with additional Directors or Members who are not currently serving on the Board (to fill at least three (3) seats). The duties of the Strategic Planning Committee shall be to recommend updates to CREW Charlotte's strategic plan, to assist the Nominating Committee in considering potential candidates for Board or committee service, and to deal with other high-level strategic issues or opportunities facing CREW Charlotte. The Strategic Planning Committee shall have a minimum of eight (8) members, depending on the specific needs that the President-Elect believes are relevant or need to be addressed during the coming years.

9.3 Other Committees. The Board may add to or delete such additional committees as it shall deem advisable, with such authority and duties as the Board shall prescribe. The Nominating Committee shall be responsible for recommending the Members that will serve as co-chairs of the committees.

9.4 Quorum. A majority of the members of any committee of CREW Charlotte shall constitute a quorum for the transaction of business, unless any committee shall, by a majority vote of its entire membership, decide otherwise.

9.5 Committee Vacancies. The various committees shall have the power to fill vacancies in their membership; provided, however, if a co-chair position becomes vacant, the

Nominating Committee shall be responsible for identifying and recommending suitable replacements for consideration and approval by the Board.

10. Miscellaneous.

10.1 Restriction on Earnings. No part of the net earnings of CREW Charlotte shall inure to the benefit of or be distributed to its Members, Directors, officers, or other private persons, except that CREW Charlotte shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes set forth in these Bylaws. Notwithstanding any other provisions of these Bylaws, CREW Charlotte shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

10.3 Fiscal Year. The fiscal year of CREW Charlotte shall be a calendar year, unless otherwise determined by a resolution of the Board.

10.4 Approved Signatures. The funds of CREW Charlotte may be disbursed and drawn upon the signature of the Treasurer or other designated officers within limits approved annually by the Board. Disbursement of funds in excess of the approved limits must be drawn upon the additional signature of the President or President-Elect.

10.5 Budget. The annual budget of estimated income and expenditures shall be prepared by the Board or any party designated by it and shall be approved by the Board. No expense shall be incurred in excess of total budgetary appropriation without prior approval of the Board. Any request for reimbursement for expenses incurred by any Member pursuant to an approved budget must be submitted within sixty (60) days of the date incurred, or such other time as approved by the President. All expenses incurred on behalf of CREW Charlotte must be pursuant to an approved budget or the prior written approval of the President, President-Elect, or Immediate Past President.

10.6 Indemnification. CREW Charlotte shall have the power to purchase and maintain insurance to indemnify CREW Charlotte, its Directors, officers, Executive Director, and employees to the full extent such indemnification is permitted by law and deemed necessary by the Board.

10.7 Corporate Seal. CREW Charlotte shall have a seal in circular form having within its circumference the words CREW CHARLOTTE, INC.

10.8 Availability to Members. Copies of the Articles of Incorporation, these Bylaws, the Policies and Procedures, and all amendments thereto, shall be made available upon request, to any Member.

10.9 Severability. If any provision of these Bylaws is held to be invalid, void, or unenforceable, the other provisions are declared to be severable, and shall remain valid and operative.

10.10 Captions. The section headings and captions contained in these Bylaws are for convenient reference only, and are not intended to limit or expand the terms and provisions of these Bylaws.

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

11. Special Provisions.

11.1 Dissolution. Dissolution of CREW Charlotte will be governed by the Act. The remaining assets of CREW Charlotte, in the event of dissolution or final liquidation shall be applied and distributed as follows:

11.1.1 All liabilities and obligations of CREW Charlotte shall be paid, satisfied and discharged, or provision shall be made therefor;

11.1.2 Any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; and

11.1.3 All remaining assets of every nature and description whatsoever, shall be distributed to one or more corporations, funds or foundations, qualified for exemption from tax under the Internal Revenue Code of 1986, as amended, or its successor provisions, and as selected by the Board.

11.2 Affiliation. CREW Charlotte may become affiliated with such groups or organizations as the Board of Directors determines to be in CREW Charlotte's best interest, including without limitation, CREW Network. The Board shall determine the terms of such affiliations in its sound discretion.

12. Adoption; Amendments.

12.1 Amendment by Full Members. These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of a majority of the Members of CREW Charlotte at an Annual Meeting or Special Meeting. Notice of the proposed amendment, alteration or restatement of these Bylaws must be included in the notice of the Annual Meeting or Special Meeting at which such action shall take place.

12.2 Correctional Amendments by the Board. The Board shall have the power to make (a) correctional changes to these Bylaws which do not affect the substantive rights of the Members, or (b) changes to bring these Bylaws in conformity with the Policies and Procedures of CREW Network.

12.3 Emergency Bylaws. In the event of an emergency, a catastrophe, or force majeure event, the Board shall have the power to adopt emergency Bylaws in accordance with the general authority given under the Act, including without limitation, a reduction in the percentage needed for a quorum, shortened notice provisions, reduced voting percentages, and any other appropriate change which may be necessary or desirable in order to effectively handle the business of CREW Charlotte and/or the Board.

13. Indemnification of Directors and Officers.

CREW Charlotte, and its Directors, officers, Members, agents, or employees shall not be personally liable for debts contracted for or otherwise incurred by CREW Charlotte or for a tort of another Member, whether or not such other Member was acting on behalf of CREW Charlotte or otherwise. CREW Charlotte, and its Directors, officers, Members, agents, or employees shall not be liable for any incidental or consequential damages for any act or omission with respect to their respective duties under these Bylaws.

To the maximum extent permitted by the Act and applicable law, CREW Charlotte shall indemnify, defend, and hold harmless all Directors from and against any and all loss, cost, expense, damage, liability, claim, action or cause of action arising from or relating to the performance by the Board of its duties and obligations, except for any such loss, cost, expense, damage, liability, claim, action or cause of action resulting from the gross negligence or willful misconduct of the Director or Directors to be indemnified.

CREW Charlotte shall indemnify, defend and hold harmless (a) any Director or officer of CREW Charlotte, (b) any former Director or officer of CREW Charlotte, or (c) any person who served at the request of CREW Charlotte as a director or officer of another corporation, whether for profit or not for profit, against expenses (including reasonable attorneys' fees) or liabilities actually and reasonably incurred by him or her in connection with the defense of or as a consequence of any threatened pending or completed action, suit or proceeding (whether civil or criminal) in which he or she is made a party or was (or is threatened to be made) a party by reason of being or having been such Director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of a duty.

The indemnifications provided in this **Section 13** shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, bylaw, agreement, vote of Members, or any disinterested Directors or otherwise and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the respective heirs, executors, and administrators of such a person.

CREW Charlotte may purchase and maintain errors and omissions insurance coverage on behalf of any person who is or was a Director, officer, employee, or agent of CREW Charlotte, or who is or was serving at the request of the Board as a director or officer of another corporation, whether for profit or not for profit.