

**SIXTH AMENDED AND RESTATED BYLAWS OF
COMMERCIAL REAL ESTATE WOMEN
WASHINGTON, DC
(Adopted December 23, 2016)**

ARTICLE I. ORGANIZATION

COMMERCIAL REAL ESTATE WOMEN (the “Association”) was organized as a non-profit corporation under the laws of the District of Columbia pursuant to Articles of Organization filed with the District of Columbia on November 7, 1980.

ARTICLE II. OFFICES

Section 2.1 Registered Office

Registered Office. The registered office of the Association is located at 1015 15th Street, NW Suite 1000, Washington DC 20005, or at such other place as the Board of Directors may otherwise designate from time to time. The Association’s resident agent at that address is CT Corporation.

Section 2.2 Principal Office.

Principal Office. The Association’s principal office is located at 673 Potomac Station Drive, Suite 801, Leesburg, VA, or at such other place as the Board of Directors may otherwise designate from time to time. The Association may also have an office or offices other than said principal office at such place or places, either within or without the District of Columbia, as the Board of Directors determines from time to time and as the business of the Association requires.

ARTICLE III. PURPOSE

As provided in the Articles of Incorporation, the Association is organized and shall be operated for the charitable purpose of promoting professional opportunities and business relationships for women in the commercial real estate industry.

ARTICLE IV. MEMBERSHIP

Section 4.1 Membership Categories

The Association shall seek to attract members from all areas of the Field of Commercial Real Estate (as such term is defined in Section 4.3 below), and no member shall be accepted who is not in the Field of Commercial Real Estate. The membership shall be comprised of a variety of categories or disciplines within the Field of Commercial Real Estate, including, but not limited to:

1. Accounting
2. Acquisitions/Dispositions
3. Administration
4. Appraisal
5. Architecture
6. Asset Management

7. Brokerage
8. Business Development
9. Commercial Insurance
10. Commercial Lending
11. Commercial Real Estate
12. Construction/General
13. Construction/Management
14. Consulting, Commercial Real Estate
15. Corporate Real Estate
16. Cost Segregation
17. Economic Development
18. Education
19. Engineering
20. Environmental
21. Facility Management
22. Finance
23. Interior Design/Space Planning
24. Investment Management
25. Investor Relations
26. Land Surveying
27. Land Use Planning and Zoning
28. Law
29. Market Research
30. Marketing/PR
31. Personnel/HR
32. Program Management/Project Management
33. Property Management
34. Public Sector
35. Quasi-Governmental Transportation and Port Authorities
36. Real Estate Development
37. Relocation Services, Corporate
38. Risk Management
39. Title/Escrow
40. Student - in an accredited program in the Field of Commercial Real Estate

And such other fields as may from time to time be approved by the Board, so long as the services provided relate to the Field of Commercial Real Estate. There will be no minimum number or types of membership categories. The Membership Committee shall determine which category a prospective member represents based on the information provided in such prospective member's membership application. Such determination will be used to assist in directing recruiting efforts with the goal of maintaining a membership that is balanced among the above categories.

Section 4.2 Classes of Membership

The Association's Membership is comprised of Active Members, Associate Members, Honorary Council Members, Retired Members, Public Sector Members, and Student Members and any other category of members established by the Board of Directors (as such terms are defined below) (individually, a "Member" and collectively, "Members").

(a) Active Members. In order to be an active member (“Active Member”), a Member shall be employed in the Field of Commercial Real Estate (as defined in Section 4.3 below) for at least five (5) years and otherwise shall comply with the Active Member admission requirements set forth in Section 4.3 below.

(b) Associate Members. In order to be an associate member (“Associate Member”) a Member shall be actively employed in the Field of Commercial Real Estate for less than five (5) years. An Associate Member shall have all of the privileges and rights of Active Members. Associate Members may become Active Members after they have been actively employed in the Field of Commercial Real Estate for more than five (5) years if such Associate Member otherwise complies with the Active Member admission requirements set forth in Section 4.3 below.

(c) Honorary Advisory Council Members. The Association shall have up to three (3) (or more if approved by the Board) Honorary Advisory Council Member positions per year that shall serve on the Advisory Council. In order to be an Honorary Advisory Council Member, a Member shall be employed in the Field of Commercial Real Estate for at least five (5) years. The Honorary Advisory Council Members shall have all of the privileges and rights of Active Members. The Board of Directors, by majority vote, shall designate the Honorary Advisory Council Members at the beginning of each fiscal year.

(d) Retired Member. In order to be a Retired Member, a Member shall have been an Active Member of the Association or another CREW chapter for a period of at least two (2) years prior to such Member’s retirement from full-time or part-time employment and shall have been actively employed in the Field of Commercial Real Estate for at least five (5) years prior to such retirement and otherwise shall comply with the Active Member admission requirements set forth in Section 4.3 below.

(e) Public Sector Member. An Active Member who shall be employed full-time in any federal, state or local government capacity or in an economic development entity reasonably recognized by the Board of Directors and otherwise shall comply with the Active Member admission requirements set forth in Section 4.3 below. Public Sector Members shall have all of the privileges and rights of Active Members.

(f) Student Members. A student in an accredited degree program leading to an undergraduate or graduate degree in the Field of Commercial Real Estate may apply for membership. As part of the application, students must include a copy of their course registration. Student memberships must be applied for every year. Student memberships are not automatically renewable. Student Members shall change their class of membership to another applicable membership category following their graduation or if they no longer qualify for Student status. The application fee will be waived for Student Members in good standing that wish to become Associate or Active members following their graduation or change in Student status. A Student Member shall have all of the privileges and rights of Active Members, *except that* Student Members shall *not* have the right to serve on the Board of Directors, to serve as the Chair or Co- Chair of any Committee, or to vote on any matter.

(g) Limitation on Members. In no event shall Associate Members, Retired Members Public Sector Members, and Student Members (combined in the aggregate) make up more than twenty-five percent (25%) of the Members of the Association.

Section 4.3 Admission of New Members

(a) Membership Qualifications. Application for membership in the Association shall be open to any professional who complies with the requirements set forth in Section 4.2 above and is actively employed (full or part time) in the Field of Commercial Real Estate, except as provided for Retired Members and Student Members in Section 4.2 above, and except that the Board of Directors may establish membership guidelines for members who are temporarily unemployed or “transitioning” between positions of employment in the Field of Commercial Real Estate. As used in these Bylaws, the “Field of Commercial Real Estate” shall be deemed to mean professional services inherent in the investment in, ownership, development or operation of income-producing real estate and real estate held for investment, including, but not limited to, the sub-categories listed in Section 4.1 above. Income-producing real estate is deemed to mean real property, any improvements made to or upon real property, and rights to use such real property and improvements for the generation of revenues or other business or investment purposes. Services rendered in connection with the sale or transfer of individual residential units shall not be considered to relate to commercial real estate. The determination as to whether a person is qualified for membership under the foregoing definitions shall be made at the discretion of the Chair of the Membership Committee subject to any guidelines established by the Board of Directors.

(b) Requirements for Admission. In order to be admitted as a new Member of the Association (other than a Transfer Member), an applicant for admission must (i) comply with the requirements set forth in this Section 4.3 and Section 4.2 above applicable to each such Class of Membership, (ii) submit a written application to the Membership Committee in a form promulgated by the Membership Committee; and (iii) pay the then applicable Annual Dues plus the then current application fee. Additional requirements may be adopted from time to time by the Board of Directors. Transfer Members in good standing in another CREW chapter shall submit a written application to the Membership Committee and comply with the requirements of Section 4.3(d) below.

(c) Change of Class of Membership. In order to qualify as a Retired Member, such Member shall notify the Director of Membership of such Member’s change in status and such change shall be effective as of the next membership year. An Associate Member who has gained the requisite years of experience in the Field of Commercial Real Estate shall be transferred to Active Member as of the beginning of the next membership year after such Member satisfies the requirements to become an Active Member. Student Members shall change their class of membership to another applicable membership category following their graduation or if they no longer qualify for Student status.

(d) Transfer Member. A member of another CREW chapter (“Transfer Member”) who is in good standing under the bylaws or other rules and regulations of such CREW chapter and is current in the payment of all applicable Association Annual Dues and any other amounts due shall be provided membership status with the Association for the remainder of the calendar year of which her membership dues were paid. At the close of the membership year (once the terms of the paid membership have expired), the Transfer Member will be assessed for membership according to the requirements for the qualifying category of membership in Section 4.2.

(e) Member in Good Standing. All references to a Member being in “good standing” in these Bylaws shall mean a Member who is current in the payment of all applicable Annual Dues and any other amounts due to the Association (including fees for attending programs and events)

and is not in default pursuant to Section 4.5. Additional requirements for maintaining membership in good standing may be established by the Board of Directors.

Section 4.4 Resignation

Any Member may resign or withdraw from the Association by giving written notice of such intention to the Chair of the Membership Committee, which notice shall be presented to the Board of Directors by the Director of Membership at the first meeting after receipt of such notice. No member who resigns or withdraws from the Association shall be entitled to a refund of any prepaid Annual Dues or any dues paid for programs or events.

Section 4.5 Default

(a) A Member is in default if (i) such Member fails to pay Annual Dues or any amount owed (including fees for programs and/or events) within a period of two (2) months from the date that Annual Dues or such other amount became due and payable or (ii) the Board of Directors determines a Member is in default under Section 4.6 below. A Member in default for non-payment of Annual Dues or such other amounts will be charged “non-member” rates at all meetings and events at the discretion of the Membership Committee and will not be in “good standing.”

(b) Any Member in default may be terminated by the Board of Directors in the manner provided in Section 4.6 of these Bylaws and shall not have the rights and privileges of membership, including the right to vote, participate on a Committee, chair a Committee, serve on the Board, or attend “Members Only” events.

Section 4.6 Suspension; Expulsion; Termination of Membership

A Member may be suspended for a period of time, expelled or have membership terminated from the Association for “cause”, including, but not limited to, any violation of the Bylaws of the Association or conduct prejudicial to the best interests or reputation of the Association, or for being in default as defined in Section 4.5. Suspension, expulsion or membership termination shall be determined by an affirmative vote of two-thirds of the members of the Board of Directors, provided that, solely in the event of a termination for reasons OTHER than a failure to pay Annual Dues or any other amounts owed by a Member, a statement of the charges has been mailed to the Member so charged by the Director of Membership, by certified mail or Federal Express or UPS overnight delivery at the Member’s last recorded address, at least fifteen (15) days before final action is taken, which statement shall be accompanied by a notice of the time and place where the Board of Directors shall take such action. The Member so charged shall be given an opportunity to present a defense at that time and place mentioned in such notice.

ARTICLE V. DUES

Section 5.1 Annual Dues

(a) Annual Dues. Annual membership dues (“Annual Dues”) shall be established on an annual basis by the Board of Directors, including any discounted dues arrangements that may be applicable to any Members. The Board of Directors shall establish rules for assessing Annual Dues for new Members joining the Association during the calendar year.

(b) Honorary Advisory Council Members. Annual Dues for the three Honorary

Advisory Council Members shall be zero. The past Presidents who serve on the Advisory Council shall be required to pay all Annual Dues in accordance with their applicable category as Members.

Section 5.2 Payment of Dues

The Association shall send out invoices for Annual Dues each calendar year, and the Board shall establish policies for payment of Annual Dues.

ARTICLE VI. MEETINGS OF MEMBERS

Section 6.1 Annual Meeting

Annual Meetings shall be held on a date as shall, from time to time, be designated by the Board of Directors, which is typically in September of each year; provided that no less than ten (10) days' notice of such Annual Meeting date or revised meeting date shall be given to the Members by means of electronic mail at the last known electronic mail address given to the Association. At such Annual Meeting, the Members entitled to vote shall transact such business as may properly come before the Association.

Section 6.2 Special Meetings

Special meetings of the Members of the Association may be called by the Board of Directors, at its discretion, or upon the written request of at least ten percent (10%) of the Active Members of the Association.

Section 6.4 Notices of Special Meetings

Except as otherwise provided by law, the Articles of Incorporation or as otherwise set forth herein, written notice of any special meetings of Members, stating the place, date and time thereof and the purpose or purposes for which the meeting is called, shall be sent by electronic mail to the last recorded electronic mail address of each Member at least ten days and not more than thirty (30) days before the time appointed for the meeting.

Section 6.5 Place

A meeting of the Members of the Association may be held at any time and at any place within or without the District of Columbia or may be held by electronic means, including telephone conference and/or videoconference.

Section 6.6 Quorum; Waiver

Except with respect to the election of the Board of Directors (which is governed by Section 7.2), the presence in person or by proxy of Active Members representing at least ten percent (10%) of the Active Members of the Association entitled to vote shall be necessary for, and shall constitute a quorum for, the transaction of business at all meetings of Members of the Association. Notwithstanding the foregoing, any action may be taken at a meeting, provided notice is waived in writing by at least ten percent (10%) of Members having the right to vote.

Section 6.7 Voting; Proxies

Each Member in good standing shall be entitled to one vote on any matter coming before the Members for consideration. If the manner of deciding any question has not otherwise been prescribed herein (including the election of Directors, which shall be governed by Section 7.2), it shall be decided by a majority vote of the Members in good standing present in person or by proxy. Every Member in good standing of the Association entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing, dated, and revocable at the pleasure of the Member executing it. Such written proxy may be submitted by electronic mail, electronic survey or other electronic means so long as appropriate records of the proxy are maintained by the Association. Unless the duration of the proxy is specified, it shall be invalid after one hundred eighty (180) days from the date of its execution if the matter being voted upon has not been adopted. Any meeting of Members does not need to be held at a geographic location if the meeting is held by means of the Internet or other electronic communications technology in a fashion pursuant to which the Members have the opportunity to read or hear the proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, and make comments.

Section 6.8 Action by Consent

Any action required or permitted by law, by the Articles of Incorporation or by these Bylaws to be taken at any meeting of the Members of the Association may be taken without a meeting, without prior notice and without a vote, if a written consent, setting forth the action so taken, shall be signed by at least ten percent (10%) of the Members, except that an affirmative vote of twenty-five percent of Members shall be required to elect the Board of Directors. Such written consent shall be filed with the minutes of meetings of the Members.

ARTICLE VII. BOARD OF DIRECTORS

Section 7.1 General Powers; Composition; Term

(a) The governance, direction, property and affairs of the Association shall be vested in a board of directors (the "Board of Directors" or "Board"), which shall bear responsibility for and shall oversee all the activities of the Association. The Board of Directors shall be composed of at least four Members: the President, President-Elect, Treasurer, one Delegate (as defined below) to CREW Network (as defined below) and such additional number of Directors as determined by the Board and elected by the Members from time to time. The Board of Directors shall be responsible for guiding the strategic direction of the Association. The Board of Directors may exercise all powers of the Association and perform all lawful acts and things which are not by law, the Articles of Incorporation, or these Bylaws delegated, directed or required to be exercised or performed by the officers or Members of the Association. The members of the Board of Directors need not be residents of the District of Columbia. The members of the Board of Directors shall be deemed, for all purposes and where necessary under applicable status and regulations of the District of Columbia, to be the Directors of the Association. The members of the Board of Directors shall be Members in good standing of the Association, but shall not include any Student Members.

(b) The Board of Directors, by resolutions adopted by a majority vote of the existing Board members, shall establish the number of Board positions from time to time, and may add, delete or adjust the duties of any Directors as it shall deem advisable and with such duties as the Board of Directors may prescribe, without the necessity of amending these Bylaws, provided that if

any Board position is eliminated, such elimination will take effect upon the expiration of the term of the sitting Director in such position.

(c) The President, President-Elect and Delegate shall each serve one-year terms. All other members of the Board of Directors shall serve two-year terms, which shall be staggered terms.

Section 7.2 Election of Board of Directors

(a) The Board of Directors shall be elected by an affirmative vote of twenty-five percent (25%) of the Members in good standing, excluding Student Members. Except as provided in Section 7.9 hereof, elections for Board positions with terms expiring on December 31st of the applicable calendar year shall be held by electronic ballot of the Members in good standing, which ballot shall be provided to each Member entitled to vote of record as of the date of transmission of such ballot by electronic mail to the last known electronic mail address given to the Association on or before September 1st of the year prior to the start of the term for such Directors. Such ballot shall be voted upon by electronic mail, electronic survey or other electronic means and shall present a slate of Members in good standing proposed by the Nominating Committee and approved by the Board of Directors and shall provide each Member entitled to vote the opportunity to elect the entire slate, as well as provide an opportunity to vote for, or withhold a vote for, each candidate for election as a Director. Notwithstanding the preceding sentence, the President named on the slate shall be the President-Elect as approved by the Members from the previous calendar year and the positions of Directors whose term has not completed shall be such Directors in such positions as were elected in the previous calendar year. Each member of the Board of Directors so elected shall hold office beginning on January 1st of the year following said ballot, and ending on December 31st of the year in which the Director's term expires in accordance with the provisions set forth in Section 7.1 above, or until a successor shall have been elected and shall qualify.

(b) The Director of Communications shall provide the ballot with the proposed slate not less than forty-five (45) days prior to the date that such ballot is due.

(c) The affirmative vote of at least twenty-five percent (25%) of Members in good standing shall be required for a Director to be elected.

Section 7.3 Duties of Board of Directors

The Board of Directors shall: (1) hold meetings at such times and places as it considers proper, (2) establish budgets, long-term and strategic goals, and short-term plans of the Association, (3) suspend, expel and terminate membership of Members; (4) create one or more Committees to serve the needs of the Association; (5) appoint Chairs (or Co-Chairs) of Committees; (6) audit bills and disburse the funds of the Association; (7) employ agents; and (8) otherwise manage and govern the Association, including such other measures as it deems proper and expedient to promote the objectives of the Association and to best protect the interests and welfare of the Association.

Section 7.4 Meetings of the Board of Directors

Regular monthly meetings of the Board of Directors, provided that such meetings need not be convened in July or August of any year, shall be held on a date set by the President or agreed to by the Board at the previous meeting. If not agreed upon at the previous meeting, written notice of the meeting shall be mailed (via regular mail or electronic mail) to the last recorded address

(physical or electronic) of each member of the Board of Directors at least ten (10) days before the time appointed for said meeting. Notice made in person or by telephone shall be made at least ten (10) days before the time appointed for said meeting. The President or the Director of Communications, at the request in writing of four (4) members of the Board of Directors, shall call for a special meeting of the Board of Directors and only five (5) days' notice shall be required for such special meeting. In the event that a member of the Board of Directors is unable to attend the meeting in person, such member may participate via telephone conference or other electronic means.

Section 7.5 Quorum

At all meetings of the Board of Directors, a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, and the act of a majority of the members of the Board of Directors present at any meeting of the Board of Directors at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation or these Bylaws. In the absence of the President and President-elect, the quorum present may choose a chairperson for the meeting. If a quorum is not present, the members of the Board of Directors present may adjourn the meeting to a later day, but not more than ten (10) days later, without notice other than announcement at the meeting.

Section 7.6 Action by Consent

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting with a written consent setting forth the action so to be taken by all members of the Board of Directors (which consent may be by electronic mail, electronic survey or other electronic means). Such written consent shall be filed with the minutes of the meetings of the Board of Directors.

Section 7.7 Absence

Should any member of the Board of Directors be unreasonably absent from two (2) consecutive meetings of the Board of Directors without sending a communication to the President or Director of Communications stating the reasons for such absence, and in the event the reasons for such absence are not accepted by a majority of the members of the Board of Directors, the seat of that member on the Board of Directors may be declared vacant by the Board of Directors, and the Board of Directors shall proceed to fill the vacancy in the manner described in Section 7.9 hereof.

Section 7.8 Removal of Board of Directors Members

Any one or more of the Board of Directors members may be removed, either with or without cause, at any time, by a vote of two-thirds of the Members of the Association present at any special membership meeting or by a two-thirds vote of the Board of Directors at a special meeting called for that purpose. In the event of such removal, the Board of Directors shall proceed to fill the vacancy in the manner described in Section 7.9 hereof.

Section 7.9 Resignation; Vacancies

Any member of the Board of Directors shall have the right to resign from the Board of Directors by giving written notice thereof to the President or the Director of Communications. Whenever a vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the

remaining members of the Board of Directors, at its regular meeting or at a special meeting which shall be called by the President for that purpose. Each member of the Board of Directors so chosen shall hold office until the expiration of the original term of the Director who has resigned or been removed from the Board, or until a successor shall have been elected and shall qualify.

ARTICLE VIII. OFFICERS

Section 8.1 Designations

The officers of the Association shall be the President, the President-Elect, the Treasurer (who shall be the Director of Finance, unless otherwise determined by the Board) and the Secretary (who shall be the Director of Communications, unless otherwise determined by the Board) and any other officers appointed by the Board of Directors.

Section 8.2 Duties of Officers

(a) President. The President shall preside at the meetings of the Members of the Association and the meetings of the Board of Directors and Executive Committee and shall have general signatory authority for the Association of all actions approved by the Board and may designate such authority to a member of the Board of Directors.

(b) President-Elect. In case of death or absence of the President, or of the President's inability from any cause or act, the President-Elect shall perform the duties of the office of President and such other duties as directed by the Board.

(c) Treasurer. The Treasurer shall ensure that all funds and other property of the Association are maintained and that full and accurate accounts of all monies received and expended for the use of the Association in books belonging to the Association are kept, and shall oversee the activities of the Finance Committee (or any substitute therefor). The Treasurer will coordinate creation of an annual budget and will report to the Board of Directors from time to time on the status of actual versus budgeted activity.

(d) Secretary. It shall be the duty of the Secretary to ensure that a record of all votes, resolutions, and the proceedings of all meetings is kept of the Members of the Association and of the Board of Directors and shall oversee the activities of the Communications Committee (or any substitutes therefor). The Association may hire an employee and/or engage a consultant to perform any such duties under the supervision of the Secretary.

Section 8.3 Specific Duties of Directors.

(a) General. It shall be the duty of each Director to oversee the activities of the particular Committee that such Director is appointed to oversee (if applicable) and to serve as the liaison between such Committee and the Board.

(b) Delegates. The Association is an independent Member Organization (as such term is defined in the Certificate of Incorporation of the National Network of Commercial Real Estate Women ("CREW Network")) of CREW Network. There shall be at least two (2) delegates elected by the Board. The Delegates shall act as representatives of the Association to CREW Network and are authorized to vote as directed by the majority of the Board of Directors on behalf of the Association in connection with matters before CREW Network and to undertake such other

responsibilities as CREW Network or the Board of Directors shall request or designate. In the event that one of the Delegates shall be unable to cast any vote on behalf of the Association on a matter before CREW Network, the President, or any other Director authorized by the Board, shall be the alternate Delegate to cast such vote.

(c) Other Duties. The Board of Directors, by resolutions adopted by a majority vote of its Members, may add, delete or adjust the duties of any Directors as it shall deem advisable and with such duties as the Board of Directors may prescribe.

ARTICLE IX. COMMITTEES/ADVISORY COUNCIL

Section 9.1. Committees

The Board of Directors may establish committees of the Association (“Committees”), from time to time, and to appoint one or more chairpersons (“Chairs” or “Co-Chairs” as applicable) of such Committees. The Committees shall be responsible for the implementation of the strategic goals and policies established by the Board. The Committees shall not be committees of the Board of Directors. Only Members in good standing shall have the right to serve on a Committee or to chair a Committee. All of the actions of the Committees shall be subject to review and approval by the Board of Directors. The Committees shall be established from time to time by the Board of Directors and may include, but are not limited to and are not required to include: (1) Membership, (2) Programs, (3) Communications, (4) Sponsorship and Community Action, (5) Member Services, (6) Special Events, (7) Finance, (8) CREW Foundation, (9) EDU Committee, (10) Nominating Committee, and (11) Chairpersons Committee (*i.e.*, a committee of the Chairs of each of the other Committees). The Committees shall have such duties as established by the Board from time to time.

Section 9.2 Committees

The Board of Directors, by resolutions adopted by a majority vote of its Members, may add, delete or combine such Committees (or change the duties of Committees) as it shall deem advisable and with such limited authority as the Board of Directors may prescribe, without the necessity of amending these Bylaws.

Section 9.3 Nominating Committee

(a) Selection of Nominating Committee. During the first six (6) months of each year a Nominating Committee shall be formed, to serve for a period of one year. The Nominating Committee shall be selected by the immediate past President of the Association in consultation with the President Elect and approved by the Board of Directors. Only Members in good standing (excluding Student Members) shall serve on the Nominating Committee. The immediate past President of the Association shall serve as Chair of the Nominating Committee and the President Elect shall serve on the Nominating Committee. If the immediate past President should be unable or ineligible to serve as Chair, a Chair shall be elected by a majority vote of the Board of Directors.

(b) Duties of the Nominating Committee. The duties of the Nominating Committee shall be to nominate Members in good standing as candidates to serve on the Board of Directors to be elected by the Members of the Association, which candidates shall be approved by the Board of Directors. Prior to proposing any nominations for the Board to approve, the Nominating Committee shall request that the Communications Committee provide a notice to all Members by

electronic mail, electronic survey or other electronic means to the last known electronic mail address given to the Association which notice shall request nominations from the Members for consideration by the Nominating Committee and shall give the Members at least forty-five (45) days to submit nominations for the Nominating Committee to consider. The Nominating Committee shall notify the Director of Communications in writing of the names of such candidates at least forty-five (45) days prior to the deadline set for balloting by electronic mail.

(c) Restrictions on Nominating Committee. No member of the Nominating Committee may be proposed for election to the Board of Directors during the year in which such member serves on the Nominating Committee.

Section 9.4 Quorum

Twenty-five percent (25%) of the members of any Committee of the Association shall constitute a quorum for the transaction of business, unless any Committee shall, by a majority vote of its entire membership, decide otherwise.

Section 9.5 Procedures; Reporting

Each of the Committees shall be responsible for setting its own procedures for the orderly and efficient conducting of business. Each Committee shall report on a regular basis to its Director representative on the Board of Directors.

Section 9.6 Committee Vacancies

The various Committees shall have the power to fill vacancies in their memberships; provided however, that if a vacancy in the position of the Chair occurs for any reason whatsoever, the successor Chair of any such Committee shall be appointed by the Board of Directors.

Section 9.7 Advisory Council

The Association may form an Advisory Council each year consisting of Honorary Advisory Council Members and past Presidents of the Association. If formed, the President shall nominate, and the Board of Directors shall approve, the Honorary Advisory Council Members and the past Association Presidents to serve on the Advisory Council. The Advisory Council shall meet at the discretion of the President and shall serve in a leadership capacity to advise the President on ways to help the Association meet its mission statement.

ARTICLE X. GENERAL PROVISIONS

Section 10.1 Fiscal Year

The fiscal year of the Association shall be a calendar year, beginning on January 1, and ending on December 31 of each year.

Section 10.2 Seal

The seal of the Association shall have inscribed thereon the name of the Association, the year of its incorporation, and with words "District of Columbia" and "Corporate Seal".

Section 10.3 Mail

All acts required to be conducted by mail may be done by electronic mail or facsimile.

ARTICLE XI. AMENDMENTS

These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of a majority of the Board of Directors at any duly called meeting of the Board of Directors. Notice of proposed amendment, alteration or restatement of these Bylaws must be included in the notice of the meeting at which such action shall take place.

ARTICLE XII. SPECIAL PROVISIONS

Section 12.1 Restriction on Earnings

No part of the earnings of the Association shall inure to the benefit of or be distributed to its Members, directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation hereof and these Bylaws. Notwithstanding any other provisions of these Bylaws or the Articles of Incorporation, the Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 12.2 Dissolution

In the event of dissolution or final liquidation of the Association, the remaining assets of the Association shall be applied and distributed as follows: All liabilities and obligations of the Association shall be paid, satisfied, and discharged, or provision shall be made therefor; any assets held on the condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed to one or more corporations, funds or foundations, qualified for exemption from tax under the Internal Revenue Code of 1954, as amended, or its successor provisions, and engaged in activities substantially similar to those of the Association.

ARTICLE XIII AFFILIATIONS

The Association shall be empowered to affiliate with like groups in localities inside and outside of Washington, D.C. as deemed in the best interests of the Association. The Board of Directors shall determine the terms of such affiliation.

ARTICLE XIV. COMPENSATION AND PERSONAL LIABILITY

Section 14.1 Compensation

No Director or officer shall receive any compensation for services rendered as a Director or officer. Notwithstanding the foregoing, any Director or officer may receive reasonable compensation for services rendered as an independent contractor of the Association and any Director or officer may, if authorized by the Board of Directors, be reimbursed for necessary

expenses including travel expenses, reasonably incurred and specifically documented by the director or officer in the performance of duties as a Director or officer.

Section 14.2 Personal Liability

The members of the Board of Directors and the officers of the Association shall not be personally liable for any debt, liability, or obligation of the Association. Any and all persons or entities extending credit to, contracting with, or having any claims against the Association may look only to the funds and property of the Association for the payment of any such contract or claim or for the payment of any debt, damages, judgment or decree, or any money that may otherwise become due or payable to it or them from the Association.

ARTICLE XV. INDEMNIFICATION

Section 15.1 Generally

The Association shall, to the fullest extent now or hereafter permitted by law, and only to the extent that the Association's status as exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, indemnify any director, officer or employee of the Association, any person serving as a member of the Executive Committee, a committee of the Board of Directors or any other committee, against liability, including but not limited to judgments, fines, amounts paid in settlement, reasonable attorneys' fees and related expenses, incurred in the performance of such duties or service or incurred while acting in such capacity or arising out of such person's status as such, provided that such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Association, as determined by the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful or fraudulent. The Association shall also indemnify directors and officers as required by applicable law. The Association shall have the right to select attorneys and to approve any settlements or legal expenses incurred in connection with any suit, action or proceeding to which this indemnification applies.

Section 15.2 Advances; Repayment

Such indemnification may, to the extent authorized by the Board, include payment by the Association of expenses, including attorneys' fees, reasonably incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of (a) a written statement signed by the indemnified party setting forth his or her good faith belief that he or she has met the relevant standard of conduct as required by applicable law, or that the proceeding involves conduct for which liability has been eliminated by applicable law; and (b) an undertaking by the indemnified party to repay such payment if the indemnified party is finally determined not to be entitled to indemnification under this Article XV, which undertaking may be accepted without regard to the financial ability of such indemnified party to make repayment.

Section 15.3 Voting; Authorization

Except with regard to any indemnification mandatory under applicable law or ordered by a court, the Association shall not indemnify any indemnified party or make advances in accordance with Section 15.2 unless authorized for a specific proceeding after a determination has been made that indemnification is permissible because the indemnified party has met the relevant standard of conduct required by applicable law. The determination shall be made:

(1) If there are two or more disinterested directors, by a majority vote of all the disinterested directors, a majority of whom will constitute a quorum for that purpose, or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote;

(2) By special legal counsel:

(A) Selected in the manner prescribed in paragraph (1) above; or

(B) If there are fewer than two disinterested directors, selected by the Board of Directors, in which selection directors who do not qualify as disinterested directors may participate.

A disinterested director is a director who, at the time of a vote pursuant to this Section 15.3 is not a party to the proceeding or a director having a familial, financial, professional, or employment relationship with the director whose indemnification or advance for expenses is the subject of the decision being made, which relationship would, in the circumstances, reasonably be expected to exert an influence on the director's judgment when voting on the decision being made.

Section 15.4 Heirs, Executors and Administrators

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any indemnified party.

Section 15.5 None-Exclusive Rights

The right of indemnification under this Article XV shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this Article XV shall affect any rights to indemnification to which any indemnified parties and other persons may be entitled by contract or otherwise under law.

Section 15.6 Adverse Amendment

No amendment or repeal of the provisions of this Article XV which adversely affects the rights of an Indemnified Party under this Article XV shall apply to that indemnified party with respect to the acts of omissions of such indemnified party at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such indemnified party.

Section 15.7 Employees and Agents

To the extent legally permissible and only to the extent that the status of the Association as exempt from federal income taxation under Section 501(c)(6) of the Internal Revenue Code is not affected thereby, the Association may indemnify any employee or agent of the Association to the extent authorized by the Board, in its sole discretion, by the affirmative vote of a majority of the directors entitled to vote. The foregoing provisions of this Article XV shall apply to any indemnification of any such employee or agent.

ARTICLE XVI. MISCELLANEOUS

Section 16.1 Execution of Instruments.

All contracts, deeds, leases, bonds, notes, checks, drafts, and other instruments authorized to be executed by an officer of the Association on its behalf shall be signed by the President or the Treasurer except as the Board may generally or in particular cases otherwise determine. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Association by two of the Association's officers from among the President, President Elect, Treasurer, and Secretary shall be binding on the Association in favor of a purchaser or other person relying in good faith on such instrument.

Section 16.2 Headings and Titles

The heading and titles in these Bylaws are solely for convenience of reference and shall not be considered in construing or interpreting the Bylaws.