



BYLAWS

CREW Nashville

CREW Nashville, maintaining the highest standards of ethics and integrity, shall serve to further enhance the role of women in the commercial real estate profession and their leadership contribution to the growth and future of Nashville and the Middle Tennessee commercial real estate market.

BYLAWS OF CREW NASHVILLE

Article 1: Offices

1.01 Name. The name of the organization (the "Corporation"), as set forth in its Amended Articles of Corporation, shall be "Commercial Real Estate Women of Nashville". The Corporation may also be referred to as "CREW Nashville".

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

1.03 Offices. The principal office of the Corporation shall be at the office of Commercial Real Estate Women of Nashville, c/o Highwoods Properties, 3322 West End Avenue, Suite 600, Nashville, TN 37203 or as otherwise designated by the Officers of the Board.

Article 2: Mission and Goals

2.01 Mission. The Corporation's primary purpose is to encourage and support women actively involved in the diverse field of commercial real estate with a visionary, beneficial, and responsive organization. The Corporation shall create opportunities for:

- networking and communication
- member education
- leadership development
- business development
- civic and community involvement and
- awareness of public policy concerns

The Corporation, maintaining the highest standards of ethics and integrity, shall serve to further enhance the role of women in the commercial real estate profession and their leadership contribution to the growth and future of Nashville and the greater Middle Tennessee commercial real estate market.

2.02 Goals. Primary goals of the Corporation shall be to unite the members into a networking force to increase and enhance each member's circle of influence and contact within the greater Nashville and Middle Tennessee area as well as nationally, and to further expand this influence by interacting with other professional organizations in the region and through the affiliation with CREW Network (the global organization). The Corporation shall also be proactive in promoting and maintaining an environment conducive to the development of leadership skills and mentoring.

2.03 Affiliation. The Corporation functions as an affiliate Chapter of the Commercial Real Estate Women Network ("CREW Network") and will follow the organizational bylaws and procedures set forth by CREW Network and the CREW Network board.

2.04 Equal Opportunity. The Corporation adheres to equal opportunity standards. It is committed to a policy that encourages professional membership without regard to race, color, religion, sex, marital status, national origin, disability, gender or age.

2.05 Limitations. The purposes for which the Corporation is organized and operated shall be to engage exclusively in such activities as qualify it as an organization described in Section 501 (c) (6) of the Internal Revenue Code of 1986, as amended, as it now exists or may hereafter be amended (the "Code") and exempt from taxation under Section 501 (a) of the Code. Such Purposes for which Corporation is organized include only those purposes that are permitted under Section (c)(6) of the Code, including but not limited to those purposes stated in Section 2.01. The Corporation shall be a nonprofit corporation under the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. § 48-51-101, et seq. (the "Tennessee Code").

Article 3: Membership

3.01 Membership Disciplines. Membership shall be open to applicants who have current direct involvement in the Qualified Fields of Commercial Real Estate.

3.02 Definition of Qualified Fields of Commercial Real Estate. "Qualified Fields of Commercial Real Estate" shall include the fields identified as such by the Board, so long as the services provided relate to Commercial Real Estate. For purposes of the foregoing "Commercial Real Estate" shall mean income-producing real property and real property held for investment. The following shall not be considered commercial real estate, but instead shall be considered residential real estate: (i) services rendered in connection with one to four-family residential units, (ii) on-site management of multi-family properties, and (iii) builders of one to four-family residential units. In making such determinations, the Board may refer to the specified fields used by CREW Network.

(a) "Current Direct Involvement" means that the applicant (1) currently works in and is actively engaged either exclusively or primarily in Commercial Real Estate (i.e., all or most of the applicant's gainful employment or major source of income is in Commercial Real Estate), and (2)(i) promotes and contributes to the financial well-being of the applicant's company, (ii) holds a managerial, senior level, professional, principal, or revenue-generating position, (iii) is in a decision-making position, or (iv) otherwise participates at a professional level in a Qualified Field of Commercial Real Estate. With respect to Student Members, "Current Direct Involvement" means that the applicant is enrolled full-time (that is, twelve (12) credit hours or more) in an undergraduate or graduate degree program in a college or university intended to lead to a career in one of the commercial real estate disciplines listed in subsection (b) below. With respect to Affiliate Members, "Current Direct Involvement" means applicant who has five (5) consecutive years of experience (in a field related to commercial real estate) and is currently employed in a position whose primary professional responsibilities relate to, benefit or support commercial real estate, and supplies a service or physical product related to commercial real estate.

(b) "Primary Disciplines" shall be defined as members who have current direct involvement in any of the following primary disciplines of commercial real estate listed below:

- (i) Accounting
- (ii) Acquisitions/Dispositions
- (iii) Appraisal
- (iv) Architecture
- (v) Asset Management
- (vi) Brokerage
- (vii) CRE Business Development (100% CRE firm only)
- (viii) Commercial Insurance
- (ix) Commercial Lending
- (x) Construction Management/General Contracting

- (xi) Consulting
- (xii) Corporate Real Estate
- (xiii) Cost Segregation
- (xiv) Economic Development
- (xv) Education
- (xvi) Engineering
- (xvii) Environmental
- (xviii) CRE Executive
- (xix) Facility Management
- (xx) Finance
- (xxi) CRE Human Resources
- (xxii) Interior Design/Space Planning
- (xxiii) Investment Management
- (xxiv) Investor Relations
- (xxv) Land Use Planning & Zoning
- (xxvi) Land Surveying
- (xxvii) Law
- (xxviii) Market Research
- (xxix) Program Management/Project Management
- (xxx) Property Management
- (xxxi) Public Sector
- (xxxii) Quasi-Governmental Transportation and Port Authorities
- (xxxiii) Real Estate Development
- (xxxiv) Relocation Services, Corporate
- (xxxv) Risk Management
- (xxxvi) Title/Escrow

(c) "Secondary Disciplines" shall be defined as members who qualify as Student Members, Affiliate Members, or Legacy Members.

(d) In considering applicants under subsection (a) above, the Board will endeavor to maintain the total membership in a ratio of eighty percent (80%) in primary disciplines, and twenty percent (20%), in the aggregate, in secondary disciplines, and further to limit affiliate members to no more than 10% of total membership. The Board will also endeavor to maintain the primary discipline membership at a minimum of seventy-five percent (75%) Full Members and a maximum of twenty-five percent (25%) Associate Members (each, a "Ratio" and together the "Ratios"). The Ratios may vary temporarily from time to time, and if they do, the Board shall use its reasonable efforts to restore the Ratios.

(e) The ratios shall be monitored by the Secretary.

(f) The Commercial Real Estate primary and secondary disciplines referenced in subsections (b) and (c) above may be modified, expanded, or deleted as may be deemed necessary or advisable from time to time by the Board. In addition, any recommendation by the Board to re-categorize disciplines as primary or secondary must be approved by vote of the members as provided in Section 5.05.

(g) The Board may also consider and approve for membership an applicant who is a member of another member organization in the CREW Network (as hereinafter defined) requesting a transfer to the Corporation (a "Transfer Applicant") meeting the following qualifications:

- (i) The Transfer Applicant must meet the qualifications for membership set forth in these Bylaws;

- (ii) The Transfer Applicant must submit a written application and one sponsorship letter from a member in Good Standing in the Transfer Applicant's member organization (in lieu of local sponsors and references);
- (iii) The Transfer Applicant must be a member in Good Standing in the Transfer Applicant's current member organization; and
- (iv) The Transfer Applicant must pay a prorated portion of the Corporation's annual local membership dues calculated from the date of the application through the end of the calendar year and must pay a non-refundable transfer fee (in lieu of the application fee referred to in subsection (g) in an amount, if any, determined by the Board from time to time.

(h) If a member serving in such a position who was admitted under subsections (a) or (b) above changes professions and is no longer eligible under subsections (a) or (b), the member must resign or be removed from such office.

(i) An applicant shall submit a written application and either one written endorsement from a current member or the contact information for a current member who will provide an oral endorsement to the application reviewer, together with a non-refundable application fee in an amount determined by the Board from time to time. The application reviewer will make a record of any oral endorsement by a current member. An applicant submitting as a "Student Member" shall not be required to submit written endorsement, but shall submit an official transcript to confirm full time student status and to demonstrate commercial real estate career intent. Questions about applications and qualifications shall be resolved by the Board in its discretion.

(j) All applicants shall be subject to final approval by the Board, which may approve or disapprove in its sole discretion. Upon acceptance, new members must submit annual dues as required by Article 4 and thereafter have access to all member benefits.

3.03 Membership Categories. The Corporation shall have five categories of members, as follows:

3.03.1 Full Members. A "Full Member" is one who (i) has a minimum of five (5) consecutive years of experience (which need not immediately precede the date of application) in a Qualified Field of Commercial Real Estate; (ii) has been accepted pursuant to Section 3.01; and (iii) is current on fees and dues. A Full Member may vote on all matters submitted to the membership for voting, sponsor applicants for membership, serve on Committees, and serve as an Officer and/or Director, and have such other rights as are granted by these Bylaws.

3.03.2 Associate Members. An "Associate Member" is one who (i) has less than five (5) consecutive years of experience in a Qualified Field of Commercial Real Estate; (ii) has been accepted pursuant to Section 3.01; and (iii) is current on fees and dues. Associate Members shall have all of the rights and privileges of Full Member, except that: (i) they are required to serve and actively participate on at least one Committee each year, (ii) in consideration of their relative newness to the profession and to the Corporation, they may not serve on the Nominating Committee, the Board, or, during the first two (2) years of membership, nominate from the floor or vote on matters brought before the membership for a vote, and (iii) they must have served as a Committee member for two (2) full years before becoming eligible to serve as a Committee Chair. Associate Member activities and limitations shall be in accordance with policies and procedures developed by the Board and designated Committees from time to time.

3.03.3 Student Members. A “Student Member” shall be one who has been accepted under the applicable criteria of Section 3.01. A student member need not have any years of job experience in Commercial Real Estate. Student Members shall have all of the rights, privileges and obligations of Full Members, except that: (i) they must perform at least eight (8) hours of volunteer work for the Corporation; (ii) they may not serve on the Nominating Committee, the Board or as a Committee Chair, and (iii) they shall cease to be eligible for membership if they cease to be full-time students or candidates pursuing careers in Commercial Real Estate. The Board, or any Committee to which responsibility is delegated by the Board, shall establish, maintain and revise policies and procedures for Student Members from time to time in its discretion.

3.03.4 Legacy Members. A “Legacy Member” may be either (i) a former Full Member or Affiliate Member who has retired from full-time engagement in the member’s discipline, or (ii) a non-member whom the Board determines in its discretion has retired from full-time engagement in Commercial Real Estate, but who wishes to become engaged in the activities of the Corporation and to contribute to the purposes of the Corporation. The Board shall have the discretion to assess dues for Legacy Members at a discounted rate.

3.03.5 Charter Members. “Charter Members” are those members who first started the Corporation. The Board shall have the discretion to assess dues for Charter Members at a discounted rate. The Charter Members are Diane Adcock, Barbara Boone, Catherine (Chuck) Collins, and Debra Viol.

3.03.6 Affiliate Members. An “Affiliate Member” shall be one who has been accepted under the applicable criteria of Section 3.02(a). Affiliate Members are voting members and may serve as Committee Chairs, but may not serve as President-Elect or President or on the Nominating Committee. Qualified Fields for Affiliate Members shall include the following:

1. Furnishings (carpet, furniture, art)
2. Janitorial service & supplies
3. Landscaping
4. Painting
5. Property Maintenance
6. Roofing
7. Subcontractors
8. Vertical Transport
9. And others

3.04 Good Standing. To be a member in “Good Standing,” a member must meet all of the following criteria:

3.04.1 Be current on all dues and fees.

3.04.2 Endeavor to uphold standards and behavior befitting a professional person to enhance and promote the image of career minded persons in the business environment and in the community.

3.04.3 Voluntarily participate in the Corporation by serving on a Committee and/or attending events. To maintain voting rights, a member otherwise in Good Standing must attend at least three (3) qualified events (as designated by the Board) in the immediately preceding twelve (12) month period.

3.05 Reinstatement. An inactive member (e.g. a previous member who let their membership lapse during a prior membership term) or a member who was previously terminated as set forth in Section 3.06 who is seeking reinstatement as a current member shall notify the Secretary, complete a new application form and pay all applicable dues, assessments, fees or other charges that are currently due. Upon completion of these requirements, the Board may, by an affirmative vote of two-thirds (2/3) of the members of the Board, reinstate such person's membership.

3.06 Termination of Membership. The Board, by a majority of all the members of the Board, may terminate the membership of any member that is (a) a member who is not in Good Standing, or (b) if it is determined, in the sole discretion of the Board, to be in the best interest of the Corporation. When this occurs, for any reason other than failure to remit dues by the deadline, as stated in Section 4.01, such member shall be given notice by certified mail and electronic mail to the member's last known address at least thirty (30) days prior to the meeting at which the Board is to act on the member's proposed termination. At that meeting the member shall have the right to be heard by the Board prior to its vote on the proposed termination. The fact and date of termination of any member shall be recorded in the membership records.

3.07 Resignation. Any member may resign by submitting a written resignation to the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments, or other charges.

Article 4: Member Dues and Charges

4.01 Dues. Annual dues for each class of membership in the Corporation shall be determined annually by the Board for the ensuing year and announced to the membership. In determining the amount of annual dues, the Board shall take into account the advice of the Treasurer, and shall also take into account the amount, or estimated amount, of the dues that the Corporation will be required to pay to CREW Network. The Corporation shall send or cause to be sent an invoice for dues or notice of invoice availability to each member annually. Failure to remit dues by the due date determined by the Board shall be grounds for termination of membership. Dues for new members joining after July 1 shall be charged a discounted share of the annual dues for the balance of the calendar year in which they join, as established by CREW Network and/or the Corporation. Membership dues are non-refundable.

4.02 Term. The term of membership for all members will expire annually on December 31.

4.03 Charges. Each member shall pay all charges incurred by such member as and when incurred. The Board may take such actions to enforce this provision, including termination, as it deems advisable.

4.04 Ownership of Membership. Membership approvals are based on an individual's qualifications and experience; therefore the membership belongs to the individual, not to the company or employer of the individual. Memberships shall not be transferred from person to person.

Article 5: Meetings and Members

5.01 Annual Meeting. The annual meeting of the membership shall be held on such date as is determined by the Board for the purpose of announcing the slate of Officers and Directors for the following year (if not announced via electronic delivery), reviewing the financial status of the Corporation and/or such other matters as determined by the Board. The Board shall designate the date and place for the annual meeting of the membership and shall cause notice of that meeting to be sent not less than seven (7) days before the scheduled date to each member.

5.02 Regular Meetings. The Corporation shall meet every quarter or upon such other frequency as determined in the discretion of the Board on dates determined by the Board. Special meetings of the Corporation may be called by the Board at its discretion.

5.03 Place of Meetings. The Board may designate any place as the place of meeting for any regular meeting or special meeting.

5.04 Notice of Meeting. Electronic, written or printed notice stating the place, date and hour of any meeting of members may be delivered to each member entitled to attend such meeting, not less than five (5) days before the date of such meeting, by or at the direction of the President or majority of the Board, or the Officers or persons calling the meeting.

5.05 Quorum. A simple majority of members present and entitled to vote at a regular or special meeting shall constitute a quorum at such meeting.

5.06 Voting Methods. Eligible members may vote by proxy, by an instrument in writing executed by that member, appointed to act on behalf of the member for one or more matters at a particular meeting or meetings of members, including all adjournments thereof. A facsimile, electronic mail or similar communication appearing to have been transmitted by such person, or a photocopy or equivalent reproduction of a writing appointing a proxy, or an online or electronic submission of vote, is a sufficient writing. No appointment of a proxy shall be valid after the expiration of one month after it is made unless the writing specifies the date on which it is to expire or the length of time it is to continue in force. Eligible members may vote by absentee ballot by delivering the ballot, in advance of the meeting of members, to any Officer of the Corporation in person, by ordinary mail, facsimile, electronic mail or similar communication or via a delivery service. Eligible members shall each be entitled to one vote on all matters. Cumulative voting shall be prohibited.

Article 6: Board

6.01 Management. The power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board, which shall be responsible for transacting all business, approving all expenditures and carrying out the goals, objectives and policies of the Corporation. Directors shall receive no compensation.

6.02 Officers. The "Officers" of the Board shall initially consist of President, President Elect, Immediate Past President, Treasurer and Secretary. Each Officer must have been a member in Good Standing for a minimum of two (2) years and have previously been on the Board.

a. **President and President-Elect.** The President shall be the chief executive officer of the Corporation and shall administer and exercise general supervision over all its affairs. The President shall become the Past President of the Corporation for the term succeeding the term which the member served as President. The President, and in the absence of the President, the President-Elect, shall preside at all meetings of the Corporation and at all meetings of the Board and shall discharge any other duties the Board may require. The President-Elect shall become the President of the Corporation for the term succeeding the term on which the member served as President-Elect. The President and President-Elect shall represent the Corporation as delegates to CREW Network and attend, or make arrangements for an alternate approved by the Board and CREW Network (if required) to attend, all CREW Network council meetings during their terms.

b. **Immediate Past President.** The Immediate Past President shall provide advice and counsel to the President and, in the absence of both the President and President-Elect, shall

preside at meetings of the Corporation and the Board. The Immediate Past President shall chair the Nominating Committee.

c. Treasurer. The Treasurer shall keep and maintain all financial records of the Corporation and shall be responsible for the funds of the Corporation, shall make such reports as the Board may require, shall develop an annual budget; and shall discharge any other duties the Board may require. The Treasurer shall also serve as Chair of the Finance Committee, if one exists.

d. Secretary. The Secretary shall be appointed by the Board of Directors and shall (i) be responsible for recording the minutes of all meetings of the Board; (ii) be the custodian of all minutes, and other documentation necessary for the functions of the Corporation; (iii) maintain membership records; (iv) send notices of and distribute minutes of all meetings; (v) conduct correspondence of the Corporation; and (vi) perform such duties as required of a secretary under the Tennessee Code.

6.03 Board. The Board shall consist of the Officers, along with no fewer than four (4) and not more than eleven (11) persons eligible to serve as “Directors.” Additional Board positions may be created or deleted by the Board. Members who are eligible to serve on the Board must be Full Members, who have been a member in Good Standing for at least two (2) years at the time of the election and have previously served on a Committee. Officers and Directors shall be nominated by the Nominating Committee and shall serve once elected as set forth in Section 8.01. Members in good standing who served on the Executive Committee of WCRE for the period of July 2018-December 2019 shall be deemed to have met eligibility requirements for serving on the Board of Directors and/or as officers of CREW Nashville.

6.04 Term. The Officers shall each serve one (1) year terms beginning on January 1 after election. Directors shall serve two (2) year terms, which shall be staggered terms beginning on January 1 after election. In each election, successors to Directors with expiring terms shall be elected to two (2) year terms. Terms on the Board shall be limited to six (6) years in succession (or up to seven (7) years if three (3) of those years are as President-Elect, President and Immediate Past President). Term limits shall begin upon ratification of these Bylaws.

6.05 Removal. The Board, by the vote of a simple majority, may remove any Officer or Director from office for good cause. In addition to removal for good cause, (a) the failure of a Director to remain in Good Standing or (b) a Director’s failure to attend, without an excuse approved by the President, two (2) consecutive regularly scheduled meetings of the Board or fifty percent (50%) or more of the total Board meetings in one year, shall constitute a basis for removing that Director from the Board. Written notice shall be given to any person whose continued service in office has been called into question at least seven (7) days in advance of the meeting at which removal is to be considered by the Board. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board before the vote on removal.

6.06 Resignation and Vacancy. Any member of the Board shall have the right to resign from the Board by giving written notice thereof to the President. Whenever a vacancy occurs on the Board, the President shall fill the vacancy without undue delay, subject to approval by a simple majority vote of the remaining members of the Board, at its regular meeting or at a special meeting called by the President for that purpose. Each member of the Board so chosen shall hold office for the remainder of the term of the resigning member. Any vacancy of the Immediate Past-President shall be filled by the President; provided, however, the President shall give deference to the most recent prior Presidents for the Corporation. If the President position becomes available a replacement President will be appointed by the Board, giving deference to filling the vacancy with a prior President.

6.07 Place of Meetings. Meetings of the Board, regular or special, may be held either inside or outside the state of Tennessee. The place of meeting shall be as determined by the Board prior to such meeting.

It shall be the responsibility of the President to make or cause to be made arrangements for each board meeting. The President, or person designated by the President, shall advise the Secretary of the location of each meeting in order that the Secretary can provide Board members with timely and appropriate notification.

6.08 First Meeting. The first meeting of each newly elected Board shall be held with within two (2) weeks of election, further notice to be decided by the President.

6.09 Regular Meetings. Regular meetings of the Board may be held with ten (10) days' notice at such time and place as shall from time to time be determined by the Board. Meetings of the Board shall be in accordance with "Robert's Rules of Order" {Parliamentary Procedure} or a modification thereof.

6.10 Special Meetings. Special meetings of the Board may be called by the President or by a majority of the Directors without notice at such time and place as shall from time to time be determined by at least a majority of the Board. Any special meetings of the Board shall be in accordance with "Roberts Rules of Order" {Parliamentary Procedure} or a modification thereof.

6.11 Quorum of and Action by Directors. A majority of the number of Directors fixed by, or in the manner provided in, these Bylaws shall constitute a quorum for the transaction of business, unless a different number or portion is required by these Bylaws. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute or these Bylaws.

6.12 Procedure. The Secretary shall keep regular minutes of the Board's proceedings. The minutes for the preceding meeting shall be submitted for approval by the Board and the approved minutes shall be signed by the Secretary.

6.13 Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting at the direction of the President if a consent in writing, setting forth the action so taken, is signed by two-thirds (2/3) of the members of the Board at the next meeting following such action. Such consent shall have the same force and effect as a simple majority vote at a meeting of the Board.

6.14 Debt Limitations. No loans shall be contracted for or on behalf of Corporation, and no evidences of indebtedness shall be issued in its name unless it is authorized by a two-thirds (2/3) vote of the members present and entitled to vote at a regular or special meeting where a quorum is present. The foregoing shall not be deemed to prohibit incurring customary trade payables, including but not limited to meeting and event expenses.

Article 7: Committees

7.01 Nominating Committee. The Board shall appoint a Nominating Committee to be comprised of five (5) members as follows, all of whom must be Full Members or Legacy Members who have been members in Good Standing for at least two (2) years: the President, the President-Elect, the Immediate Past-President (who shall be Chair), one (1) Full Member, not on the Board who is appointed by the Board and one (1) Full Member, not on the Board, appointed by the Immediate Past President. No later than August 31st each year, the Nominating Committee shall select from those Full Members who are in Good Standing (according to Sections 3.04 and 6.03) who have expressed a willingness to serve on the Board a slate which shall include Officers to serve during the upcoming calendar year and Directors to replace those whose terms are expiring to serve for the following two (2) calendar years. The Nominating Committee shall notify the general membership of such selections no later than the earlier of September 30 or seven (7) days prior to the vote to be held for the approval of such slate. Such notice may be by meeting of the

general membership called for such purpose, by mail, electronic mail, or such other method approved by the Nominating Committee. A valid election of the proposed slate requires a response by at least twenty-five percent (25%) of the members, of whom two (2) must be members of the Board, and approval by a simple majority. If the slate is disapproved, then the Nominating Committee shall select a replacement slate of Officers and Directors, repeating the process outlined above until a slate of Officers and Directors is elected to serve.

7.02 Committees. The Board may from time to time appoint one or more additional Committees to consist of not less than three (3) members and may authorize the delegation to any such Committee of any authority of the Board. The Board may appoint one or more Directors as liaisons of any such Committee who may attend any meeting of the particular Committee and report the activities of the Committee to the Board. The duties of the Committees shall be defined from time to time by the Board. Chairs of the Committees shall be appointed by the President. These Chairs shall serve a term of one (1) year and may be reappointed for subsequent terms.

7.03 Meetings and Quorum. Meetings of any Committee shall be held on an as-needed basis as determined by the Board or the Chair of the Committee, but at least once annually, on a date and at a place designated by the Chair of the Committee. Attendance at meetings of any Committee shall be open to all members of the Corporation; however, only Committee members shall be eligible to vote at these meetings. The presence of a simple majority of the members of the Committee shall constitute a quorum.

7.04. Special Committees. The President may appoint such other Committees as are necessary to transact the business of the Corporation.

7.05 Constraints and Accountability. All actions of the Committees shall be subject to the approval of the President. No commitments on behalf of the Corporation may be made by the Chairs or members of the Committees without the prior approval of the Board.

7.06 Vacancy and Removal. In the event of a vacancy in the Chair of a Committee, the President shall appoint an individual to serve out the unexpired term. The President at the President's discretion may remove from office any Chair or member of a Committee.

Article 8: Fiscal Year

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

Article 9: Indemnification

9.01 Indemnification. In the event that any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees (and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement), actually and reasonably incurred by such person in connection with such action, suit, or proceeding by reason of the fact that such person is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a delegate to the CREW Network, then, unless such indemnification is ordered by a court, the Corporation shall determine, or cause to be determined, in the manner provided under Tennessee law whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in Tennessee law; and, to the extent it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified to the fullest extent now or hereafter permitted by Tennessee law. The foregoing indemnification shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, or any agreement, vote of members or disinterested Directors, or otherwise, both as to action in such persons'

official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer or delegate, and shall inure to the benefit of the heirs, executors, and administrators of such a person. To the extent permitted by Tennessee law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer or was serving at the request of the Corporation as a delegate to CREW Network.

Article 10: Waiver of Notice

10.01 Means of Notice. Whenever any notice is required to be given to any Director, Officer or member under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Tennessee Code, such notice shall be in writing and may be delivered in person, by facsimile, by electronic mail and displayed on the Corporation's official web site, by U.S. Mail or by overnight courier. Notices delivered in person shall be deemed delivered when received. Notices delivered by facsimile or electronic mail shall be deemed delivered on the day sent, if sent before 5 p.m. on a business day, or if sent after 5 p.m. or not on a business day, on the next business day. Notices sent by U.S. mail shall be deemed delivered three (3) days after deposit. Notices sent by overnight courier shall be deemed delivered in the next business day after deposit.

10.02 Waiver of Notice. Whenever any notice is required to be given to any Director, Officer or member under the provisions of these Bylaws, under the provisions of the Articles of Incorporation, or under the provisions of the Tennessee Nonprofit Corporation Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

Article 11: Amendment to Bylaws

11.01 Amendment to Bylaws. Amendments to these By-Laws or the Articles of Incorporation may be proposed by the Board or by a petition of twenty percent (20%) of the members eligible to vote. Proposed amendments must be received by the President and the Secretary thirty (30) days or more preceding the regular monthly meeting at which the proposed amendment is to be considered. Proposed amendments shall be distributed and notice made to the voting members fifteen (15) days or more preceding the meeting in which action will be taken on same. These By-Laws or Laws or the Articles of Incorporation may be amended at any meeting where a quorum is present or by written or by mail vote (including regular U.S. mail, facsimile, or electronic mail), pursuant to the voting rights stated in Section 5.05. Amendments to these By-Laws shall be effective and binding upon adoption. Amendments to the Articles of Incorporation shall be effective and binding upon filing the same with the Tennessee Secretary of State.

11.02 Voluntary Dissolution. The Corporation may be dissolved and its affairs wound up if the Board adopts a resolution recommending dissolution and, following written notice as required by law, a resolution to dissolve the Corporation is approved by 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 Tennessee Code, first to pay liabilities and obligations of the Corporation and thereafter to any non-profit, tax exempt or charitable organization (as defined in Section 501(c)(3), Internal Revenue Code of 1954, as amended) as the Board shall designate.

Article 12: Miscellaneous

Captions and headings throughout these Bylaws are inserted only as a matter of convenience and are not to be given any effect whatsoever in construing these Bylaws. As used herein, words of masculine, feminine or neutral gender shall mean and include the correlative words of the other genders, and words used herein imparting a singular number shall mean and include the plural number and vice versa. All references to

these Bylaws to numbered sections, articles and/or paragraphs are references to the sections, articles and/or paragraphs hereof, unless otherwise expressly designated in context.