

AMENDED AND RESTATED BYLAWS OF
CREW-ORANGE COUNTY,
a California Nonprofit Mutual Benefit Corporation

These Bylaws amend and restate in their entirety the last adopted Bylaws of Commercial Real Estate Women – Orange County, now known as CREW-Orange County. Upon adoption of these Bylaws, all previously adopted Bylaws shall be deemed to have been superseded and shall be of no further force or effect.

ARTICLE I
NAME

The name of this Corporation shall be CREW-Orange County ("Corporation").

ARTICLE II
OFFICE

The principal office for the transaction of the business of the Corporation ("principal office") is located in Orange County, California at an address to be determined by the Executive Board of Directors of the Corporation ("Executive Board"). The Executive Board may change the principal office from one location to another. Any change of this location shall be noted by the Secretary in the minutes of the Corporation.

ARTICLE III
OBJECTIVES AND PURPOSES

SECTION 1. STATEMENT OF OBJECTIVES

The objectives of this Corporation shall be:

1. Provide a forum for the mutual benefit of all those engaging in commercial real estate and encourage and promote opportunities for women in commercial real estate.
2. Develop and strengthen business relationships, encourage growth and enhance opportunities.
3. Broaden expertise and enrich knowledge within the Real Estate community.
4. Affiliate with other groups of like or similar purpose.
5. Further professional development.
6. Promote high professional standards.

SECTION 2. NON-PARTISAN ACTIVITIES

This Corporation has been formed under the California Mutual Benefit Corporation Law for the purposes described above at Article III, and it shall be nonprofit and nonpartisan. No substantial

part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

SECTION 3. DEDICATION OF ASSETS

The properties and assets of this nonprofit Corporation are irrevocably dedicated to fulfillment of the Objectives and Purposes of this Corporation as set forth in Article III hereof. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the exclusive benefit of any private person or individual, or any member or director of this Corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed pursuant to the nonprofit corporation provisions of the California Corporations Code then in effect. The Corporation may set aside and maintain operating and/or strategic reserves to be used for the benefit of the Members. Such operating reserves, if any, shall be equal to no more than eighteen (18) months' budgeted operating expenses.

ARTICLE IV MEMBERSHIP

SECTION 1. QUALIFICATIONS

There shall be four classes of membership in this Corporation: Active, Inactive, Honorary and Affiliate. For purposes of these Bylaws, the term "Qualified Field" shall mean one of the following fields of commercial real estate: Accounting, Appraisal, Brokerage, Construction, Economic Development, Environmental Planning, Interior Design/Space Planning, Marketing, Property Management, Quasi-Governmental Transportation/Port Authorities, Title/Escrow, Acquisitions/Dispositions, Architecture, Business Development, Consulting, Education, Facility Management, Investment Management, Law, News/Journalism, Public Relations, Real Estate Development, Administration, Asset Management, Commercial Lending, Corporate Real estate, Engineering, Finance, Investor Relations, Market Research, Personnel/HR, Public Sector and Relocation Services. The Executive Board may designate other fields and other classes of membership from time to time which foster and support the purposes of the organization. If a particular listed Qualified Field is not by its nature involved in commercial real estate, the Member's responsibilities employed in such Qualified Field must be predominantly focused on commercial real estate. For example, a Member who is employed in the News/Journalism Field predominantly in fashion would not be considered to be involved in a Qualified Field but a Member who is employed in the News/Journalism Field covering commercial real estate would be considered to be involved in a Qualified Field.

Not less than seventy-five percent (75%) of the Members in this Corporation shall have at least five years' experience in a Qualified Field at the time of the application for membership 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 (i.e. must meet the requirements of Full Members, as defined below). The total Members who are Associate Members, Retired Members, Honorary Members, Affiliate Members or any other class of

membership other than Full Members shall not exceed, in the aggregate, twenty-five percent (25%) of the total membership in this Corporation.

SECTION 2. CLASSES OF MEMBERSHIPS

(a) Active Member. An "Active Member" is one who is employed, or actively seeking employment, in a Qualified Field, actively involved in a decision or deal making capacity, derives the primary source of income from that field, attends two (2) meetings or events prior to application and is sponsored by not less than two Active Members. Notwithstanding the foregoing (a) the Executive Board may admit a prospective member who has not at the time of application attended two meetings or events provided such admission shall be subject to such member attending two meetings or events following admission; and (b) the Executive Board may waive the requirement for attendance and/or sponsorship by an Active Member provided the Executive Board determines that the prospective member's experience or value to the Corporation justifies such waiver. Active Members are strongly encouraged to participate on at least one committee. There are three subclasses of Active Members:

- (i) Full Member. A "Full Member" must have met the employment requirements of Active Membership for a minimum of five (5) years at the date of application.
- (ii) Associate Member. An Associate Member is one who fulfills all of the requirements of a Full Member other than the requirement of five (5) years' experience but instead has met the employment requirements of Active Membership for a minimum of one (1) year at the date of application. Associate Members in good standing may fully participate in the affairs of the Corporation but shall not have the right to vote, hold office, chair a committee or sponsor membership. All Associate Members are strongly encouraged to participate on committees. Upon completion of five (5) years of full-time experience in a Qualified Field, an Associate Member shall be entitled to become a Full Member. Upon completion of the experience required, the Associate Member shall apply to the Corporation's Executive Board for verification of all requirements for full membership, or the Executive Board can consider verification on motion of a Board member.
- (iii) Retired Member. A Retired Member is one who has permanently retired and who was a Full Member prior to retirement. A Retired Member shall have the same privileges and obligations as a Full Member.

(b) Inactive Member. An Inactive Member is an individual who is a Full Member or Associate Member but who is taking a leave from his/her full-time position for a period of time in excess of six (6) months but not to exceed three (3) years. A Full Member or Associate Member who is taking such a leave shall provide written notice to the Executive Board of his/her intent to take such a leave. In the event an Inactive Member fails to return to full-time employment in a Qualified Field within the period of three (3) years from taking leave, the Inactive Member may apply for a one year extension, after which time the Inactive Member shall cease to be an Inactive Member but may apply to become a Retired Member if otherwise qualified. An Inactive Member shall not have the right to vote, hold office, chair a committee or sponsor membership.

(c) Honorary Member. An Honorary Member is an individual who has made significant contributions to the Corporation or to the field of commercial real estate. Any Full or Retired

Member in good standing may nominate an individual for Honorary Membership. An individual may be approved as an Honorary Member by the affirmative vote of two-thirds of the Executive Board. In the event an individual attains an affirmative vote of a majority of the Executive Board but less than two-thirds, the nomination of the individual shall be placed before a vote of the Full Members and Retired Members. In such an event, the affirmative vote of two-thirds of a quorum of all Full Members and Retired Members voting shall be required to designate an individual as an Honorary Member. An Honorary Member shall not be required to pay dues and shall not have the right to vote, hold office, chair a committee or sponsor membership.

(d) Affiliate Member. An Affiliate Member is an individual who is employed, or actively seeking employment, in an area that provides goods or services to a Qualified Field (although such individual may not be employed in a Qualified Field), is actively involved in a decision making capacity with their company, derives the primary source of income from that field, has not less than five (5) years' experience in that field, attends two (2) meetings or events prior to application (provided that the Executive Board may approve an Affiliate Member subject to attendance at two meetings or events), is sponsored by not less than two Active Full Members and annually sponsors the Corporation at a minimum level approved by the Executive Board. Affiliate Members are strongly encouraged to participate on at least one committee. Not more than one Affiliate Member may be admitted as a member from any single company. An Affiliate Member shall not have the right to sponsor membership. Affiliate Members shall be eligible to chair a committee or hold office, subject to the limitations in these Bylaws.

SECTION 3. TRANSFER OF MEMBERSHIP AND CREW NETWORK MEMBERS.

Except with respect to Affiliate Members, membership is held by individuals and not the companies by which they are employed. The Executive Board may approve transfer of membership from one individual Member to another employed by the same company, provided that: (1) the prior designated individual Member relinquishes their personal right to membership; (2) the proposed replacement member completes a membership application and meets all requirements of the applicable member class; and (3) the replacement member pays the then applicable transfer fee. Affiliate memberships are owned by the company that is registered as the sponsor and the company shall have the right to transfer the membership from one individual employed by such company to another individual employed by such company following written request to the Executive Administrator, the Sponsorship Chair, the Membership Chair or the Executive Board, subject to confirmation by the Executive Board and provided that: (a) the proposed replacement member completes a membership application and meets all requirements for membership in the Affiliate class of membership; and (b) the proposed replacement member pays the then applicable transfer fee. A member in good standing of another CREW NETWORK Member Organization may transfer that membership, or may retain dual membership, upon verification of good standing in that chapter and CREW NETWORK and pro rata payment of CREW-OC chapter dues.

SECTION 4. PROCEDURE FOR APPLYING FOR MEMBERSHIP

Any individual wishing to apply for membership must complete a membership application. Prior to submitting an application, an individual must attend two (2) meetings or events (provided that the Executive Board may approve a Member subject to attendance at two meetings or events). On receipt of the completed application, the membership committee will contact the references and member sponsors listed on the application to verify the individual's qualifications for membership and will prepare a recommendation for Executive Board action. The application must be approved by the

majority of the Executive Board. The membership committee will notify the individual of the action taken by the Executive Board on the application. No membership shall become effective until the applicable dues are paid in full. A copy of these Bylaws shall be made available to all individuals who desire to apply for membership prior to such potential member submitting their membership application. It shall be deemed sufficient if a copy of the current Bylaws is available to the public on the Corporations website.

SECTION 5. FEES, DUES, AND ASSESSMENTS

Each Active Member, Inactive Member and Affiliate Members in good standing must pay, on the conditions set by the Executive Board, the application fee and local and national annual dues in amounts to be fixed from time to time by the Executive Board and in addition, each Affiliate Members must provide, on the conditions set by the Executive Board, the minimum sponsorship dollars or benefits set by the Executive Board, which conditions may be modified by the Board in its discretion. The dues and fees shall be equal for all members of each class, but the Executive Board may, at its discretion, set different fees and dues of each class. The dues are due on January 1st of each calendar year and are delinquent if not paid by February 14th. A penalty may be assessed on delinquent dues at the discretion of the Executive Board. Any dues paid prior to termination of any Member's membership will not be prorated or refunded for the membership year in effect at the time of membership termination.

SECTION 6. TERMINATION OF MEMBERSHIP

(a) Causes of Termination. The membership of any Member, other than an Honorary Member, shall terminate upon occurrence of any of the following events:

- (i) The resignation of the member.
- (ii) Expiration of the period of membership, including the failure to pay annual dues by March 1 of the Member year or in the case of an Affiliate Member, failure to pay sponsorship by March 1 of the calendar year, unless the Member sooner renews for a subsequent period, on the renewal terms set by the Executive Board.
- (iii) The determination by a unanimous vote of the Executive Board or a committee designated to make such determination that the Member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the Corporation.

(b) Procedure for Expulsion. Following the determination that a Member should be expelled under subparagraph (iii) above, the following procedure shall be implemented.

- (i) A notice shall be sent by mail by prepaid first class or certified return receipt requested mail to the most recent address of the Member as shown on the Corporation's records, setting forth the expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
- (ii) The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held before the effective date of the proposed expulsion. The hearing will be held by a special member expulsion committee composed of not

less than two-thirds (2/3) of the Executive Board and an equal number of Members appointed by the President (collectively, "Expulsion Committee"). The notice to the Member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.

- (iii) Following the hearing, the expulsion committee shall decide by a two thirds (2/3) vote whether or not the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Expulsion Committee shall be final.

ARTICLE V MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETING

Meetings of the membership shall be held at any place within or outside the State of California designated by the Executive Board. In the absence of any such designation, members' meetings shall be held at the principal executive office of the Corporation.

SECTION 2. ANNUAL MEETING

The annual meeting of Members shall be held each calendar year on a day to be determined by the Executive Board.

SECTION 3. SPECIAL MEETING

(a) Authorized Persons Who May Call. A special meeting of the Members may be called at any time by any of the following: (i) the Executive Board, (ii) the General Board, (iii) the President, or (iv) the greater of (1) ten or more Members; or (2) ten percent (10%) or more of the Members entitled to vote.

(b) Calling Meetings by Members. If a special meeting is called by Members other than the President, the request shall be submitted by such Members in writing, specifying the general nature of the business proposed to be transacted, and shall be delivered personally or sent by certified return receipt requested mail to the President, the President-Elect, or the Secretary of the Corporation. The officer receiving the request shall cause notice to be promptly given to the Members entitled to vote, in accordance with the provisions of Section 4 of this Article V, that a meeting will be held, and the date for such meeting, which date shall be not less than 35 nor more than 90 days following the receipt of the request. If the notice is not given within the 30 days after receipt of the request, the Members requesting the meeting may give the notice. Nothing contained in this subsection shall be construed as limiting, fixing, or affecting the time when a meeting of Members may be held when the meeting is called by action of the Executive Board or the General Board.

SECTION 4. NOTICE OF MEMBERS' MEETINGS

(a) General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with subsection (c) of this Section 4 of this Article V not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the place, date, and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, and no other business may in that case be transacted, or (ii) in the case of the annual

and general meetings, those matters which the Board (either Executive or General), at the time of giving the notice, intends to present for action by the Members.

(b) Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

- (i) Removing a director without cause;
- (ii) Filling vacancies on the Executive Board or the General Board by the Members;
- (iii) Amending the articles of incorporation;
- (iv) Approving a contract or transaction in which a director has a material financial interest;
- (v) Approving a plan of distribution of assets, other than cash, in liquidation when the Corporation has more than one class of memberships outstanding.

(c) Manner of Giving Notice. Unless otherwise set forth herein, notice of any meeting of Members shall be given either personally or by regular mail or other written communication, including facsimile and electronic mail, charges prepaid, addressed to each Member either at the address of that Member appearing on the books of the Corporation or the address given by the member for the Corporation for the purpose or notice. If no address appears on the Corporation's books and no address has been given, notice shall be deemed to have been given if either (i) notice is sent to that Member by first-class mail or other written communication to the Corporation's principal executive office, or (ii) notice is published at least once in a newspaper of general circulation in the county where that office is located. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or other means of written communication, including facsimile confirmation or electronic mail.

(d) Affidavit of Mailing Notice. An affidavit of the mailing or other means of giving any notice of any Member's meeting may be executed by the Secretary, and if so executed, shall be filed and maintained in the minute book of the Corporation.

SECTION 5. QUORUM

(a) Percentage Required. Twenty-five percent (25%) of the Full Members and Retired Members shall constitute a quorum for the transaction of business at a meeting of the Members.

(b) Loss of Quorum. The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum.

SECTION 6. ADJOURNED MEETING

Any Member's meeting, annual, general or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Members represented at the meeting,

either in person or by proxy; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

SECTION 7. VOTING

(a) Eligibility to Vote. Persons entitled to vote at any meeting of Members shall be Full Members and Retired Members as of the date determined in accordance with Section 10 of this Article V, subject to the provisions of the California Nonprofit Corporation Law.

(b) Manner of Casting Votes. Voting may be by voice, show of hands, or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

(c) Majority of Members. Only majority of members represented at a meeting of the members is required to vote, unless otherwise specified. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter (other than the election of directors) shall be the act of the Members, unless the vote of a greater number of voting by classes is required by California Nonprofit Corporation Law or by the articles of incorporation.

SECTION 8. WAIVER OF NOTICE OR CONSENT BY ABSENT MEMBERS

(a) Written Waiver or Consent. The transactions of any meeting of Members, either annual, general, or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of Members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4(b) of Article V, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting.

(b) Waiver by Attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

SECTION 9. ACTION BY WRITTEN CONSENT WITHOUT A MEETING

(a) General. Any action that may be taken at any annual, general or special meeting of Members may be taken without a meeting and without prior notice upon compliance with the provisions of this section.

(b) Solicitation of Written Ballots. The Corporation shall distribute one written ballot to each Member entitled to vote: such ballots shall be mailed or delivered in the manner required by Section 4 of this Article V for giving notice of special meetings. All solicitations of votes by ballot shall: (1) indicate the number of responses needed to meet the quorum requirement; (2) state the

percentage of approvals necessary to pass the measure(s); and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall: (1) set forth the proposed action; and (2) provide the Members an opportunity to specify approval or disapproval of each proposal, if more than one proposal is set forth.

(c) Quorum; Majority. Approval by written ballot pursuant to this Section shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(d) Revocation. No written ballot may be revoked after delivery to the Corporation or deposit in the mails, whichever first occurs.

(e) Filing. All such written ballots shall be filed with the Secretary of the Corporation or with the Company's Executive Administrator and maintained in the Corporation's records.

(f) Effect of Noncompliance. Failure to comply with this Section shall not invalidate any corporate action taken, but may be the basis for challenging any written ballot, and any Member may petition for the Superior Court of California to compel compliance with the provisions of the Law.

SECTION 10. RECORD DATE FOR MEMBER NOTICE, VOTING AND GIVING CONSENTS AND OTHER ACTIONS

(a) To be Determined by Executive Board. For the purposes of determining which Members are entitled to receive notice of any meeting, to vote, to give consent to Corporation action without a meeting, or to take other action, the Executive Board may fix, in advance, a "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only Members of record on the date so fixed are entitled to notice, to vote, to give consents, or take other action, as the case may be, notwithstanding any transfer of any membership on the books of the Corporation after the record date, except as otherwise provided in the articles of incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Failure of Board to Determine Date.

(i) Record Date for Notices of Voting. Unless fixed by the Executive Board, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of Members, shall be the next business day preceding the day on which notice is given, or, if notice is waived, the next business day preceding the day on which the meeting is held.

(ii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Executive Board, the record date for determining those Members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Executive Board has been taken, shall be the day on which the first written ballot is mailed or

solicited. When prior action of the Executive Board has been taken, it shall be the day on which the Executive Board adopts the resolution relating to that action.

- (iii) **Record Date for Other Actions.** Unless fixed by the Executive Board, the record date for determining those Members entitled to take any other action shall be the date the Executive Board adopts the resolution relating thereto, or the 60th day prior to the date of such other action, whichever is later.
- (iv) **"Record Date" Means as of Close of Business.** For purposes of this paragraph (b), a person holding membership as of the close of business on the record date shall be deemed a Member of record.

SECTION 11. PROXIES

(a) **Right of Members.** Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is in place on the proxy by manual signature by the Member or the Member's attorney in fact.

(b) **Revocability.** A validly-executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (1) revoked by the Member executing it, before the vote cast pursuant to the proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such Member, or by personal attendance and voting at meeting by such member, or (ii) written notice of the death or incapacity of the maker of that proxy is received by the Secretary of the Corporation; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Nonprofit Corporation Law.

(c) **Form of Solicited Proxies.** In any election of directors, any form of proxy that is marked by a Member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

(d) **Effect of Member's Death.** A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, reasonable notice of the death or incapacity is received by the Secretary of the Corporation.

SECTION 12. VOTING OF CLASSES

Each Full Member and Retired Member shall be entitled to cast one vote on all matters submitted to a vote of the Members.

ARTICLE VI
ELECTION OF DIRECTORS, OFFICERS AND NATIONAL DELEGATES

SECTION 1. EXECUTIVE BOARD AND GENERAL BOARD

The “Executive Board” shall consist only of directors elected by Members qualified to vote, and the immediate year’s Past President previously voted into office. The “General Board” shall consist of the Executive Board and chairpersons of Committees of the Directors. Numbers, qualification, terms, powers and other information with respect to Directors of the Executive Board and the General Board are detailed in Article VII.

SECTION 2. NOMINATIONS AND SOLICITATIONS FOR VOTES

The Executive Board shall, no later than August 15 of each year, appoint a Committee of not less than five Full Members or Retired Members to select qualified candidates for election to the Executive Board (for the positions detailed in Article VII, Section 2) for a term of office described in Article VII, Section 3 (“Nominating Committee”). The Nominating Committee shall include the President and President-Elect and may include other members of the General Board, provided that no member of the Nominating Committee shall be a nominee for an elected office on the Executive Board. The members of the Nominating Committee shall serve for a term of one (1) year or such earlier time as the responsibilities of the Nominating Committee have been completed. Members of the Nominating Committee may not serve successive terms, except the President-Elect, who may serve successively as President-Elect, President and Past President.

The Nominating Committee will meet within ten (10) days of its formation to elect a chair and to commence the nominating process. The Nominating Committee or the President shall solicit from the full membership the names of qualified Members for each position available. The general membership shall be advised no later than the September general meeting that the Nominating Committee has been formed.

The Nominating Committee shall consider the qualifications of the individuals for the vacant positions, including without limitation, such individual’s prior involvement on the Board or on Committees, prior contributions to the Corporation, and other experience of the member which would benefit the member in such position. The Nominating Committee shall consider in good faith any recommendations made by members of the Corporation who are not on the Board as well as recommendations of the Board. The Nominating Committee may nominate more than one individual for any vacant position. Not more than one Affiliate Member may be nominated for a position on the Executive Board in any calendar year.

SECTION 3. ELECTION AND VOTE REQUIRED TO ELECT DIRECTORS,
OFFICERS AND NATIONAL DELEGATES

The nominations of the Nominating Committee shall be distributed by October 15 of each year in the form of a proxy ballot to each member entitled to vote in accordance with Article V, Section 9. Ballots must be either received in a specially marked envelope or via electronic mail or facsimile by October 15. The ballot tally committee must meet prior to the end of October to receive the ballots and tally the vote. Candidates receiving the highest number of votes shall be elected to the positions for which they were nominated.

ARTICLE VII
DIRECTORS

SECTION 1. POWERS

(a) General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the articles of incorporation and these Bylaws relating to action required to be approved by the members, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Executive Board.

(b) Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- (i) Select and remove all officers, agents, and employees of the Corporation; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation, and with these Bylaws; and subject to membership majority vote, fix their compensation.
- (ii) Approve or reject applications for membership.
- (iii) Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.
- (iv) Incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.
- (v) No member of the Corporation or any member of the General Board shall incur a liability on behalf of the Corporation for any financial or other commitment without the express written consent of the Executive Board. In the event of an unauthorized commitment of the Corporation, any liability incurred shall be the personal liability of the individual who incurred such unauthorized liability.

SECTION 2. NUMBER AND QUALIFICATION OF DIRECTORS; NATIONAL DELEGATES

The authorized number of directors on the Executive Board and on the General Board shall be no fewer than five (5) and no more than twenty (20). Directors of the Executive Board must be a Full Member or a Retired Member of the Corporation, provided not more than one Officer or Director of the Executive Board may be an Affiliate Member in any calendar year. Directors of the General Board may include any class of membership. The directors of the Executive Board shall at a minimum include the elected positions of President, President-Elect, Past President, Treasurer, Secretary, two National Delegates, Membership Chair and Sponsorship Chair. The Executive Board may also include one or more elected directors at large to serve on the Executive Board. An individual may serve in more than one of the foregoing roles, provided there are not less than five (5) individuals serving on the Executive Board, and provided that no individual shall serve as both President, President-Elect, Treasurer and/or Secretary at the same time. Upon agreeing to run for election to the Executive Board, the candidate

must certify that the individual's career goal is still within a Qualified Field, or the Executive Board may make such finding. The General Board shall consist of the Executive Board and each of the Committee Chairs appointed by the President and confirmed by a majority vote of the Executive Board.

The two (2) national delegates shall be elected to represent the Orange County chapter to the national network. At least one national delegate shall attend the semi-annual meetings and annual convention of the national network. The national delegates shall be available to assume the functions of officer of the national network. The national delegates shall also assist the President and other officers with special events and special projects and other tasks delegated as needed, and serve as a director of the Executive Board and the General Board.

SECTION 3. TERM OF OFFICE OF DIRECTORS

The President, Secretary, Treasurer, Sponsorship Chair and Membership Chair shall hold office commencing January 1 of each year and concluding December 31 of the same year. The Secretary, Treasurer, Sponsorship Chair, Membership Chair and any director at large may be re-elected for not more than a two (2) additional successive terms. The President-Elect and National Delegates shall be elected for a two (2)-year term, commencing January 1 of the succeeding year and concluding on December 31 of the second year thereafter (the second year of the President-Elect term shall be that individual's term as President). Each director, including a director elected to fill a vacancy or elected at a special Members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

SECTION 4. VACANCIES

(a) Events Causing a Vacancy. A vacancy or vacancies in the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any director, (ii) the declaration by resolution of the Executive Board of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Corporations Code Section 7230 and following of the California Nonprofit Corporation Law, (iii) the vote of the Members to remove a director.

(b) Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on given written notice to the President of the Executive Board, the secretary, or the Executive Board, unless the notice specifies a later time for the resignation to become effective.

(c) Filling of Vacancies. The vacancy of any director position on the Executive Board shall be filled by majority vote of the remaining directors of the Executive Board. The vacancy of any director position on the General Board shall be filled by majority vote of the remaining directors of the General Board. In the event the directors fail to fill a vacancy on the applicable Board within sixty (60) days after the vacancy occurs, the Members may elect a director or directors at any time thereafter to fill the vacancy or vacancies not filled by the directors. Any such election by written consent shall require the consent of a majority of the voting power.

(d) No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

SECTION 5. PLACE OF MEETINGS; MEETINGS BY TELEPHONE

Regular meetings of the General Board or Executive Board, as applicable, may be held at any place within the State of California that has been designated from time to time by resolution of the Board. Special meetings of the Board shall be held at any place within the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the Corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board may be held at any place consented to in writing by all the members of the General Board or Executive Board, as applicable, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meetings.

SECTION 6. ANNUAL MEETING

Within five (5) business days preceding or following each annual meeting of Members, the Executive Board shall hold a regular meeting for the purpose of organization, and the transaction of other business. Notice of this meeting shall not be required.

SECTION 7. OTHER REGULAR MEETINGS

Other regular meetings of the Board shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

SECTION 8. SPECIAL MEETINGS

- (a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the President, President-Elect, Treasurer or the Secretary.
- (b) Notice.
 - (i) Manner of giving. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage prepaid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by telegram, charges prepaid, or (e) by electronic mail. All such notices shall be given or sent to the director's address, telephone number or e-mail address as shown on the records of the Corporation.
 - (ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone or electronic mail shall be delivered, telephoned or e-mailed at least 48 hours before the time set for the meeting.
 - (iii) Notice contents. The notice shall state the time, place and purpose for the meeting.

SECTION 9. QUORUM

A majority of the currently elected number of directors of the Executive Board or the General Board shall constitute a quorum for the transaction of business by such Board, except to adjourn as provided in Section 11 of Article VII. Every act of decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of such Board, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting. The President may request from any director absent from a meeting, and if requested such director shall provide to the President prior to the meeting a written summary of her activities on behalf of the Corporation since the last meeting of such Board.

SECTION 10. WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

SECTION 11. ADJOURNMENT

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

SECTION 12. NOTICE OF ADJOURNMENT

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

SECTION 13. ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Executive Board or the General Board may be taken without a meeting, if all members of the applicable Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of such Board. Such written consent or consents shall be filed with the minutes of the proceedings of such Board.

SECTION 14. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such reimbursement of expenses as may be determined by resolution of the Executive Board to be just and reasonable.

ARTICLE VIII COMMITTEES

SECTION 1. COMMITTEES OF DIRECTORS

The Executive Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the Executive Board and designate the chairperson of such committees. Chairpersons of committees shall serve in such role for not more than three (3) consecutive years. Any such committee may consist solely of Members who are not directors on the Executive Board, provided that at least one director from the Executive Board shall be assigned to oversee each committee. Committees may include Membership, Sponsorship, Programs, Facilities, Special Events and Publicity/Public Relations and may include CREW U/College Outreach, CREW Careers, Newsletter, Philanthropy, CREW Connections, Golf, Website, Electronic Media and such other Committees as the Board may designate from time to time. Any committee, to the extent provided in the resolution of the Executive Board, shall have all authority of the Executive Board (subject to all limitations of the Executive Board), except that no committee, regardless of Executive Board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires Members' approval or approval of a majority of all the Members;
- (b) fill vacancies on the Executive Board or in any committee which has the authority of the Executive Board;
- (c) fix compensation of the directors for servicing on the Executive Board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Executive Board or the General Board which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Executive Board or the members of these committees;
- (g) approve any transaction (i) to which the Corporation is a party and one or more directors have a material financial interest; or (ii) between the Corporation and one or more of its directors or between the Corporation or any person in which one or more of its directors have a material financial interest.

SECTION 2. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by and held and taken in accordance with, the provisions of Article VII of these Bylaws, concerning meetings of directors with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate committee members, who shall have the right to attend all meetings of the committee. Minutes may be kept of each meeting of any committee and shall be filed with the corporate records.

The Board may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX OFFICERS

SECTION 1. OFFICERS

The officers of the Corporation shall be a President, President-Elect, Past-President, Secretary and Treasurer, all of whom shall be directors on the Executive Board and the General Board. Only one office may be held by the same person. The National Delegates, Membership Chair, Sponsorship Chair and directors at large are directors of the Executive Board and the General Board, but are not officers. One person may serve as a National Delegate and hold a second officer position.

SECTION 2. ELECTION OF OFFICES

The officers of the Corporation, except those appointed in accordance with the provisions of Section 3 of this Article IX, shall be chosen by the membership as set forth in Article VI and each shall serve for one (1) year terms (except for the President-Elect who shall serve for two (2) years).

SECTION 3. REMOVAL OF OFFICERS

Any officer may be removed, with or without cause, by the Executive Board, at any regular or special meeting of the Executive Board, or, except in case of an officer chosen by the Executive Board, by an officer on whom such power of removal may be conferred by the Executive Board.

SECTION 4. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the following manner. If the office of President becomes vacant, the President-Elect shall serve as President. All other vacancies shall be filled by appointment of the majority of the Executive Board.

SECTION 6. RESPONSIBILITIES OF OFFICES

(a) President. The President shall, subject to the control of the Executive Board, generally supervise, direct, and control the business and the officers of the Corporation. The President shall preside at all meetings of the Members and at all meetings of the Executive Board and the General Board. The President shall be an ex-officio member of all standing committees except the committee on nominations and shall have such other powers and duties as may be prescribed by the Executive Board or these Bylaws.

(b) President-Elect. In the absence or disability of the President, the President-Elect shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Executive Board.

(c) Secretary. The Secretary shall (i) attend to the Book of Minutes, and (ii) handle all of the correspondence of the Corporation and report on such correspondence to the Executive Board. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Executive Board may direct, a book of minutes of all meetings and actions of directors of the Executive Board and the General Board, committees of directors, and Members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, the number of members present or represented at members' meetings, and the proceedings of such meetings.

(d) Treasurer. The Treasurer shall attend to the following:

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Executive Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Executive Board; shall render, or cause to be rendered, to the President and directors, whenever they request it, an account of all of her transactions as Treasurer and of the financial condition of the Corporation; shall prepare, or cause to be prepared, a draft budget for the succeeding year, which draft budget shall be delivered to the incoming Treasurer with a copy to the incoming President; and shall have other powers and perform such other duties as may be prescribed by the Executive Board or by these Bylaws.

ARTICLE X RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

(a) Adequate and correct books and records of account;

(b) Minutes in written form of the proceedings of times, Members, Executive Board, General Board and committees of the Boards;

(c) A record of its Members, giving their names and addresses and the class of membership held by each.

All such records shall be kept at the Corporation's principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state.

SECTION 2. MEMBERS' INSPECTION RIGHTS

Any Member of the Corporation may inspect and copy the records of Members' name and addresses and voting rights during usual business hours on five days' prior written demand on the Corporation, stating the purpose for which the inspection rights are requested, or may obtain from the Secretary of the Corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a list of names and addresses of Members who are entitled to vote for the election of directors, and their voting rights, as of the most recent record date for which that list has been compiled, or as of a date specified by the Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Member by the Secretary on or before the later of ten (10) days after the demand is received or the date specified in it as the date by which the list is to be compiled.

Any Member of the Corporation may inspect the accounting books and records and minutes of the proceedings of the Members and the Boards and committees of the Boards, at any reasonable time, for a purpose reasonably related to such person's interest as a Member.

Any inspection and copying under this section may be made in person or by an agent or attorney of the Member and the right of inspection includes the right to copy and make extracts.

SECTION 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall keep at its principal executive office or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the articles and bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. If the principal executive office of the Corporation is outside the State of California and the Corporation has no principal business office in this state, the Secretary shall, on the written request of any Member, furnish to that Member a copy of the articles and bylaws as amended to date.

SECTION 4. INSPECTION BY DIRECTORS

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary Corporations, if any. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 5. ANNUAL REPORT TO MEMBERS

The annual report to Members referred to in the California Nonprofit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports to the Members of the Corporation as they consider appropriate. However, the Corporation shall provide to the directors of the Executive Board, and to those members who request it in writing, within 120 days after the close of the fiscal year, a report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue of receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and/or
- (e) Any information required by the California Nonprofit Corporation Law.

ARTICLE XI
INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER AGENTS

SECTION 1. DEFINITIONS

For the purpose of this Article,

- (a) "agent" means any person who is or was a director, officer, employee, or other agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this Corporation or of another enterprise at the request of the predecessor corporation;
- (b) "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and
- (c) "expenses" includes, without limitation, all attorney's fees, costs, and any other expenses incurred in establishing a right to indemnification under this Article.

SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this Corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a judgment rendered against him, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this Corporation, or by an officer, director or person

granted related status by the Attorney General, or by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of California Corporations Code, or by the Attorney General or a person granted related status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this Corporation, for all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(a) Claims Settled Out of Court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this Corporation, with or without court approval, the agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition or for any expenses incurred in defending against the proceeding.

(b) Claims and Suits Awarded Against Agent. This Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this Corporation by reason of the fact that the person is or was an agent of this Corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met;

- (i) The determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
- (ii) Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine that, in view of all of the circumstances of the case, the agent should be entitled to indemnity for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

SECTION 5. DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

The indemnification granted to an agent in Sections 3 and 4 above is conditioned on the following:

(a) Required Standard of Conduct. The agent seeking reimbursement must be found, in the manner provided below, that he or she acted in good faith, in a manner he or she believed to be in the best interest of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he or she reasonably believed to be in the best interest of this Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his or her conduct was unlawful.

(b) Manner of Determination of Good Faith Conduct. The determination that the agent did act in a manner complying with paragraph (a) above shall be made by:

- (i) The Executive Board by majority vote of a quorum consisting of directors who are not parties to the proceeding;
- (ii) The affirmative vote (or written ballot in accordance with Article VI, Section 9) of a majority of the votes represented and voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); and/or
- (iii) The court in which the proceeding is or was pending. Such determination may be made on application brought by this Corporation or the agent or the attorney or other person rendering a defense to the agent, whether or not the application by the agent, attorney, or other person is opposed by this Corporation.

SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(b) (iii), in any circumstances when it appears:

(a) That the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the Members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in the Article.

SECTION 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this Corporation, or any subsidiary hereof may be entitled by contract or otherwise.

SECTION 9. INSURANCE

The Executive Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against that liability under the provisions of this section.

SECTION 10. FIDUCIARIES OR CORPORATE EMPLOYEE BENEFIT PLAN

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the Corporation as defined in Section 1 of this Article. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager, or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

ARTICLE XII CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

ARTICLE XIII AMENDMENTS

SECTION 1. AMENDMENT BY MEMBERS

New bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of the Full Members and Retired Members or their proxies, or by written assent of these persons. However, if the Corporation has more than one class of voting members, any amendment which would materially and adversely affect the rights of any class as to voting or transfer, differently than such action affects another class, must be approved by the members of such affected class. Further, where any provision of these Bylaws requires the vote of a larger proportion of the members than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of members. No amendment may extend the term of a director beyond that for which such director was elected.

SECTION 2. AMENDMENT BY DIRECTORS

Subject to the rights of Members under Section 1 of this Article XII and the limitations set forth below, the Executive Board may adopt, amend or repeal bylaws. Such power is subject to the following limitations:

(a) The limitation set forth in Section 1 on the Member's power to adopt, amend or repeal bylaws shall apply to actions by the Executive Board.

(b) The Executive Board may not amend a bylaw provision fixing the authorized number of directors of the Executive Board or the minimum and maximum number of directors of the Executive Board. However, if the articles or bylaws provide for a variable number of directors within specified limits, the directors of the Executive Board may, subject to the other limitations of this Section, adopt, amend or repeal a bylaw fixing the exact number of directors within those limits.

(c) If any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

(d) The Executive Board may not adopt or amend bylaw provisions concerning the following subjects without the approval of the members:

- (i) Any provision increasing the terms of directors;
- (ii) Any provision allowing one or more directors to hold office by designation or selection rather than election by the members;
- (iii) Any provision giving the Executive Board power to fill vacancies on the Board created by removal of directors;
- (iv) Any provision increasing the quorum for members' meetings;
- (v) Any provision repealing, restricting, creating or expanding proxy rights;
- (vi) Any provision that repeals or amends Article V, Section 7(c) of these Bylaws, which authorizes cumulative voting.

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