

RESTATED BYLAWS OF
COMMERCIAL REAL ESTATE WOMEN OF LAS VEGAS
aka CREW Las Vegas
A Nevada Nonprofit Corporation

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ARTICLE I
NAME AND OFFICES

- 1.1 Name.** The name of this Organization shall be Commercial Real Estate Women of Las Vegas, a Nevada Nonprofit Corporation (hereinafter referred to as “CREW”).
- 1.2 Offices.** The principal office is located in the City of Las Vegas in the State of Nevada. The mailing address of CREW is P.O. Box 97873, Las Vegas, Nevada 89193.

ARTICLE II
MISSION STATEMENT, PURPOSE, POLICIES AND PROCEDURES

- 2.1 Mission Statement.** Working to advance women in all aspects of commercial real estate, and to support our members through education, leadership, partnership and networking.
- 2.2 Purpose.** The purposes of CREW shall be: (a) to provide a forum for women actively involved in commercial real estate; (b) to promote professional opportunities for members; (c) to further the professional development of members through educational opportunities; (d) to acknowledge and publicize the accomplishments of women in the field of commercial real estate; (e) to promote the highest professional standards among members.
- 2.3 Policies and Procedures.** The Board of Directors shall address from time to time certain governance matters by the adoption of policies and procedures (“Policies and Procedures”) which set forth the fees, dues, benefits, guidelines for membership, and such other provisions as the Board shall deem advisable for the effective operation of CREW. The Board may revise Policies and Procedures in its discretion so long as revisions are consistent with the purposes of CREW.
- 2.4 Restriction on Permitted Purposes.** CREW’s purposes include only those purposes that are permitted under Section 501(c)(6) of the Internal Revenue Code and under Nevada Revised Statutes Chapter 82, and shall engage exclusively in such activities as may 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.

ARTICLE III
MEMBERSHIP

- 3.1 Membership.** Members must maintain involvement in commercial real estate as outlined within these Bylaws, or be in the process of pursuing a qualifying position in order to remain a member of the organization. All members of CREW Las Vegas shall also be members of the Commercial Real Estate Women Network, hereinafter referred to as “CREW Network”. Any individual who changes occupations during a year will remain a member for the remaining fiscal year of CREW and will be reclassified as appropriate thereafter as Full, Associate or Affiliate. Members may sponsor applicants for membership, serve on committees, hold a position as an officer or director, and have such other rights as are granted by these Bylaws. If a member leaves her current company, the membership will remain with the member.

- 3.2 Membership Classes.** The membership of the organization shall consist of three (3) classes as follows:
- a) **Full Membership.** Individuals with five (5) or more years of direct involvement in one of the primary disciplines of commercial real estate, as defined by CREW Network.
 - b) **Associate Membership.** Individuals with more than one (1) and less than five (5) years of experience in one of the primary disciplines of commercial real estate, as defined by CREW Network. Students who are enrolled full time (12 units or more) in an accredited College or University and pursuing a degree in a field related to commercial real estate shall be eligible for Associate Membership.
 - c) **Affiliate Membership.** Individuals with a minimum of one (1) year experience in a related discipline of commercial real estate, as defined by the Membership Committee, which benefits by or supports the purposes of CREW and the commercial real estate industry. From time to time, Affiliate Membership shall be open to individuals who do not meet this criteria at the discretion of the Membership Committee or Sponsorship Committee, subject to approval by the Board of Directors. The total number of Affiliate Members shall not exceed twenty-five percent (25%) of the overall membership of the organization.
- 3.3 New Memberships.** To be eligible for any membership level, all new applicants must be sponsored by two active CREW members and must have attended at least two (2) CREW luncheons or events during the twelve (12) months immediately preceding the application submittal; provided however, that the Director of Membership may waive the two (2) event requirement if the applicant attends that annual membership drive as so designated by the Membership Committee. The Board of Directors shall review and approve new members from proposals recommended by the Membership Committee. New members shall pay all fees and dues to become an active member.
- 3.4 Membership Renewals.** To be eligible for membership renewal, all existing members shall attend at least fifty percent (50%) of the regular monthly luncheons during the previous calendar year. Any such member who fails to attend at least 50% of the regular monthly luncheons may be required, at the Board's discretion, to reapply to CREW as a new member.
- 3.5 Voting Rights.** Each Full, Associate and Affiliate member in good standing within the Corporation shall have full voting rights and be entitled to one vote on each matter submitted to a vote of the members. No voting by proxy shall be allowed and voting may be held in person or by electronic mail.
- 3.6 Standards.** Each member of CREW shall adhere to the Bylaws, Code of Ethics and any future Articles of Incorporation.

ARTICLE IV **DUES AND ASSESSMENTS**

- 4.1 Dues and Assessments.** Annual dues and assessments for membership shall be established by the Membership Committee, with approval by the Board of Directors, and announced in writing to the membership. The dues shall be paid annually by each member and become due and payable when due on any given year. Annual dues consist of dues paid to CREW Las Vegas as well as dues required by CREW Network. Membership expires December 31 of any given year.

- 4.2 Discounts.** Dues for new members shall be determined at time of membership, and may allow for a midyear discount to be determined at the discretion of the Membership Committee, and approved by the Board of Directors. The Board of Directors may reduce dues for members holding local, state, county or federal employment or elected positions.
- 4.3 Charges.** Each member shall pay all charges incurred by such member as and when incurred. The Board of Directors may take any actions it deems necessary to enforce this provision, including suspension.
- 4.4 Unpaid Obligations.** No member who has unpaid obligations to CREW for a sixty (60) day period shall be entitled to vote at any election or meeting, hold any member rights or participate in any affairs of CREW.
- 4.5 Non-Payment of Dues, Fees or Assessments.** Members failing to pay dues or charges within sixty (60) days after the due date shall be automatically suspended and notification of such suspension shall be sent to the member. Following suspension, the delinquent member shall have thirty (30) days in which to become reinstated through payment in full or the member shall be terminated. A former member whose membership has been terminated may apply for reinstatement through a procedure determined by the Board of Directors from time to time.

ARTICLE V
RESIGNATION, REINSTATEMENT AND SUPERVISION

- 5.1 Resignation.** Any active member in good standing may honorably withdraw from CREW upon payment of all dues or other financial obligations due to CREW. A withdrawing member shall not be refunded any dues.
- 5.2 Default.** Any member of CREW may be suspended or terminated for non-payment of dues or other obligations in accordance with Section 4.5 of these Bylaws. Such action may be taken by majority vote of the Board of Directors.
- 5.3 Reinstatement.** Reinstatement of membership to CREW shall be in accordance with such procedures as the Board of Directors may from time to time adopt; provided, however, that such regulations must be consistent with the Bylaws of CREW.
- 5.4 Termination of Membership.** The Board of Directors, by affirmative vote of two-third (2/3) of all the members of the Board, may terminate the membership of any member if it is determined, in the sole discretion of the Board of Directors, to be in the best interest of the corporation and membership. If the Board of Directors, after a fair and impartial hearing, agrees that any member of the corporation has been engaged in conduct detrimental to the best interest of the corporation or is in violation of its Articles and Bylaws, the Board of Directors may request that the offending member resign or may suspend or expel her from membership.

ARTICLE VI
MEETINGS

- 6.1 Quorum.** Members holding fifty percent (50%) of the votes entitled to be cast at any meeting, or in any event where votes are tabulated outside of a meeting, shall constitute a quorum for the transaction of any business by the membership.
- 6.2 Regular Meetings.** Regular meetings of membership shall be held from time to time. An annual meeting of the members shall be held during the month of January and shall include the installation of the officers and directors elected pursuant to Article 10. Meeting dates may change from time to time as needed and scheduled as approved by the Board of Directors.
- 6.3 Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors or at least twenty (20%) of the members holding voting rights. If at least twenty percent (20%) of the members with voting rights request a meeting to be called, it shall be the duty of the Secretary, upon the request by such members, to call a special meeting of the membership to be held at a time and place as the Secretary may designate, not less than fifteen (15) days but no more than forty-five (45) days after receipt of such request. If the Secretary shall neglect or refuse to issue such call within fifteen (15) days of receipt of such request, the members making the request may issue the call, specifying therein the time and place of the meeting pursuant to the requirements set forth in this subsection. Special meetings may be called for any purpose, but the purpose of the meeting shall be specified in the meeting notice.
- 6.4 Place of Meetings.** The Board of Directors may designate any place as the place of meeting for any regular or special meeting.
- 6.5 Method of Voting and Actions without Meeting.** Elections or questions (including advisory questions) to be submitted to all or any part of the voting membership may be decided at a meeting, by mail, by electronic mail or at polling places designated by the Board, so long as a quorum is present. Unless otherwise approved by the Board, all elections for Directors shall be by secret written ballot. The Board shall determine the method of voting by resolution and give notice thereof as required by law or these Bylaws, or, if no period is required, then upon at least fifteen (15) days' notice. Without limiting the foregoing, except as limited by NRS 82.276 (or any similar statute now or hereafter in effect), any action which may be taken by the vote of members at an annual or special meeting may be taken without a meeting. The act of a majority of respondents at which a quorum is present shall be the act of the membership, unless the act of a greater number of respondents is required by law or these Bylaws. Any and all actions taken pursuant to a majority mail or electronic mail vote shall be binding upon the corporation in the same manner as would be taken at a duly called meeting.

ARTICLE VII
BOARD OF DIRECTORS

- 7.1 General Powers.** The affairs of the corporation shall be managed by its 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. A majority vote of a quorum of the Board of Directors shall constitute approval of that particular issue. The Board of Directors shall be the interpreter of all Bylaws.

- 7.2 Responsibilities of the Board.** It shall be the duty of the Board of Directors to devise and develop measures for the growth and prosperity of the organization, to promote, expand, stabilize and orient the membership of the organization, and to promote and foster the purposes of the organization. The Board of Directors shall, at such times it deems necessary, have the right to establish and employ administrative employees.
- 7.3 Number, Tenure and Qualification.** The Board of Directors shall be a maximum of thirteen (13) members consisting of the President, President Elect, President Elect-Elect, Secretary, Treasurer, Immediate Past President, and up to seven (7) other persons elected from the eligible members of the Chapter (collectively, the "Directors"). From time to time, a single member may concurrently hold the positions of Secretary and Treasurer. No other person may hold more than one office. With the exception of the President, President Elect, President Elect-Elect and Immediate Past President, all directors must be elected annually per Article 10 by a majority vote of the members constituting a quorum and shall hold office until the next annual election of officers from their installation and until their successors have been duly elected, qualified and installed. With the exception of the President, President Elect, President Elect-Elect and Immediate Past President, who shall each serve a one year term, all directors will hold office for a two-year term from January 1 following her election through December 31 of the following year, and may serve a maximum of three (3) consecutive terms. After serving three (3) consecutive terms, the Director must vacate her position for at least one (1) year before seeking re-election to another term. One-half (1/2) of the Directors shall be elected each year. The Immediate Past President shall hold office by reason of her past presidency. The President Elect shall continue to hold office through her term as President and thereafter as Immediate Past President. The Board of Directors shall consist of no more than twenty-five percent (25%) of Affiliate Members.
- 7.4 Director Responsibilities.** Elected Directors must be members of the corporation. Each Director who is not also an Officer shall serve as the board liaison to at least one of the Operating Committees as defined in Section 9.1. As liaison to a committee, each Director shall be responsible for carrying out the goals and objectives of her committee as outlined in Section 9.4.
- 7.5 Delegate to CREW Network.** The President Elect and President Elect-Elect shall each serve as a Delegate to CREW Network and shall be responsible for carrying out her duties as outlined in Section 8.2(g).
- 7.6 Election and Term of Office.** Directors shall be elected as set forth in Article 10 of these Bylaws.
- 7.7 Quorum.** Fifty percent (50%) of the members of the Board of Directors, plus one (1) person, shall constitute a quorum for the transaction of business at any meeting of the board.
- 7.8 Regular Meetings.** The Board of Directors shall meet at times necessary to administer the business of CREW and at other times as called by the President or a majority of the Board of Directors, but in no event less than quarterly. Notice of such meetings shall be given at least seven (7) days previous thereto by written notice delivered personally, by mail, by facsimile or by electronic mail to each director at her address shown in the records of the corporation.
- 7.9 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors provided notice is given at least seven (7) days previous thereto by written notice delivered personally, by mail, by facsimile or by electronic mail to each director at her address as shown in the records of the corporation. The business to be transacted at, or the purpose of, any special meeting of the board shall be specified in the notice.

- 7.10 Place of Meetings.** The Board of Directors may hold its meetings at such place or places, within or outside the state of Nevada, as it may from time to time determine.
- 7.11 Manner of Acting.** The act of a 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 of directors is required by law or by these Bylaws. Each director, with the exception of the President, shall have one vote. The President shall only vote in the event of a tie. Minutes of all meetings and activities of the Board of Directors shall be taken and recorded in the permanent corporate records.
- 7.12 Action Outside of a Meeting.** Any action required by law or by these Bylaws to be taken at a meeting of the directors, or any action which may be taken at a meeting of directors, may instead be taken by mail or electronic mail at the direction of the President, when authorized in writing by all of the directors. Such action by written consent shall have the same force and effect as a majority vote of the board. Such written consent or consents shall be filed with the minutes of the Board.
- 7.13 Compensation.** Directors as such shall not receive any compensation for their services.
- 7.14 Vacancies.** A vacancy in the office of President shall be filled by the President Elect, who shall become President and retain the position through the end of her regularly elected term. A vacancy in the office of President Elect shall be filled by the President Elect-Elect, who shall become President Elect. A vacancy in the office of Immediate Past President shall be filled by a past president. If no such past president is able to serve in such capacity, the seat shall be filled by special election of the Board of Directors. Any other vacancy occurring in the Board of Directors and any directorship to be filled by reason of a mid-year increase in the number of directors shall be appointed by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of her predecessor in office.
- 7.15 Attendance.** Each director shall not be absent from more than three (3) meetings in the twelve (12) months immediately preceding the latest absence without extenuating circumstances or health reasons as determined by a majority of the Board of Directors. The Board of Directors may, at its discretion, remove any such member from the Board of Directors and fill the vacancy in the manner described in Section 7.14 of these Bylaws. Directors may appear at meetings of the board in person, by telephone or by video. Any director who appears by telephone or video must be able to be heard by all other board members present at such meeting.
- 7.16 General Obligations of the Board.** Prior to January of each calendar year, the outgoing officers and directors shall present to the incoming officers and directors all papers, minutes, records, materials and other property belonging to the corporation, unless an extension is granted by the incoming President. All such directors shall attend one (1) initial meeting of the present and incoming directors of CREW. It shall be the duty of the officers and directors to implement and assure measures for the growth and prosperity of the corporation, to promote, expand, stabilize and orient the membership of the corporation, and to ensure a smooth and efficient transfer of power and foster its purposes.
- 7.17 Resignation.** Any director of this corporation may resign at any time by giving written notice to the President or the Secretary of this corporation. The resignation of any director shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

7.18 Removal of Board Member. Any officer or director may be removed, with or without cause, at any time, by a vote of two-thirds (2/3) of the Board of Directors, which may be performed by secret written ballot. The vacancy on the Board of Directors caused by any such removal shall be filled in the manner specified in Section 7.14 above. An appeal against termination of office may be submitted, in writing, to the Board of Directors, which shall review, consider and respond to the appeal within twenty (20) days. The decision of the Board of Directors shall be final and binding.

ARTICLE VIII **DUTIES OF OFFICERS**

8.1 General Duties. The duties of the Officers shall be as implied by their respective titles and as specified in these Bylaws at the direction of the Board of Directors. Officers must be directors of the corporation.

8.2 Duties of Officers.

- a) **President.** The President shall be the general manager of the corporation and preside at all meetings of the corporation and the board. The President shall enforce the Bylaws; name board liaisons to each of the operating committees for the year in which the President serves, subject to board approval; propose any additional committees as may be required and be a member ex officio, with the right to vote on all committees; and shall approve orders upon the Treasury for disbursement of funds. The President shall also perform such other duties as pertain to the office of the President or assigned or requested by the board. The President shall have such other powers and duties as the board or Bylaws may prescribe. Upon expiration of the President's term, she shall serve an additional, non-elected, one (1) year term on the Board of Directors as the Immediate Past President.
- b) **President Elect.** In the absence of the President or in the event of the inability or refusal to act, the President Elect shall perform the duties of President, and when so acting, shall have all powers of and be subject to all restrictions upon the President. The President Elect shall also assist the President in carrying out any and all duties as the President may request. The President Elect shall have such other powers and duties as the board or Bylaws may prescribe. President Elect shall take office upon the expiration of the term of the President, or upon removal or resignation of the President.
- c) **President Elect-Elect.** The President Elect-Elect shall assist the President and President Elect in carrying out any and all duties as may be requested. The President Elect-Elect shall have such other powers and duties as the board or Bylaws may prescribe. President Elect-Elect shall take office upon the expiration of the term of the President Elect, or upon removal or resignation of the President Elect. The President Elect-Elect shall assist and support the leadership development within CREW. .
- d) **Immediate Past President.** The Immediate Past President shall serve a one (1) year term on the Board immediately following her tenure as President. Her role is to bring experience and serve as an advisor to the board on board matters. The Immediate Past President shall assist the President in carrying out any and all duties as the President may request.

- e) **Secretary.** The Secretary shall perform or cause to perform the administrative functions of the board; attend all board meetings; record or cause to be recorded all minutes of the meetings of the corporation and the board; distribute or delegate such distribution of the minutes to the board; keep or cause to be kept a record of attendance, copy of Bylaws and Articles of Incorporation, all correspondence related to the corporation, and a record of all activities of the corporation and board; act as the corporation's historian, and have such other powers and duties as the board or Bylaws may prescribe.

- f) **Treasurer.** The Treasurer shall perform or cause to perform all banking and accounting functions of the corporation. Banking functions shall include receiving all monies payable to the corporation; depositing receipts in bank(s) approved by the board in the name and to the credit of the corporation; disbursing funds upon authorization by the board; approving budget as incurred during the ordinary activities of the corporation and managing the corporation's bank accounts. Accounting functions shall include maintaining, or causing to be maintained, adequate accounts and financial reports; presenting no less than a quarterly report to the board as to the corporation's financial status; preparing an annual operating budget, preparing or causing to be prepared year-end financial statements and tax returns; and preparing and submitting a proposed annual budget to the board. The Board of Directors may call for an annual audit or review of the Treasurer's accounts as the board deems necessary. The Board of Directors shall determine the amount of bond, if any, to be posted by any Officer or Director who handles funds of the Organization. The Treasurer shall have such other powers and duties as the board or Bylaws may prescribe.

- g) **CREW Network Delegates.** CREW shall be an active participant in CREW Network and strive to support the policies of the federation. The CREW Network delegate(s) shall serve as the liaison between CREW Network and CREW Las Vegas, be responsible for promoting the activities of the national organization to the membership, and representing the interests of CREW Las Vegas within CREW Network. There shall always be a minimum of two (2) delegates who attend the conference and leadership summits. If one of the Network Delegates is unable to attend a council meeting, a replacement shall be selected by the Board of Directors.

ARTICLE IX COMMITTEES

9.1 Operating Committees. The Board of Directors of the corporation shall have Operating Committees focused on the following areas:

- a) Programs
- b) Membership
- c) Sponsorship
- d) Communications (Marketing & Media)
- e) Special Events
- f) CREW Cares (Community Service)

Other Operating Committees may be established or dissolved from time to time by resolution of the Board of Directors. The Board shall define the purpose and term of any such established committee. The total number of members of each committee shall be designated by the Committee Chairperson, but in no case shall any committee consist of less than three (3) members.

9.2 Minutes of Committee Meetings. Records of all meetings of committees shall be maintained by the committee chairperson.

9.3 Appointment of Committee Chairpersons. The Liaison from the Board of Directors may act as Committee Chairperson, or may submit the names of at least two (2) individuals to the President Elect to be considered for Committee Chairperson for the following year. The President Elect shall appoint the Committee Chairperson for the following year from the submitted names or any other interested members of the corporation. The Committee Chairpersons appointed by the President Elect shall be approved by the Board of Directors. Committee Chairpersons may delegate responsibility to committee members, as they deem appropriate. Committee Chairpersons are responsible for reporting the committee's activities to the Board Liaison.

9.4 Committee Goals and Objectives.

- a) **Programs Committee.** The Program Committee shall be responsible for coordinating regular programs for the year. It shall select topics for speeches and discussions; select speakers and discussion leaders, secure meeting locations, and prepare and handle all details incident to the preparation of meeting programs; publicize programs and individuals connected with programs, promote attendance at such meetings; and obtain sponsors to underwrite the cost of meetings.
- b) **Membership Committee.** The Membership Committee shall be responsible for seeking out and encouraging qualified individuals to apply for membership in CREW; processing membership applications; submitting recommendations for membership and the class of membership for each applicant to the Board of Directors for its review and approval; and acquainting new members with CREW.
- c) **Sponsorship Committee.** The Sponsorship Committee shall be responsible for raising funds for CREW programs, meetings and functions in the form of sponsorships as approved by the Board of Directors. This Committee shall also seek out opportunities for CREW to become more visible and involved in the local community and in the industry through fundraising/community partnership efforts.
- d) **Communications Committee.** The Communications Committee shall be responsible for both external and internal communications. The committee shall devise and conduct internal and external programs to publicize CREW, including but not limited to publishing the newsletter at least four times per year. This committee shall also establish a public relations program for publicizing CREW in any journal, periodicals, newspaper or other such media outlets.
- e) **Special Events Committee.** The Special Events Committee shall be responsible for planning and executing the corporation's annual charity event, and other such events as determined and established by the Board of Directors. It shall be responsible for securing event locations, preparing and handling all details incident to the preparation of the event, publicizing the event and promoting attendance at the event, and obtaining sponsors and donations to underwrite the cost of the event. In partnership with the CREW Cares Committee, the Special Events Committee shall select, through committee process, the charity or charities for that annual Special Event and make its recommendation to the Board of Directors for final approval.

- f) **CREW Cares Committee.** The CREW Cares Committee shall be responsible for representing CREW in the community by planning, conducting and evaluating the corporation's community service endeavors. The Committee shall be responsible for promoting the commercial real estate industry and CREW Las Vegas to the next generation of women leaders by being engaged in and relevant to the Las Vegas community; encouraging member participation in the committee's efforts as part of the overall goal of giving back to the community; and supporting each committee member's opportunity to develop leadership skills by participating in committee work. The CREW Cares Committee, in partnership with the Special Events Committee, shall select, through committee process, the charity or charities for that annual Special Event held by the Special Events Committee and make its recommendation to the Board of Directors for final approval.

- 9.5 **Action of Committee.** The actions of any Committee involving policy matters of budget shall be in the form of recommendations for consideration and approval by the Board of Directors.

ARTICLE X

NOMINATING PROCEDURES AND ELECTION OF THE BOARD

- 10.1 **Nominating Committee.** Nominations for the Board shall be made by the general membership to the Nominating Committee. The Nominating Committee shall be appointed no later than July 1 of each year. The members of the Nominating Committee shall be appointed by the President Elect and shall consist of at least three (3) members, at least one of whom shall be a board member other than the President Elect. The Nominating Committee shall ensure that a sufficient number of nominees are Full or Associate members. The Nominating Committee shall also ensure that the nominees are willing, able and fit the criteria to serve as a board member. Members of the Nominating Committee may not be nominated to run for the Board.
- 10.2 **Notification to Members of Nominations.** The Nominating Committee shall communicate the notice of the nomination process to the general membership. Members may be nominated by membership, or may self-nominate, by written or electronic mail, provided that the nominee meets the eligibility requirements set forth in these Bylaws. Nominations for the Board vacancies shall be actively solicited by the Nominating Committee from qualified members, and a written announcement of the Board vacancies shall be mailed to all members no later than August 1 of each year.
- 10.3 **Qualifications for Office.** To be considered for a position on the Board of Directors, a nominee must be an active member in good standing of CREW Las Vegas, at the Board's discretion, for a minimum of one (1) year prior to the start of her elected term. A minimum of seventy-five percent (75%) of the Board of Directors shall be classified as Full or Associate members.
- 10.4 **Voting.** Voting for election of directors shall be by mail or electronic mail pursuant to Section 6.5. The Secretary, or a person other than the Secretary as determined and approved by the Board of Directors, shall prepare a formal ballot and communicate the notice of elections to the general membership. The ballot shall include all nominee names, listed in alphabetical order, and shall indicate the number of open positions that, at a minimum, shall be filled by Full or Associate members. Such ballots shall be accompanied by voting instructions and notification of the time at which such ballots must be returned. Members shall have as many votes as there are positions to be filled. Unless otherwise approved by the Board, all elections for Directors shall be by secret written ballot. Members shall have a minimum of fifteen (15) days within which to cast their ballots. Such period shall be prescribed by the Board each

year, but in no event shall the voting period extend beyond September 15 of each year. To be eligible for counting, ballots must be returned prior to the cutoff period, and any ballots received after such cutoff period shall be void. Only members eligible pursuant to Sections 3.5 and 4.4 herein shall be entitled to vote, and any votes from members not so eligible shall not be counted. Election results shall be announced at the first meeting of the members after such results are determined.

10.5 Tie Votes. In the event of a tie vote, the election shall be determined by the Board of Directors.

10.6 Other Procedures. The Board of Directors may by resolution prescribe such other procedures as may be necessary or appropriate for the conducting of elections; provided, however, that such procedures must be consistent with the Bylaws of CREW.

10.7 President Elect-Elect. The President Elect-Elect shall be the only position to be nominated and elected by the Board of Directors. Before elections each year, the outgoing board shall select the President Elect-Elect for the following year. Any member who has served a minimum of one (1) term on the board prior to the start of her elected term may be nominated or may self-nominate for the position of President Elect-Elect. In the event there is only one nominee, the nominee must be approved by two-thirds (2/3) of the Board of Directors. If there is more than one nominee, the President Elect-Elect shall be determined by a majority vote of the Board. Voting held by the Board of Directors in relation to the President Elect-Elect shall be performed anonymously.

10.8 President Elect. The position of President Elect shall automatically be filled by the President Elect-Elect.

10.9 President. The position of President shall automatically be filled by the President Elect.

10.10 Immediate Past President. The position of Immediate Past President shall automatically be filled by the President.

10.11 Officers and Board Liaisons. Officer and Board Liaison positions shall be made up of the incoming elected directors. At the regular end-of-year meeting with the outgoing and incoming board members, the President shall appoint each Director to an Officer or Board Liaison position, to be approved by the outgoing Board of Directors.

ARTICLE XI PARLIAMENTARY AUTHORITY

11.1 Rules. The rules of parliamentary procedure set forth in Robert's Rules of Order on Parliamentary Procedure, newly revised, shall govern all proceedings of the corporation pertaining to any inconsistencies with these Bylaws, Articles of Incorporation or Resolution of the Board of Directors.

ARTICLE XII FISCAL YEAR

12.1 Fiscal Year. The fiscal year of CREW shall be from January 1st through December 31st.

ARTICLE XIII
USE AND DISPOSITION OF CORPORATE ASSETS

- 13.1 Contracts.** The Board of Directors may authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority shall be confined to specific acts.
- 13.2 Checks and Drafts.** All checks, drafts and other orders of payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall require signatures by such officers as determined by the Board of Directors; provided, however, that the President and the Treasurer shall be duly authorized signatories. No committee shall exceed its committee's budget for the year by One Hundred and No/100 Dollars (\$100.00) unless authorized and approved in advance by the Board of Directors.
- 13.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks and trust companies as designated by the Board of Directors.
- 13.4 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any specific or special purpose of the corporation.
- 13.5 Use and Disposition of Corporate Assets.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the distribution or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or similar Federal tax law). The funds and assets of the corporation shall be dedicated to the purposes for which it is formed and should the corporation be liquidated, dissolved or otherwise cease business, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities and obligations of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific or philanthropic purposes, as shall at that time qualify as an exempt organization or organizations under 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or similar Federal tax law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court having jurisdiction in the county in which the principal office of the corporation is located, to such corporation or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons.
- 13.6 Bonding.** The board may require the bonding of any officer, director, or committee member, and authorize the expenditure of funds of the corporation to pay the premiums for any such bond.

ARTICLE XIV
BOOKS AND RECORDS

- 14.1 Books and Records.** The corporation shall keep correct and complete books and records of accounts. The corporation shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any authority from the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.
- 14.2 Income Statement and Budget.** The Board of Directors shall approve issuance of a summary income statement and profit and loss statement for the corporation on an annual basis, which shall be available to the membership. In addition, a summary budget as approved by the Board of Directors shall be available to the membership.

ARTICLE XV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

- 15.1 Indemnification.** The Corporation shall indemnify its current or former officers and directors for any expenses or costs, or other actions authorized under Sections 82.196 et seq of the Nevada Revised Statute (“NRS”), actually and necessarily incurred by her in connection with any claims asserted against her, by action in court or otherwise, by reason of her being or having been such director or officer, except in relation to matters in which she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is sought; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions. The indemnification and advancement of expenses provided by or granted pursuant to this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- 15.2 Insurance.** The Corporation may purchase and maintain insurance on its behalf and on behalf of its officers and directors against any liability asserted against such persons and incurred by such persons in any capacity as described in said statutory provisions, or arising out of such persons’ status as described in said statutory provisions, whether or not CREW would have the power to indemnify such persons against such liability under the laws of the state of Nevada.

ARTICLE XVI
AMENDMENTS

- 16.1 Amendment to Bylaws.** The Board of Directors may act by a vote of two-thirds (2/3) of the Board of Directors, or a petition may be presented by twenty percent (20%) of voting members, to alter, amend, restate or repeal the Bylaws; provided, such proposed amendment, revision, or new Bylaws shall have been presented in writing to each director at least thirty (30) days prior to the meeting in which action will be taken on the same, which then shall be presented to membership of the corporation for approval pursuant to Section 6.5. Amendments to the Bylaws shall be effective and binding.

ARTICLE XVII
VOLUNTARY DISSOLUTION

17.1 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 Nevada Nonprofit Corporation Act, first to pay liabilities and obligations of the corporation and thereafter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors. CREW shall use its funds only to accomplish the purposes of CREW and no part of said funds shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons.

ARTICLE XVIII
GENERAL POWERS

18.1 General Powers. This organization is a Nevada Nonprofit Corporation pursuant to the NRS, as amended. The property and business of this organization shall be managed by its Board of Directors, which shall have all rights as a board of directors under the NRS, as amended. In addition to the powers and authority expressly conferred on it by the Bylaws, the Board of Directors may exercise all powers of this organization and do all such lawful acts and things not prohibited by law, the Articles of Incorporation, or by these Bylaws.

18.2 Corporation Status. The Board of Directors shall make every effort to qualify the Organization as a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), at all times and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Organization, voluntary or involuntary or by operation of law, or any other provisions hereof:

- a) The Organization shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation as described in Section 501(c)(6) of the Code, nor shall the Organization engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(6) of the Code.
- b) The Organization shall never be operated for the primary purpose of carrying on a trade or business for profit.
- c) At no time shall the Organization engage in any activities that are unlawful under the laws of the United States of America, the State of Nevada, or any other jurisdiction in which its activities are conducted.

- d) No solicitation of contributions to the Organization shall be made; and no gift, bequest, or devise to the Organization shall be accepted, upon any condition or limitation that, in the opinion of the Board of Trustees, may cause the Organization to lose its federal income tax exemption.
- e) Pursuant to the prohibition contained in Section 501(c)(6) of the Code, no part of the net earnings, current or accumulated, of the Organization shall ever inure to the benefit of any private individual, except that the Organization may pay reasonable compensation to persons for services rendered.

Article XIX

OTHER PROVISIONS

- 19.1 Controlling Law.** These Bylaws shall be governed by, and construed in accordance with, the laws of the State of Nevada, without giving effect to the principles of conflicts of law thereof.
- 19.2 Severability.** The provisions of these Bylaws shall be deemed severable, and the invalidity or unenforceability of any one or more of the provisions shall not affect the validity or enforceability of any other provision.
- 19.3 Headings.** The section headings in this Agreement have been inserted for purposes of convenience and shall not be used for interpretive purposes.
- 19.4 Number and Gender.** Whenever used in these Bylaws, the singular shall include the plural and the plural shall include the singular, and the neuter gender shall include the male and female, all as the context and meaning of the Bylaws may require.

ARTICLE XX

REGISTERED AGENT

- 20.1 Registered Agent.** The current registered agent of this organization shall be Alternative Management. The registered agent may be substituted from time to time by the Board of Directors.
- 20.2 Attorney.** The Board of Directors may designate an attorney licensed to practice law in the State of Nevada to serve as counsel to CREW, who may be a Member and Officer.

SECRETARY'S CERTIFICATE

The undersigned, Secretary of Commercial Real Estate Women of Las Vegas, a Nevada Nonprofit Corporation, does hereby certify that the foregoing Bylaws are the Bylaws of this corporation, as adopted at a meeting of the members held on the ____ day of _____, 2020.

These Bylaws are in effect as of June 1, 2020.

Kari Golden, Secretary