

December 12, 1987
Revised as per June 1989 Annual Member Meeting
Revised in 2004 to include Affiliate Membership
Revised 2006 to amend and restate

**THE BYLAWS OF
COMMERCIAL REAL ESTATE WOMEN, INC.
SUBURBAN MARYLAND CHAPTER**

ARTICLE I. MEMBERSHIP

Section 1.1 Name.

The name of the Association shall be Commercial Real Estate Women-Suburban Maryland, Inc. (also referred to as "CREW-Suburban Maryland").

Section 1.2 Purpose.

The purpose of the Association shall be to further the professional development of women in all phases of commercial real estate; to promote avenues of communication among professional women inter and intra-industry; and to encourage the precognition and advancement of professional women in the field of real estate.

Section 1.3 Membership

Membership in the Association is extended to professionals in the field of commercial real estate, as stipulated in the bylaws.

Section 1.4 Membership Categories.

(a) The membership of Commercial Real Estate Women, Inc. (the Association) shall be comprised of a variety of categories or disciplines within the field of commercial real estate, including, but not limited to: (1) Acquisition, (2) architecture/engineering, (3) asset management, (4) construction, (5) consulting, (6) development: office, (7) development: other, (8) interior space, (9) institutional lending, (10) leasing: brokerage, (11) leasing: developer's representative, (12) mortgage banking/brokerage, (13) property management, (14) real estate law, (15) research, (16) sales/brokerage, (17) syndication/investment, and (18) other. Additional categories or sub-categories may be adopted from time to time by affirmative vote at a monthly meeting by a majority of the members eligible to vote who are present, in person or by proxy, provided the categories fall within the definition of commercial real estate as listed in Subsection 1.4 (a) of these Bylaws, and further provided that the following minimum categories are represented at all times: (i) architecture, (ii) development, (iii) finance, (iv) leasing, (v) property/asset management, (vi) real estate law, (vii) sales/brokerage, (viii)

syndication/investment. Notice of proposed additions or deletions to the categories must be included in the notice of the meeting at which such action shall take place.

(b) It is the intention and objective of the Association that the maximum number of Active Members in any one category shall not exceed thirty-five percent (35%) of the total number of Active Members of the Association. The thirty-five percent (35%) limitation may be exceeded temporarily from time to time in the event an active member enrolled in one category becomes employed in a different field of commercial real estate necessitating a change of category, or an Inactive Member becomes an Active Member as provided in Subsection 1.3(b) below.

(c) It is the intention and objective of the Association that no more than thirty-five percent (35%) of the Active Members in any one category can be employed by the same firm. The thirty-five percent (35%) limitation may be exceeded temporarily from time to time in the event (1) an Active Member employed by one firm becomes employed by a different firm, (2) an Inactive Member becomes an Active Member as provided in Subsection 1.3(b) above or (3) the membership category has few Active Members so that the addition of another Member from the same firm would have a disproportionate impact on the percentage of Active Members in the category.

Section 1.5 Classes of Membership.

(a) Active Members. In order to be an Active Member in good standing of the Association a member shall be: (1) employed on a primary basis in the field of commercial real estate as defined in Subsection 1.4(a) of these Bylaws for at least five (5) years, (2) current in the payment of all dues, and (3) shall have attended at least two (2) regular monthly meetings within a twelve (12) month period. Upon request made in writing to the Board of Directors, at the discretion of the Board of Directors, a member may be excused from attending the requisite number of meetings during any twelve (12) month period (i) due to extenuating circumstances, provided such member shall have demonstrated an interest in the Association by actively participating as a member of a committee or task force, or (ii) for reasons of health. Additional requirements for maintaining membership in good standing may be adopted by affirmative vote at a monthly meeting by a majority of the members eligible to vote who are present, in person or by proxy. Notice of the proposed additional requirements must be included in notice of the meeting at which action will take place.

(b) Inactive Members. Any person who has been an Active Member in good standing of the Association for at least one year and who temporarily ceases to be employed on a primary basis in the field of commercial real estate may, in lieu of discontinuance of membership, by request made in writing to the Membership Committee become an Inactive Member of the Association for a period of time not to exceed two years. In no event shall the number of Inactive Members exceed ten percent (10%) of the maximum number of active members of the Association at any time. In order to again become an Active Member, an Inactive Member must notify the Chair-person of the Membership Committee, in writing, of the intent to reactivate membership. The

Membership Chair-person shall admit an Inactive Member to Active Membership notwithstanding the fact that the admission of an Inactive Member to Active Membership may temporarily cause: i) the number of members in any one category of membership to exceed thirty-five percent (35%) of the total number of Active Members, or ii) the number of members employed by the same firm in any one category to exceed thirty-five percent (35%). An Inactive Member who reactivates to Active Member will not be counted against any new Active Member limitation as stated in Section 1.1.

(c) Associate Members. In order to be an Associate Member in good standing of the Association a member shall be: (1) employed on a primary basis in the field of commercial real estate as defined in Subsection 1.4(a) of these Bylaws for at least six (6) months, (2) current in the payment of all dues, and (3) shall have attended at least two (2) regular monthly meetings within a twelve (12) year period. Upon request made in writing to the Board of Directors, at the discretion of the Board of Directors, a member may be excused from attending the requisite number of meetings during any twelve (12) month period (i) due to extenuating circumstances, provided such member shall have demonstrated an interest in the Association by actively participating as a member of a committee or task force, or (ii) for reasons of health. Additional requirements for maintaining membership in good standing may be adopted by affirmative vote at a monthly meeting by a majority of the members eligible to vote who are present, in person or by proxy. Notice of the proposed additional requirements must be included in notice of the meeting at which action will take place.

Upon payment of Associate Memberships dues provided in Section 2.1(c), below, an Associate Member shall be entitled to all privileges of membership except that an Associate Member (i) shall not be entitled to vote; and (ii) shall not be entitled to attend closed meetings of the Association except by invitation of the Board of Directors. Associate Members may be included as candidates for Board of Director position(s) by the Nominating Committee, pursuant to Section 6.4(b) below, upon an affirmative vote of the then-current Board of Directors. Associate Members shall not be considered in determining the number of members in any of the membership categories as described in Section 1.2 above. If any Associate Member should desire to become an Active Member, the Associate Member shall be required to comply with all of the requirements for admission set forth in Subsections 1.4(b), (ii) and (iii) below, or such other requirements adopted by the members as may then be in effect. No Associate Member shall be admitted to the Association if the effect is to increase the number of members in any one category to more than thirty-five (35%) of the total Active Membership of the Association or to increase the number of Active Members employed by the same firm in any one category to more than thirty-five (35%). Notwithstanding the foregoing, the Board of Directors may waive such restrictions pursuant to Subsections 1.4(b) and (c). An Associate Member who becomes an Active Member will not be counted against any new Active Member limitation as stated in Section 1.1. However, the Associate Member shall be considered prior to other applicants if an opening is available or becomes available in the Associate Member's category.

(d) Affiliate Members. In order to be an affiliate member of good standing of the Association, a member shall meet all the requirements for an Active Member as set forth in Subsection 1.5(a) and/or provides services to the real estate industry. Upon payment of Affiliate Membership dues as provided in Subsection 2.1(d) below, an Affiliate Member shall be entitled to all privileges of membership except that an Affiliate Member (i) shall not be entitled to vote; and (ii) shall not be entitled to election as an officer or member of the Board of Directors.

(e) Honorary Members. In order to be an Honorary Member of the Association, the member shall be offered such a membership by the affirmative vote of a majority of the Board of Directors. The member shall not need to meet the requirements of Section 1.4 above or Section 1.6 below; however, the member shall attend at least two (2) regular monthly meetings during the calendar year of the Association. The Association will be responsible for payment of dues to the local and/or national Association. Any one person shall not be extended an Honorary membership for more than two (2) years and such memberships shall not be consecutive.

Section 1.6 Admission of New Members.

(a) Membership qualifications. Application for Active membership in the Association shall be open to any professional who is employed on a primary basis in the field of commercial real estate, and who shall have had a minimum of five (5) years experience in the field of commercial real estate. Associate membership shall be open to any professional who is employed on a primary basis in the field of commercial real estate, and who shall have had a minimum of six (6) months experience 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 property. "Income producing real property" is deemed to mean land, and improvements made to the land, and rights to use them, for business purposes. The determination as to whether a person qualified for membership under the foregoing definitions shall be made at the discretion of the Board of Directors.

(b) Requirements for Admission. In order to be admitted as an Active Member of the Association an applicant for admission must meet the following requirements: (i) the applicant must be proposed for membership by at least two members, at least one of whom is employed by a firm other than the firm employing the applicant; (ii) the applicant must attend a minimum of two open meetings of the Association within a period of twelve (12) months; (iii) the applicant must submit a written application to the Membership Committee; (iv) Applicant must be favorably reviewed by Membership Committee. Additional requirements may be adopted from time to time by affirmative vote at a monthly meeting by a majority of the members eligible to vote who are present, in person or by proxy. Notice of proposed additional membership requirements must be included in the notice of the meeting at which such action shall take place.

(c) Application Fee. A reasonable application fee may be established by affirmative vote at a monthly meeting by a majority of the members eligible to vote who are present, in person or by proxy. Notice of proposed application fee must be included in the notice of the meeting at which such action shall take place.

Section 1.7 Resignation.

Any member may resign or withdraw from the Association after fulfilling all obligations to the Association by giving written notice of such intention to the Recording Secretary, which notice shall be presented to the Board of Directors by the Recording Secretary 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 dues.

Section 1.8 Default.

(a) An Active Member is in default if that member fails to attend at least two (2) regular meetings of the Association during any calendar year of the Association, unless such failure to attend has been excused pursuant to Section 1.3(a) above. It is the intent and objective of the Association to maintain a membership that is actively involved.

(b) Any member is in default who has not paid dues within a period of two (2) months from the date dues became payable.

(c) Any member in default may be terminated by the Board of Directors in the manner provided in Section 1.7 of Bylaws.

Section 1.9 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 for conduct prejudicial to the best interests of the Association, or for being in default as defined in Section 1.6. Suspension, expulsion or membership termination shall be determined by a two-thirds vote of the members of the Board of Directors, provided that a statement of the charges has been mailed to the member so charged by the Corresponding Secretary, by certified mail at her last recorded address, at least fifteen (15) days before final action is taken, which statement shall be accompanied by a notice of the time when 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 the time and place mentioned in such notice.

ARTICLE II. DUES

Section 2.1 Annual Dues.

(a) Active Members. Annual dues shall be in an amount to be determined by the Board of Directors from time to time.

(b) Inactive Members. Annual dues shall be the same as those for Active Members.

(c) Associate Members. Annual dues shall be sixty percent (60%) of those for Active Members.

(d) Affiliate Members. Annual dues shall be the same as those for Active Members.

(e) New Members. Dues for New Members joining the Association between September and June shall be reduced ten percent (10%) per month October 1 through June 1.

(f) Honorary Members. National dues for Honorary Members shall be paid by the Association.

Section 2.2 Payment of Dues.

Dues shall be payable in full on or before Jan 1st of each year. New Member dues shall be payable within thirty (30) days of notification of acceptance as a member of the Association.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.1 Annual Meetings.

Annual meetings of the members of the Association shall be held such date as shall, from time to time, be designated by the Board of Directors. At such annual meeting, the members shall (a) elect the officers of the Association described in Section 5.1 hereof, (b) elect the chair-persons of the standing committees described in Section 6.1 hereof, and (c) transact such other business as may properly come before the Association.

Section 3.2 Bi-Monthly Meetings.

There shall be monthly meetings of the members of the Association during every other month except July and August in accordance with a schedule to be determined from time to time by the Board of Directors.

Section 3.3 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 four members of the Association.

Section 3.4 Notice of Meetings.

Except as otherwise provided by law, the Articles of Incorporation or as otherwise set forth herein, written notice of any annual, monthly or special meeting of members, stating the place, date and time thereof and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be mailed to the last recorded address of each member at least ten days and not more than twenty days before the time appointed for the meeting.

Section 3.5 Waiver.

Notwithstanding the provisions of Section 3.4 a meeting of the members of the Association may be held at any time and at any place and any action may be taken thereat, provided notice is waived in writing by every member having the right to vote at said meeting.

Section 3.6 Quorum.

The presence in person or by proxy of a majority of the members of the Association entitled to vote shall be necessary to, and shall constitute a quorum for, the transaction of business at all meetings of members of the Association.

Section 3.7 Voting; Proxies.

Each Active and Inactive Member in good standing shall be entitled to one vote if the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present or by proxy.

Voting may, but is not required, to take place by electronic mail. By affirmative vote of the Board of Directors, any matters requiring votes may be sent to the membership by electronic mail and, providing the following is clearly noted on the ballot, affirmative votes are assumed for any Members failing to respond within the designated time period (which shall not be less than two business days).

Every member of the Association entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing, dated, and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after thirty days from the date of its execution.

Section 3.8 Action by Consent.

Any action required or permitted by law, by the Article 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 all of the members. Such written consent shall be filed with the minutes of meetings of the members.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1 General Powers; Composition.

The property, affairs activities and concerns of the Association shall be managed by the Board of Directors, which shall be composed of the officers of the Association described in Section 5.1 hereof, the immediate past president of the Association and chair-persons of the standing committees described in Section 6.1 hereof. 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 directed or required to be exercised or performed by the members of the Association. The members of the Board of Directors need not be residents of the state of Maryland. The members of the Board of Directors shall be deemed, for all purposes and where necessary under applicable statutes and regulations of the State of Maryland, to be the Directors of the Association, and the Board of Directors shall likewise be deemed to be the Board of Directors of the Association.

Section 4.2 Election of Board of Directors; Term.

Except as provided in Section 4.9 hereof, the members of the Board of Directors shall be elected from a slate of Active Members at the annual meeting of the members of the Association by a majority vote of the members present in person or by proxy, and each member of the Board of Directors so elected shall hold office until the next succeeding annual meeting or until a successor shall have been elected and shall qualify. The nominees shall be designated by the Nominating Committee pursuant to Section 6.4 hereof and shall be presented to the Association. In addition, nominations may also be made by members of the Association if (a) endorsed by not less than five members of the Association and (b) forwarded to the Corresponding Secretary and Recording Secretary at least twenty-five days prior to the annual meeting of the Association. In the event any nominations are made by members of the Association pursuant to the preceding sentence, the names of such nominees shall be included in the notice of the meeting with the names of the nominees selected by the Nominating Committee. Notwithstanding the foregoing provisions of this section 4.2, appointments for the Board of Directors which shall serve for the 1986-1989 term shall be selected by the Steering Committee, and notice of such appointments shall be sent to the members simultaneously with the notice of the first organizational meeting.

Section 4.3 Duties of Board of Directors Members.

The Board of Directors shall: (1) hold meetings at such times and places as it considers proper; (2) suspend, expel and terminate membership of members; (3) appoint committees consisting of members of the Board of Directors or members of the Association; (4) audit bills and disburse the funds of the Association; (5) print, circulate, and publish notices, articles, and other documents; (6) carry on correspondence and communicate with other associations interested in the real estate profession; (7) employ agents; and (8) devise and carry into execution 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 members of the Association.

Section 4.4 Meetings of the Board of Directors.

Regular monthly meetings of the Board of Directors shall be held on a date set by the President. Written notice of the meeting shall be mailed to the last recorded address of each member of the Board of Directors at least ten 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, when deemed necessary, or the Secretary, at the request in writing of our members of the Board of Directors, shall call for a special meeting of the Board of Directors, and only five days' notice shall be required for such special meeting.

Section 4.5 Quorum.

At all meetings of the Board of Directors, a majority of number of 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 vice President, the quorum present may choose a chair-person 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 4.6 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 if a written consent setting forth the action so to be taken shall be signed before such action by all members of the Board of Directors. Such written consent shall be filed with the minutes of the meetings of the Board of Directors.

Section 4.7 Absence.

Should any member of the Board of Directors be unreasonably absent from three meetings of the Board of Directors during the Calendar Year without good cause, at the discretion of the Board of Directors, the seat of that member on the Board of Directors may be declared vacant, and the then-current Board of Directors shall proceed to fill the vacancy in the manner described in Section 4.9 hereof.

Section 4.8 Removal of Directors .

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 4.9 hereof.

Section 4.9 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 Secretary. 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 next annual meeting of the members of the Association or until a successor shall have been elected and shall qualify.

ARTICLE V. OFFICERS

Section 5.1 Designations.

The officers of the Association shall be the President, the Vice President, the Recording Secretary, the Corresponding Secretary and the Treasurer. The Board of Directors shall have the right, by a two-thirds vote, to appoint such Assistant Secretaries and/or Assistant Treasurers as it deems necessary for the operation of the Association. No member may serve concurrently as an officer and as a chair-person of a standing committee, however, officers may serve as ex-office members of standing and/or other committees at the discretion of the President. The Board of Directors by a two-thirds vote may appoint one member to serve as both Vice President and Secretary or as Secretary and Treasurer if it deems advisable for the efficient operation of the Association.

Section 5.2 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. At the annual meeting of the Association and at such other times as deemed proper, the President shall communicate to the Association or the Board of Directors such matters and make such suggestions as may in the President's opinion tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President.

(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. The President-Elect shall generally assist the President and perform such other duties as may from time to time be prescribed by the Board of Directors. The President-Elect may chair task forces or special committees, as deemed appropriate by the President.

(c) Secretary. It shall be the duty of the Secretary to keep a record of all votes, resolutions, and the proceedings of all meetings of the members of the Association and of the Board of Directors; to prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Association; and generally to devote best efforts to forwarding the business and advancing the interests of the Association. The Secretary shall have custody of the seal of the Association. The Board of Directors may give general authority to any other officer to affix the seal of the Association and to attest the affixing thereof by the officers signature.

It shall also be the duty of the Secretary to give notice of all meetings of the Association; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of the members of the Association; to notify the Members of the Association of their nomination and/or election; and, at the request of Committee Chair-persons, to give notice of the meetings of committees; and generally to devote best efforts to forwarding the business and advancing the interests of the Association.

The Secretary may appoint an assistant secretary to assist with carrying out the Secretary's duties.

(d) Treasurer. The Treasurer shall have custody of all funds of the Association and other valuable effects; shall keep full and accurate accounts of all monies received and expended for the use of the Association in books belonging to the Association. The Treasurer shall deposit all funds and other valuable effects in the name and to the credit of the Association in such bank or banks as may be designated from time to time by the Board of Directors, and make a report of all transactions as Treasurer and of the financial condition of the Association, at the annual meeting of the Members of the Association or when called upon by the President. The funds of the Association may be disbursed and drawn upon the signature of the Treasurer within limits approved annually by the Board of Directors. Disbursement of funds in excess of the aforementioned limit must be approved in writing by, and drawn upon the additional signature of, the President. The funds, books, and vouchers in the hands of the Treasurer shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of the Treasurer's term of office, the Treasurer shall deliver over to the Treasurer elect all books, records, monies and other property, or, in the absence of a Treasurer-elect, to the President.

The Treasurer may appoint an assistant treasurer to assist with carrying out the Treasurer's duties.

ARTICLE VI. COMMITTEES

Section 6.1 Standing Committees.

The standing committees shall include but are not limited to: (1) Programs, (2) Membership, (3) Community Service, 4) Public Relations. The chair-persons of each

standing committee shall appoint the members of said committee with the approval of the Board of Directors.

Section 6.2 Duties of Standing Committees.

(a) Programs Committee. It shall be the duty of the Programs Committee to coordinate the monthly meetings including arrangements for facilities, refreshments and presentation speakers and materials; and to coordinate other such meetings as requested by the Board of Directors. Programs shall include seminars and workshops designed to increase members' career skills and awareness of opportunities within the industry.

(b) Membership Committee. It shall be the duty of the Membership Committee to: (1) Process and review membership applications and to admit and welcome new members, (2) Recommend membership policies and requirements to the Board of Directors, (3) Keep meeting attendance records for active members, (4) advise Board of Directors of members in default of renewal qualifications, (5) send membership termination notices to those in default in accordance with Section 1.7 and (6) identify and solicit prospective members. The membership Committee shall be responsible for maintaining a balanced representation among the membership from each of the occupational categories-described in Section 1.2 hereof.

(c) Community Service Committee. It shall be the duty of the Community Service Committee to liaise with a charitable agency or agencies as selected by the Board of Directors and coordinate programs and/or philanthropy to help carry forth the mission of the charitable agency. The charitable agency should have as its focus the duty of serving women and children, provide; however, that the Board may from time to time approval other agencies or organization with other charitable goals. The Committee shall, from time to time, assume additional duties as recommended by the Board of Directors.

(d) Public Relations Committee. It shall be the duty of the Public Relations Committee to (1) prepare press releases of activities and notices of meetings; (2) arrange for special publicity as and when appropriate; (3) participate in other activities which promote the image and reputation of the Association as requested by the Board of Directors and (4) maintain a website. The Committee shall also maintain a listing of jobs available throughout the industry and the region. Information concerning available jobs shall be dispersed to the membership at the discretion of the Committee.

(e) Sponsorship. It shall be the duty of the Sponsorship Committee to solicit funds from appropriate business entities to offset the costs of programs, advertising and all other costs integral to running the Association.

Section 6.3 Other Committees.

The Board of Directors, by resolution adopted by a majority vote of its members, may add or delete such committees as it shall deem advisable and with such limited authority as the Board of Directors shall prescribe.

Section 6.4 Nominating Committee.

(a) Selection of Nominating Committee. During the month of January in 1989 and in each year thereafter, a nominating committee shall be formed, to serve for a period of one year. The nominating committee shall be composed of five Active Members, who shall be selected as follows:

(i) The immediate past president of the Association shall serve as Chair-person of the Nominating Committee. If the immediate past president should be unable to serve as Chair-person, a Chair-person shall be elected by a majority vote of the Board of Directors.

(ii) The Board of Directors shall elect two members of the nominating committee.

(iii) Two members of the Nominating Committee shall be elected by the membership. Nominations of candidates for the nominating committee shall be made by the existing nominating committee. In addition, nominations can be made by any member provided the name of the candidate is forwarded to the existing nominating committee not later than December 1 of each year. The names of all candidates nominated to serve on the nominating committee, either by the nominating committee or by any member, shall be presented for a vote by the membership at its mid-year business meeting, if any, or if no meeting is held, by mail ballot

(b) Duties of the Nominating Committee. The duties of the nominating committee shall be to nominate Active and/or Associate Members as candidates to serve on the Board of Directors to be elected at the next annual meeting of the Members of the Association. The nominating committee shall also nominate Active Members as candidates for the elected positions on the nominating committee to be elected in January of each year. The nominating committee shall notify the Corresponding Secretary in writing of the names of such candidates at least six weeks prior to the date set for the mid-year business meeting and the annual meeting, if any, or the date set for balloting by mail, if no meeting is held. The Corresponding Secretary shall mail a copy of the list of nominees to each member of the Association at least five weeks prior to the date set for the annual meeting, and at least three weeks prior, to the date set for the mid-year meeting or date set for returning mail ballot.

Section 6.5 Quorum.

A majority 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 6.6 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-person occurs for any reason whatsoever, the successor chair-person of any such committee shall be elected in accordance with the provision of Section 4.9 hereof.

ARTICLE VII. GENERAL PROVISION

Section 7.1 Calendar year.

The calendar year of the Association shall begin on the first day of January and end on the last day of December in each year.

Section 7.2 Seal.

The seal of the Association shall have inscribed thereon the name of the Association, the year of its incorporation, and with words “State of Maryland” and “Corporate Seal”, and shall be more particularly shown in the following impression:

ARTICLE VIII. AMENDMENTS

These Bylaws may be adopted, amended, repealed, or altered in whole or in part by the affirmative vote of two-thirds, of the membership of the Association, present in person or by proxy, at any Duly called meeting of the Members of the Association. 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 IX. SPECIAL PROVISIONS

Section 9.1 Restriction on Earnings.

No part of the net 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, the Association shall not carry on any other 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 9.2 Dissolution.

The remaining assets of the Association, in the event of dissolution or final liquidation, 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 therefore; 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.

Section 9.3 CREW National Affiliation.

The Association shall be empowered to affiliate with like groups provided that the purposes of such affiliation are not in conflict with those of the Association as stated in these Bylaws in Article 1, Section 1.2.