

**AMENDED AND RESTATED BYLAWS OF
COMMERCIAL REAL ESTATE WOMEN OF KANSAS CITY,
a Missouri nonprofit corporation**

WHEREAS, Kansas City Commercial Real Estate Women, a Missouri Mutual Benefit Corporation (the "Corporation"), was created pursuant those certain Articles of Incorporation of a Nonprofit Corporation filed with the Missouri Secretary of State on January 6, 1998 (the "Articles");

WHEREAS, the Corporation duly adopted those certain Amended and Restated Bylaws dated November 17, 2009 (the "Existing Bylaws"); and

WHEREAS, pursuant to the terms and provisions of the Existing Bylaws, these Amended and Restated Bylaws of Commercial Real Estate Women of Kansas City have been adopted:

NOW THEREFORE, in consideration of these mutual premises and the mutual covenants and promises herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Existing Bylaws are hereby amended, restated, replaced and superseded with the following:

ARTICLE I. NAME AND AFFILIATION

1. **Name.** The official name of the Corporation shall be Commercial Real Estate Women of Kansas City, provided however, the Corporation may do business under such name or names as the Board of Directors from time to time approves provided the name is indicative of both the location and affiliate with CREW Network (*e.g.*, "CREW Kansas City", "CREW KC", "KC CREW", "Kansas City CREW", and "KC Commercial Real Estate Women").

2. **Affiliation.** This organization functions as an affiliate Chapter of the Commercial Real Estate Women Network (CREW Network).

ARTICLE II. PRINCIPLES AND PURPOSE

1. **Defined.** Consistent with its purpose set forth below and in its Articles of Incorporation, and by means permitted to be carried on by corporations exempt from Federal Income Tax under Section 501(a) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), this Corporation shall undertake to operate exclusively for the benefit of, to perform the functions of, and to carry out the obligations of, organizations which qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), in such manner as the Board of Directors shall determine.

2. **Purposes.** The purposes of the organization are to:

(a) Encourage and promote business and professional opportunities for members in the field of commercial real estate;

(b) Provide a communication network among its members in the field of commercial real estate;

(c) Further the professional development and expertise of the members through educational opportunities;

(d) Acknowledge and publicize the accomplishments of women in the field of commercial real estate;

(e) Promote the highest professional standards among its members;

(f) To engage in any and all lawful acts or activities for which corporations may be organized under the Missouri General Not-for-Profit Corporation Law.

ARTICLE III. MEMBERS

1. Categories. Membership in the Corporation shall include the following categories of membership.

(a) Voting Member. Any person of good character and reputation who is a professional in the field of commercial real estate may become a member of the Corporation; provided, however, that members have at least five (5) consecutive years of experience in a qualified field of commercial real estate (as defined herein) and be 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. "Qualified fields of commercial real estate" shall include the fields identified as such by the Board of Directors, so long as the services provided relate to commercial real estate. For purposes of the foregoing, the term "commercial real estate" shall mean income-producing real property and real property held for investment. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to Commercial Real Estate but instead shall be considered to relate to residential real estate. In making such determinations, the Board of Directors may refer to the specified fields listed in the CREW Network Policies & Procedures. Notwithstanding anything to the contrary herein, only Voting Members shall be entitled to voting rights. Voting Members shall be eligible to serve on the Board of Directors.

(b) Associate Member. Any person of good character and reputation who is a professional in the field of commercial real estate with fewer than five (5) consecutive years of experience may become an associate member of the Corporation; provided, however, that such person is either currently: (i) 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 defined herein); or (ii) enrolled as a full-time graduate student in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate.

(c) Affiliate Member. (f/k/a "vendor member") Any person of good character and reputation who 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 (e.g., advertising, property or liability insurance sales, equipment sales or service, landscaping or lawn service or management, vendor sales [such as flooring, furniture, etc.]); provided that such person's admission would further the purposes of the Corporation and benefit its members (as determined by the Board of Directors).

(d) Civic Member. Any person of good character and reputation who is currently involved in local or regional government, other public agencies, universities or other educational institutions or not-for-profit organizations, who may or may not meet primary responsibility or experience requirements, but whose admission would further the purposes of the Corporation and benefit its members (as determined by the board of directors). Civic Members shall be eligible to serve on the Board of Directors.

(e) Retired Member. Any person of good character and reputation who is retired or semi-retired and was a member of a CREW Chapter for three (3) or more consecutive years immediately preceding such retirement. Retired Members shall be eligible to serve on the Board of Directors.

(f) Undergraduate Student Member. Any person of good character and reputation who is currently enrolled as a full-time undergraduate student in a field of study that directly relates to a potential professional position in one or more of the qualified fields of commercial real estate (as defined herein).

2. Composition. When considering potential new members, the Board of Directors will consider such factors as the then-current percentage of each category of members, including compliance with the then-current membership ratio requirements established by CREW Network from time to time, if any. The Board of Directors may, from time to time, implement guidelines and/or limits on the number or percentage of members comprised of Associate Members, Affiliate Members, Civic Members, Retired Members and/or Undergraduate Student Members, provided such guidelines are consistent with the membership policies of CREW Network. In addition, in order to promote diversity among the membership, the Board of Directors may further limit the number or percentage of members: (i) within each particular qualified field of commercial real estate, or (ii) who are associated with any one company or firm. Any determination as to whether a person is qualified for membership under the foregoing definitions shall be made in the sound and reasonable discretion of the Board of Directors.

3. Application. Each applicant shall file with the Corporation a written application for membership which shall include such information and application fees as determined by the Board of Directors or by the Committee or agent

to whom the responsibility for membership applications is delegated by the Board of Directors. All applications must be approved by the Board of Directors or by the Committee or agent to whom the responsibility for membership applications is delegated by the Board of Directors (or by the President); provided that the Board of Directors has overall approval/veto power.

4. Membership Book and Roster. The Corporation shall keep, or shall cause CREW Network to keep, a record of the membership of the Corporation, including the current name, address, telephone number, date of admission, and category of membership for each member, and shall have that record available at such time and place as is necessary for the conduct of the Corporation's business.

5. Change of Membership Category. The Corporation shall keep, or shall cause CREW Network to keep, a record of the membership categories for each member and contact the member if, for any reason, he or she should be moved to a different category of membership. The member shall be informed if a change in dues amount will accompany such category change. This review shall happen periodically as determined by the Board of Directors or the Committee or agent to whom the responsibility for membership applications is delegated by the Board of Directors (or by the President). A member can also request a change in category in writing to the Secretary, which shall be presented to and reviewed by the same individual(s) that review member applications as provided in Section III(3) above.

6. Dues. The Board of Directors shall establish the dues structure for all membership categories which includes amount of dues required to be paid to CREW Network. The Corporation shall send or cause to be sent an invoice for dues 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 in the membership book). Membership dues are non-refundable.

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

8. Resignation. Any member may withdraw from the Corporation after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors by the Secretary at the first meeting of the Board after receipt. Such resignation shall not relieve the member so resigning of the obligation to pay any accrued and unpaid dues, assessments or other charges.

9. Termination. The Board of Directors, by a majority vote of the full Board, may terminate the membership of any member of the Corporation in its sole discretion. When this occurs, for any reason other than failure to remit dues by the deadline, as stated in Section III(6) above, such members shall be given notice by certified mail or electronic mail to his/her last known address at least thirty days prior to the meeting at which the Board is to act on his/her 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 minutes of the meeting and/or the membership records.

10. Reinstatement. Upon written request signed by an inactive member and filed with the Secretary, the Board of Directors may vote to reinstate such inactive member to active membership. An inactive member seeking reinstatement to active status shall notify the incumbent Secretary, complete a new application form (unless such new application requirement is waived by with the Board of Directors) and pay all applicable dues, assessments or other charges that are currently due.

11. Non-Transferability of Membership. Memberships shall not be transferred from person to person.

12. 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.

13. Membership Reciprocity Program. The Corporation shall participate in the Membership Reciprocity Program, as set forth by CREW Network, in order to accommodate CREW Network members for the remainder of the term for which their CREW Network dues were paid, as long as they are considered a member in good standing of another CREW Network Chapter.

(a) There will be no local dues required from these individuals for the membership term for which CREW Network dues were paid.

(b) Prior to membership renewals for the next membership term, the individual will be asked to complete a membership application form, which shall be presented to and reviewed in the same manner as new

member applications (see Section III(3) above). If approved for continued membership, regular chapter dues will be assessed going forward.

ARTICLE IV. MEETINGS OF CREW NETWORK ORGANIZATION

A minimum of one (1) official delegate, or designated alternate (see Article VII, Sections 3-4), will be in attendance at all CREW Network council of delegates meetings (typically three per year: winter, spring & fall) to represent the members of the Corporation as a chapter of CREW Network. The official chapter delegates are responsible to disseminate CREW Network information to the members and leaders of the Corporation and to act as a liaison between CREW Network and the Corporation. Pursuant to CREW Network policies, the Corporation will have two (2) votes on all CREW Network governance issues that come before the Council of Delegates: one (1) vote from each of two (2) delegates, or two (2) votes from one (1) delegate, if he or she is the only delegate in attendance.

ARTICLE V. MEETINGS OF THE CORPORATION

1. **Annual Meeting.** The annual meeting of the membership shall be held on such date as is determined by the Board of Directors 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 of Directors 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 at his/her address (which may be an e-mail address, if such notice is sent electronically) as it appears on the roster of the Corporation.

2. **Regular Meetings.** Regular meetings of the membership will be held (no less than four (4) times a year) with a schedule to be determined from time to time by the Board of Directors, some or all of which meetings may be open to non-members.

3. **Special Meetings.** Special meetings of the membership may be called as provided by law or by the President or any Board member at the request of any voting member. Meetings of the membership may be held either within or without this state.

4. **Quorum and Voting Rights.** The members of this Corporation, represented in person or by proxy or voting by absentee ballot, at any meeting of members shall constitute a quorum for such meeting or mail or electronic mail vote. A member 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. A member 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. Unless otherwise provided herein, a majority of the members voting on any matter shall determine the matter. Each member shall be entitled to one vote on all matters. Cumulative voting shall be prohibited. Notwithstanding anything to the contrary herein, only Voting Members shall be entitled to voting rights.

5. **Waiver and Actions without a Meeting.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of the Corporation may be held at any time and at any place within or without the State of Missouri, and any action may be taken thereat: (a) following not less than seven (7) days' notice of such meeting; or (b) upon less notice provided at least fifty percent (50%) of the members entitled to vote waive such notice period in writing. In addition, any action which may be taken at a meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, are consented to (which consent may be via electronic mail or other online voting/consent method) by more than fifty percent (50%) of the members of the Corporation entitled to vote, and such consents shall be filed with the minutes of the Corporation and shall have the same force and effect as a vote at a meeting duly held.

6. **Books and Records.** Any member shall have the right to examine all books and records of the Corporation for any reasonable and proper purpose and at any reasonable time.

ARTICLE VI. BOARD OF DIRECTORS

1. **Duties, Number and Qualification.** The Board of Directors shall consist of not less than five (5) and not more than fifteen (15) persons eligible to serve. The Board of Directors shall be charged with the responsibility for managing the property and affairs of the Corporation and setting the policy for such management. No person shall serve as an Officer or Director unless he/she is an active member in one of the following membership categories: Voting Member, Civic Member or Retired Member. The Board of Directors shall be composed of those members who are Officers of the Corporation and the Directors.

2. **Term.** Each Director shall serve one-year terms. Membership on the Board of Directors shall be limited to six (6) years in succession (or up to seven (7) years if three (3) of those years are in the presidential roles).

3. **Selection.** The Nominating Committee shall select the slate of Directors for the next year. Such nominees shall serve unless disapproved by a majority of the Voting Members of the Corporation voting at a meeting or mail, electronic e-mail or internet vote for such purpose.

4. **Meetings.** Regular meetings of the Board of Directors shall be held on an as-needed basis, but not less than six (6) times a year. Special meetings of the Board of Directors for any purpose or purposes may be called by any two Directors.

5. **Notice.** The Secretary or such other person designated by the Secretary or Board of Directors shall deliver at least five (5) days' written (which may be via electronic mail) notice of the time and place and, in the case of a special meeting, the purpose of meetings for the Board of Directors at least five days prior thereto.

6. **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 telephonic or other communication equipment by means of which all persons participating in the meeting can hear each other.

7. **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 unless a greater number is specifically required by these Bylaws, by the Certificate of Incorporation or by law.

8. **Action without a Meeting.** The Board 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 the Corporation.

9. **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.

10. **Removal.** The Board of Directors, by a majority vote of those Directors whose positions are unquestioned, may remove any member of the Board or Officer from office for good cause. In addition to removal for good cause, the failure of a Director to attend, without an excuse approved by the President, two consecutive meetings of the Board or 50% or more of the total Board meetings in one year, shall constitute a basis for removing that Director as a member of the Board of Directors. Written notice shall be given to any person whose continued service in office has been called into question 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.

11. **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 Directors until the next slate of officers and directors is approved pursuant to Article VIII below. 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 VII. OFFICERS

1. **Selection and Term.** The Corporation shall have a Past-President, President, President-Elect, Secretary, Treasurer, and two (2) Delegates. The Corporation may also have such other officers and assistants as it may desire. The President and President-Elect shall also serve as Delegates. Any two or more offices may be held by the same person, except that the duties of the President and the Secretary shall not be performed by the same person. Such Officers shall be selected from the active Voting Members, Civic Members and Retired Members of the Corporation by the Nominating Committee, shall serve unless disapproved as set forth above, and shall serve for one year in that capacity and until their successors are selected and qualified.

2. **Past-President.** The 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 of Directors. The Past-President shall chair the Nominating Committee.

3. **President and President-Elect/Delegate.** 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 for which he/she has served as President. The President, and in his/her absence the President-Elect, shall preside at all meetings of the Corporation and at all meetings of the Board of Directors and shall discharge any other duties the Board of Directors may require. The President-Elect shall become the President of the Corporation for the term succeeding the term which he/she has served as President-Elect, and shall represent the Corporation as a Delegate to CREW Network and attend, or make arrangements for an approved alternate to attend, all CREW Network council meetings during his or her term.

4. **Delegates.** The two (2) official Delegates, one position being held by the President of the Corporation and the other being held by the President-Elect of the Corporation as noted in Subsection 3 above, are charged with the responsibility to disseminate information from CREW Network to the members and leaders of the Corporation and to act as a liaison between CREW Network and the Corporation. Delegates are required to attend, or make arrangements for an alternate delegate, approved by the Board of Directors, to attend all CREW Network council meetings during his/her term. Two (2) votes per chapter are required on all CREW Network governance issues that come before the Council of Delegates (one vote each cast by two delegates or two votes cast by one delegate if he/she is the only delegate in attendance).

5. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors and of the members, shall see that all notices are duly given in accordance with the provisions of these Bylaws, and shall discharge any other duties the Board of Directors may require. The Secretary shall be responsible for determining whether there is a quorum at meetings.

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

7. **Vacancy and Removal.** A vacant office may be filled in the manner described in Section VI(9) of these Bylaws. Removal of a person from office shall be as described in Section VI(8) of these Bylaws

ARTICLE VIII. COMMITTEES

1. **Nominating Committee.** The Board shall appoint a Nominating Committee to be comprised of five (5) members as follows: the President, the President-Elect, the Past-President (who shall be Chairperson), and two (2) members selected from the membership. No later than August 31 each year, the Nominating Committee shall select from those active members of the Corporation who have expressed a willingness to serve on the Board of Directors a slate which shall include Officers and Directors to serve during the upcoming calendar year. The Nominating Committee shall notify the general membership of such selections no later than the earlier of September 30 or seven 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, facsimile, electronic mail, or such other method approved by the Nominating Committee. The nominees shall serve in such capacities unless the slate is disapproved by a majority of all of the Voting Members of the Corporation casting a vote. Voting may occur at a meeting of the general membership or by mail ballot (including regular U.S. mail, facsimile or electronic mail) or by an online forum. 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 qualified to serve.

2. Committees. The Board of Directors may from time to time appoint one or more additional Committees and may authorize the delegation to any such Committee of 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 shall be defined from time to time by the Board of Directors. Chairpersons of the Committees shall be appointed by the Director serving as liaison to such Committee. These Chairpersons shall serve a term of one year and may be reappointed for subsequent terms. Members of all membership categories may serve on and chair a Committee.

3. Meetings and Quorum. Meetings of any Committee shall be held on an as-needed basis as determined by the Board of Directors or the Chairperson(s) of the Committee, but at least once annually, on a date and at a place designated by the Chairperson(s) 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.

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

5. Constraints and Accountability. All actions of the Committees shall be approved by the Board of Directors. No commitments on behalf of the Corporation may be made by the Chairperson(s) or members of the Committees without the prior approval of the Board of Directors.

6. Vacancy and Removal. In the event of a vacancy in the Chairperson(s) of a Committee, the Director serving as liaison to such Committee shall appoint an individual to serve out the unexpired term. A Director, at his/her discretion, may remove from office the Chairperson(s) of a Committee to which such Director is a liaison.

ARTICLE IX. FISCAL/PROGRAM YEAR

The fiscal and program year of the Corporation shall be January 1 through December 31 of each year.

ARTICLE X. CONTRACTS, LOANS, CHECKS AND DEPOSITS

The Board of Directors may authorize one or more Officers or agents to enter into, execute and/or deliver any instrument in the name of and on behalf of the Corporation. All checks or orders for the payment of money equal to or in excess of \$500.00 shall require two authorized signatures, unless the same was included in the budget previously approved by the Board of Directors. Checks or orders for payment of money in amounts less than \$500.00 shall require only one authorized signature. Any proposed expense in excess of \$100.00 which is not included in the budget previously approved by the Board of Directors shall require the approval of the Board of Directors prior to incurring the expense.

ARTICLE XI. TRANSACTIONS BETWEEN CORPORATION AND DIRECTORS OR OFFICERS

No contract or other transaction shall be void or in any way affected or invalidated because it is between the Corporation and one or more of its Directors or Officers or between the Corporation and any other corporation, firm, association or other entity in which one or more of the Directors or Officers of this Corporation are directors, officers, stockholders or otherwise financially interested, provided that: (1) the interest of any such Director or Officer is disclosed or made known to the Directors or a Committee of the Directors, and (2) the contract or transaction is fair as to the Corporation as of the time it is authorized or approved by the Directors.

ARTICLE XII. INDEMNIFICATION

The Corporation shall, to the full extent permitted or required by the Missouri General Not-for-Profit Corporation Law, as the same from time to time may be amended, indemnify all persons who it may indemnify pursuant thereto.

The Corporation is authorized to maintain in full force and effect standard policies of directors and officers liability insurance and comprehensive business insurance covering all Directors and Officers of the Corporation, insuring them against liability for any action taken or not taken by them in their capacities as Directors and Officers to the extent set forth in such policies.

ARTICLE XIII. 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 a majority of the members voting 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 days prior to the meeting or mail vote at which the proposed changes are to be adopted.

ARTICLE XIV. DISSOLUTION

Upon dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation 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 Internal Revenue Code.

These Amended and Restated Bylaws of Commercial Real Estate Women of Kansas City were adopted effective as of _____, 2015.

By: _____
Carla Hayes, Secretary