

COMMERCIAL REAL ESTATE WOMEN OF ST. LOUIS

Amended and Restated Bylaws

(Amended and Restated Bylaws are Effective as of ~~January 2021~~ August 2022)

Article I: Name and Affiliation

Section 1. Name. The name of this organization shall be Commercial Real Estate Women of St. Louis (CREW-St. Louis).

Section 2. Affiliation. This organization 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 of Directors.

Article II: Statement of Purpose

Section 1. Defined. CREW-St. Louis’s purposes include only those purposes that are permitted under Section 501(c)(6) of the Code and under the Missouri Nonprofit Corporation Act (the “*MO Act*”), including those purposes stated in Section 1 of this Article II, 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.

Section 2. Purpose. The purpose of CREW-St. Louis shall be as follows:

- (a) To provide a communication network among professionals in the field of Commercial Real Estate.
- (b) To encourage and promote business and professional opportunities for women in the field of Commercial Real Estate.
- (c) To provide organizational and developmental support to members and potential members.
- (d) To further the professional development and expertise of the members through educational opportunities.
- (e) To support charitable endeavors as approved by the Board of Directors.
- (f) To acknowledge and publicize the accomplishments of women in the field of Commercial Real Estate.
- (g) To promote the highest professional standards among its members.
- (h) To do such other activities as are permissible under the Code and the MO Act (as those terms are defined herein).

Article III: Policies

Section 1. Nonprofit. CREW-St. Louis shall be nonsectarian, nonpartisan, and nonprofit.

Section 2. Nondiscrimination. CREW-St. Louis shall not discriminate in any way, based on age, gender, race, socioeconomic status and socioeconomic origins, ethnicity, national origin, religion, sexual orientation, gender identity, gender expression, disability, health conditions, political affiliation, marital status, domestic status, parental status, or any other applicable basis proscribed by law. CREW-St. Louis is committed to providing a professional, respectful, inclusive, and welcoming environment to all people. When considering potential new members, the Board of Directors (as defined in Article X) will consider such factors as underrepresented professionals within the industry, but also the then-current percentage of members who have at least five (5) years of experience within the commercial real estate industry and the then-current percentage of members who are directly involved in a Qualified Field of Commercial Real Estate (defined below). Any determination as to whether a person is qualified for membership shall be made in the sound and reasonable discretion of the Board of Directors.

Article IV: Eligibility

Section 1. Application. Each applicant shall submit an application for membership which shall include such information and application fees as determined by the Board of Directors or a committee to whom the responsibility for membership applications is delegated by the Board of Directors. All applications must be approved by the Board of Directors.

Section 2. Membership Composition. Notwithstanding anything contained herein to the contrary, at all times, (a) a majority (>50%) of all individual members must have at least five (5) years' experience in one of the Qualified Fields of Commercial Real Estate, (b) the number of Full Members shall equal at least seventy-five percent (75%) of the total membership, and (c) the aggregate number of individual members, who are not directly involved in a substantially full-time professional position in one of the Qualified Fields of Commercial Real Estate, shall not exceed twenty-five percent (25%) of the total membership. In order to promote industry diversity among the membership, the Board of Directors may limit the number or percentage of members (i) within each particular field of commercial real estate, or (ii) who are associated with any one company or firm.

Section 4. Term. The term of membership for all members will expire annually on December 31.

Section 5. Termination. The Board of Directors, by a majority vote of the Board of Directors, may terminate the membership of any member of the organization in its sole discretion. When this occurs, for any reason other than failure to remit dues by the deadline, such member shall be given notice by certified mail or electronic mail to their last known address at least thirty (30) days prior to the meeting at which the Board of Directors is to act on their proposed termination. At that meeting the member shall have the right to be heard by the Board of Directors prior to its vote on the proposed termination. The fact and date of termination of any member shall be recorded in the membership book.

Section 6. Requirement to Reapply. A person who has been removed from the organization for any reason must reapply for membership. Should that person be re-admitted, they must pay the new member fee and any outstanding unpaid fees prior to acceptance of membership by the Board of Directors.

Section 7. Reinstating Membership. If a member discontinues their membership for professional, financial, or personal reasons, they may reinstate their membership any time within the following twelve (12) months, upon approval by the Board of Directors, by paying the current prorated

annual dues. The new member fee shall be waived and back dues for the period of inactive membership will not be charged. Members shall submit a request for temporary suspension of membership, in writing, to the Board of Directors.

Section 8. Membership Reciprocity Program. Individuals who submit to the Board of Directors a membership transfer form and are currently members in good standing of a chapter in CREW Network which has agreed to participate in the CREW Network Membership Reciprocity Program (“*MRP*”) shall automatically become a temporary member of CREW-St. Louis (such temporary membership being referred to herein as a “*MRP Membership*”), with such MRP Membership expiring at the end of the calendar year in which the transfer form is submitted. Those individuals granted MRP Membership are hereinafter referred to as “*MRP Members*.” MRP Membership shall be dependent upon approval of the Board of Directors by using the same standards applied to all other applicants for membership. Prior to membership renewal for any MRP Member for the next membership term, the MRP Member shall complete a membership application, which shall be presented and reviewed in the same manner as new member applications; and, if approved for continued membership, regular chapter dues will be assessed. MRP Members who are current with membership dues and other obligations are eligible to serve on committees and vote, but they are not eligible to chair committees nor to serve on the Board of Directors. Dues may be reduced (or eliminated) for MRP Members as determined by the Board of Directors.

Article V: Membership Categories

Section 1. Full Membership. Full membership status may be granted to any individual of good character and reputation who is a professional in the field of commercial real estate, and (a) is currently involved in a substantially full-time, professional position the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate (as hereinafter defined), or (b) has been employed in a substantially full-time, professional position within the last eighteen (18) months and is currently seeking employment for a substantially full-time, professional position the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate, and such full membership status is approved by the Board of Directors. Those individuals granted full membership status are hereinafter referred to as “*Full Members*.” Full Members who are current with membership dues and other obligations are eligible to vote, to serve on committees, to chair committees, and to serve on the Board of Directors. “*Qualified Fields of Commercial Real Estate*” shall have the meaning as ascribed to such term by CREW Network from time to time.

Section 2. Affiliate Membership. Affiliate membership status may be granted to individuals of good character and reputation that are not actively engaged in any Qualified Field of Commercial Real Estate, but are employed full-time in a field that (a) has a tangential relationship to commercial real estate, (b) provides benefits, supports or supplies to commercial real estate, and/or (c) furthers the purposes of CREW-St. Louis and benefits its members, and such affiliate membership status is approved by the Board of Directors. Those individuals granted affiliate membership status are hereinafter referred to as “*Affiliate Members*.” Affiliate Members who are current with membership dues and other obligations are eligible to vote, to chair committees, to serve on committees, and to serve on the Board of Directors; provided, however, no more than 25% of the members of the Board of Directors shall be comprised of Affiliate Members.

Section 3. Retired Membership. Retired membership status may be granted to individuals of good character and reputation who has retired from their full-time, professional position, the primary responsibilities of which were in one or more of the Qualified Fields of Commercial Real Estate but would like to remain a member, and such retired membership status is approved by the Board of Directors. Those individuals granted retired membership status are hereinafter referred to as “*Retired Members*”. Retired Members who are current with membership dues and other obligations are eligible to vote and to

serve on committees, but they are not eligible to chair committees nor to serve on the Board of Directors. Dues may be reduced for Retired Members as determined by the Board of Directors.

Section 4. Student Membership. Student membership status may be granted to an individual of good character and reputation who is currently enrolled full-time (12+ hours) in an undergraduate or graduate university program in a field that is intended to lead to a professional position, the primary responsibilities of which are in one or more of the Qualified Fields of Commercial Real Estate, and such student membership status is approved by the Board of Directors. Those individuals granted student membership status are hereinafter referred to as “*Student Members*.” Unless otherwise determined by the Board of Directors, such student membership status shall be valid through December of the year of graduation, and, thereafter, the Student Member shall be deemed a Full Member in January of the calendar year immediately following graduation, so long as the associated dues of the appropriate membership are current. Student Members who are current with membership dues and other obligations are eligible to serve on committees and to vote, but they are not eligible to chair committees nor to serve on the Board of Directors. Dues may be reduced for Student Members as determined by the Board of Directors.

Section 5. Honorary/Special Membership. Honorary or special membership status may be granted to an individual of good character and reputation who would benefit CREW-St. Louis but may or may not qualify for any membership status, and such honorary or special membership status is approved by the Board of Directors. Those individuals granted honorary or special membership status are hereinafter referred to as “*Honorary/Special Members*”. Honorary/Special Members who are current with membership dues and other obligations are eligible to serve on committees and to vote, but they are not eligible to chair committees nor to serve on the Board of Directors. Dues may be reduced (or eliminated) for Honorary/Special Members as determined by the Board of Directors.

Article VI: Dues and Fees

Section 1. Annual Dues. ~~Dues and initiation fees, if any, are set by the~~ The Board of Directors and approved by the general membership by a majority of the members voting. All shall establish the dues structure for all membership categories, which includes amounts of dues required to be paid to CREW Network. CREW-St. Louis 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 of Directors shall be grounds for termination of membership (the fact and date of termination shall be recorded). Membership dues are non-refundable and non-transferable.

Section 2. Partial Dues. Dues and initiation fees for new members joining after July 1 may be prorated as determined by the Board of Directors.

Section 3. Late Charges. Members not paying dues or invoice for themselves and/or their guests within thirty (30) days from the date of the invoice may be assessed a late charge at the discretion of the Board of Directors. Repeat offenders (not paying more than twice in one fiscal year) may be suspended and removed from the roster if the dues/invoices are not paid promptly. Written notification of the removal from the roster shall be sent to the ex-member at their last known address, by regular mail and signed by an Officer (as defined in Article VIII).

Article VII: Fiscal Responsibility

Section 1. Annual Budget. The Treasurer shall prepare a proposed annual budget and submit it to the Board of Directors no later than the December meeting of the Board of Directors.

Section 2. Approval. The Board of Directors will review the proposed budget, modify as necessary, and approve the budget no later than the January meeting of the Board of Directors.

Article VIII: Officers

Section 1. Officers. The officers shall be President, Immediate Past President, President-Elect/Delegate, Delegate, Treasurer, and Secretary (each being an “*Officer*”).

Section 2. Term of Office. A term of office shall be twelve (12) months, and Officers shall assume their duties on January 1.

Article IX: Duties of Officers

Section 1. The *President* shall be the principal Officer of the organization. The President shall:

- Preside at and organize all meetings of the general membership, the Board of Directors, and the Advisory Board (as defined in Article XI).
- Provide general guidance for the Board of Directors, the Advisory Board, and the organization as a whole, and promote professionalism and integrity. ~~The President may appoint a parliamentarian.~~
- The President shall become the Immediate Past President for the term succeeding the term in which they serve as President.

Section 2. The *President-Elect/Delegate* shall:

- Perform duties of the President in the absence of the President ~~.Become and serve as~~ President for the unexpired term in case of death, resignation, or incapacity of the then current President.
- Serve in such capacities as assigned by the President.
- Have served as a Delegate for the year prior to their election as President-Elect/Delegate, or, if no member of the Board of Directors shall have served as a Delegate for the year prior, have served as a Delegate for any year prior to their election as President-Elect/Delegate.
- Serve as a CREW Network Delegate and report to the Board of Directors regarding CREW Network council meetings and conventions.
- The President-Elect shall become the President for the term succeeding the term which they served as President-Elect.

- [The President-Elect shall chair the Nominating Committee.](#)

Section 3. The *Immediate Past President* shall:

- [Preside at the meetings of the Board of Directors in the absence of both the President and President-Elect.](#)
- Serve as a member of the Board of Directors and ~~support~~ [provide advice and counsel](#) to the President and President-Elect.
- If the Board of Directors elects to contribute to the CREW Foundation (or any successors of such entity) an amount that entitles CREW-St. Louis to a seat on the grantmaking committee (or its successors) for CREW Network, serve as the representative of CREW-St. Louis on such committee, and report to the Board of Directors regarding any meetings or decisions of such committee.
- Serve in such capacities as assigned by the President.

Section 4. The *Treasurer* shall:

- Have charge of all monies of the organization and shall report to the Board of Directors on a monthly basis and the general membership on an annual basis.
- Receive membership dues, if any, and deposit same in an appropriate account.
- Pay all bills incurred in the ordinary course of the organization's activities.
- Establish guidelines for expenditures and income and prepare an annual budget.
- Maintain an itemized account, in a permanent file of all receipts and expenditures.
- ~~Oversee a~~ [Serve as chairperson of the](#) finance committee ~~appointed by the Board of Directors.~~
- Serve in such other capacities as assigned by the President.

Section 5. The *Secretary* shall:

- Record accurate minutes of the proceedings of all meetings of the organization and the Board of Directors.
- [File an annual nonprofit corporation report with the Missouri Secretary of State.](#)
- Conduct the correspondence of the organization.
- Preserve, in a permanent file, all records and written correspondence of value to the organization and its Officers.

- Maintain member and guest mailing lists (both for regular mail and e-mail), as deemed appropriate by the Board of Directors.
- Compile any reports from the Advisory Board and distribute the compiled reports to the Board of Directors.
- Serve in such other capacities as assigned by the President.

Section 6. The *Delegate* shall:

- Serve as a CREW Network Delegate and report to the Board of Directors regarding CREW Network council meetings and conventions.
- Serve in such other capacities as assigned by the President.

Section 7. The *President* shall designate one of the Officers to:

- Serve as a registered agent for the nonprofit corporation.
- File ~~an annual nonprofit corporation report with the Missouri Secretary of State and file~~ annual income tax reports, if required by law.

Section 8. The President, the Immediate Past President, the President-Elect/Delegate, the Delegate, Treasurer, and Secretary shall deliver to their successors, immediately after retiring from office, all accounts, records, books, papers, and other property belonging to the organization.

Section 9. If the President-Elect/Delegate or the Delegate is unable, for any reason, to attend any CREW Network council meeting or convention, then ~~the Board of Directors~~ such Delegate, with the approval of the President, may designate an alternate delegate to attend such meeting or convention as a representative of CREW-St. Louis.

Article X: Board of Directors

Section 1. Members of the Board of Directors.

- (a) Management of the organization shall be vested in a board of directors (the “**Board of Directors**”) and each such member of the Board of Directors being a “**Director**”) consisting of the Officers and six (6) other Directors.
- (b) Officers serving on the Board of Directors shall each serve a twelve (12) month term and all other Directors serving on the Board of Directors shall each serve a twenty-four (24) month term, with all terms commencing on January 1. ~~Upon completion of each twelve (12) month or twenty-four (24) month term, as applicable, any Officer or Director may be elected by the general membership to fill the offices of President, President-Elect/Delegate, Delegate, Treasurer or Secretary.~~

Section 2. Duties of the Board of Directors.

(a) It shall be the duty of the Board of Directors to supervise the affairs of the organization.

(b) Each Officer and Director, other than the President, shall serve as a liaison to a Committee as designated by the President, attend the meetings of such Committee and report the activities of such Committee to the Board of Directors.

~~(c)~~ ~~(b)~~The Board of Directors shall approve admissions of new members, have the power to change the status of current members, and to expel any member of the organization for cause.

(d) ~~(e)~~The Board of Directors shall meet regularly, but in no event less than ten (10) times per calendar year, or as otherwise prescribed by the President. Special meetings may be called by the President or any two (2) members of the Board of Directors. The Secretary shall give all members of the Board of Directors ~~seven (7)~~three (3) days' notice of special meetings. The Board of Directors may declare vacant the office of any member of the Board of Directors having an unexcused absence from two (2) consecutive meetings of the Board of Directors.

Section 3. Election of the Board of Directors and Advisory Board.

(a) Full Members and Affiliate Members, subject to the limitations set forth above, in good standing may be nominated to a position on the Board of Directors.

(b) The President-Elect shall announce to the membership (which may be via email) that those members interested in serving on the succeeding Board of Directors or Advisory Board should contact the Nominating Committee, informing the Committee of their interest. The Nominating Committee, comprised of the President, President-Elect, Delegate, and Immediate Past President, shall nominate at least one (1) qualified member for each Officer, Director, and, if applicable, Advisory Board position. ~~The President shall announce to the membership, at least forty-five (45) days in advance of slate approval, that those members interested in serving on the succeeding Board of Directors or Advisory Board should contact the Nominating Committee, informing the Committee of their interest. The Board of Directors, after obtaining the consent of the candidates, shall notify the membership of the new slate of Officers, Directors, and members of the Advisory Board at least fourteen (14)~~Nominating Committee, after obtaining the consent of the candidates, shall notify the membership of the new slate of Officers, Directors, and members of the Advisory Board at least five (5) days prior to the general meeting and request slate approval during said general meeting. Such general meeting shall be held at any time during the ~~fourth (4th)~~third (3rd) quarter of the applicable calendar year.

~~(e) — Nominations may be made from the floor, if the person nominated is eligible to hold office, and has previously consented to serve by means of a written statement submitted to the President.~~

~~(c)~~ ~~(d)~~Nominated members of the Board of Directors and members of the Advisory Board shall be elected at the general meeting. The nominees shall serve in such capacities for terms to commence on January 1 of the next succeeding calendar year. A member who receives a majority of all votes cast shall be declared elected unless the slate is disapproved by a majority of all of the eligible voting members in attendance at such general meeting. If the slate is disapproved, then the Nominating Committee shall select a

replacement slate of Officers and Directors until a slate of Officers, Directors and Advisory Board is qualified to serve.

(d) Absentee ballots may be cast by notifying the President, in writing, prior to the election.

Section 4. Term of Office.

(a) No member of the Board of Directors shall serve for more than two (2) years consecutively in the same position. ~~The President will serve on the Board of Directors, as Immediate Past President, for an additional twelve (12) months after the expiration of their term as President.~~

(b) No more than two (2) members of the Board of Directors shall represent the same ~~company~~parent company and/or any of its affiliates, unless otherwise unanimously approved by the Board of Directors. Notwithstanding the foregoing, in the event a member of the Board of Directors employment changes such that the foregoing restriction is violated, such member may continue to serve as a member of the Board of Directors for the remainder of their term.

Section 5. Removal. The Board of Directors, by a majority vote, may remove any member of the Board of Directors or Officer from office for good cause. Notice shall be given to any such person thirty (30) days in advance of the meeting at which removal is to be considered by the Board of Directors. At that meeting the person whose removal from office is in question shall have the right to be heard by the Board of Directors prior to its vote on removal.

Section 6. Vacancies. Any vacancy in the Board of Directors caused by death, resignation or other incapacity shall be filled by a majority vote of the remaining Board of Directors until the next meeting of the Nominating Committee. If the vote of the remaining Directors shall result in a tie, such vacancy may be filled by a vote of the Nominating Committee at a special meeting called for that purpose.

Article XI: Advisory Board; Committees

Section 1. Advisory Board; Duties. The Board of Directors may create an advisory board (the “*Advisory Board*”) as it deems necessary, which shall be nominated and elected in accordance with Article X. The duties of each member of the Advisory Board may include without limitation:

(a) Reporting to their liaison to the Board of Directors the status of all items for which such person is responsible;

(b) Requesting input from their liaison to the Board of Directors with respect to any issue raised by such member of the Advisory Board or any member of their committee(s);

(c) ~~Attend~~A representative of the Advisory Board for each committee shall attend a meeting of the Board of Directors not less than ~~six (6)~~three (3) times per calendar year, which such meetings shall be designated by the President; provided, however, ~~the chair of the committee overseeing or administering membership shall~~any member of the Advisory Board may attend any meeting ~~at which any membership applicant is on the agenda for appointment of the Board of Directors~~;

(d) Forming and supervising committees to assist with the planning and execution of the duties of the Board of Directors and/or Advisory Board; and

(e) Effecting any other duties as the Board of Directors may deem necessary.

Section 2. Committees. The Board of Directors may from time to time appoint one or more committees and/or sub-committees to consist of not less than three-two members and may authorize the delegation to any such committee and/or sub-committee any of the authority of the Board of Directors. ~~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 of Directors.~~ The duties of the committees and/or sub-committees shall be defined from time to time by the Board of Directors. Each Committee-committee (but not a sub-committee) shall be chaired and co-chaired by a member of the Advisory Board. These chairpersons shall serve a term of one year and may be reappointed for subsequent terms.

Article XII: Meetings

Section 1. Regular Meetings. Regular meetings shall be held monthly, unless otherwise ordered by the Board of Directors, notice of which shall be given by the President.

Section 2. Special Meetings. Special meetings may be called by the President, provided all members are notified, in writing, of the time, place, and purpose of such meeting.

Section 3. Quorum. The presence of a simple majority of the members of the Board of Directors shall constitute a quorum. If a quorum is not present a lesser number may adjourn the meeting to a later day. At any adjourned meeting any business which might have been transacted at the meeting as originally called may be transacted without further notice. Any Director shall be deemed present at a meeting if attending by video, telephonic or other communication equipment as long as all persons participating in the meeting are able to communicate with each other, and participation in a meeting in this manner shall constitute presence in person at such meeting.

Section 4. Voting. Each Officer or Director shall have one vote and such vote shall not be permitted by proxy. The act of a majority of the Directors present at a meeting at which a quorum is present at the time of the act shall be the act of the Board of Directors unless a greater number is specifically required by these Bylaws or by law.

Section 5. Action without a Meeting. The Board of Directors may act without a meeting by the unanimous written (which may be via electronic mail) consent of all Officers and Directors. Unanimous written consents shall be filed in the minute book of CREW-St. Louis.

Section 6. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place within or without the State of Missouri and any action may be taken thereat, if notice is waived in writing (which may be via electronic mail) by every member of the Board of Directors.

Article XIII: Amendments

~~**Section 1. Amendments.** Amendments to these Bylaws may be proposed by the Board of Directors. All proposed amendments shall be presented, in writing, to the Board of Directors prior to the presentation. All proposed amendments shall be sent, in writing, to every member at least ten (10) days before they are voted upon. These Bylaws may be amended by at least a 51% vote of the members voting.~~

Section 1. Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws adopted by action of a resolution of the Board of Directors and adoption by the membership, at any regular or special meeting of the membership or by mail vote (including regular U.S. mail, facsimile, or electronic mail), provided that notice is given at least ten (10) days prior to the meeting or mail vote at which the proposed changes are to be adopted, and any such new Bylaws may be approved by a majority of the eligible members voting.

Article XIV: Indemnification

Section 1. Indemnification. CREW-ST. Louis shall, to the full extent permitted or required by the MO Act, indemnify all persons who it may indemnify pursuant thereto.

Article XV: Dissolution

Section 1. Dissolution. Upon dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify under Section 501(c)(6) of the Code.