

December 12, 1987 Revised as per June
1989 Annual Member Meeting Revised
in 2004 to include Affiliate Membership
Revised 2006 to amend and restate
Revised 2011 to amend and restate
Revised 2016 to amend and restate

**AMENDED AND RESTATED
BYLAWS OF
CREW MARYLAND SUBURBAN, INC.**

ARTICLE I. MEMBERSHIP

Section 1.1 Name

The name of the corporation shall be CREW Maryland Suburban, Inc. (the “Association”).

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 recognition 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 these bylaws.

Section 1.4 Membership Categories

(a) The membership of 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 as determined by the Board of the Directors of the Association (the “Board of Directors”).

Section 1.5 Classes of Membership

(a) Active Full Members. In order to be an Active Full Member in good standing of the Association, a member: shall be (i) employed on a primary basis in the field of commercial real estate as defined in Subsection 1.4(a) of these Bylaws; (ii) have five (5) or more years of experience in said field of commercial real estate, and (iii) shall be current in the payment of all dues. Additional requirements for maintaining membership in good standing may be adopted by

affirmative vote at a monthly meeting by a majority vote of the Board of Directors. Notice of the proposed additional requirements must be included in notice of the meeting at which action will take place. The determination as to whether a person is qualified for membership under the foregoing definitions shall be made at the discretion of the Membership Committee.

(b) Associate Member. In order to be an Associate Member in good standing of the Association, a member: shall be (i) employed on a primary basis in the field of commercial real estate defined in Subsection 1.4(a) of these Bylaws; (ii) have less than five (5) years of experience in said field of commercial real estate; and (iii) shall be current in the payment of all dues.

(c) Affiliate Member. In order to be an Affiliate Member in good standing of the Association, a member: shall be (i) employed on a primary basis in a field related to and which benefits, supports or supplies a service or product to the commercial real estate fields defined in Subsection 1.4(a) of these Bylaws; (ii) have five (5) or more years of experience in said related field of commercial real estate; and (iii) shall be current in the payment of all dues.

(d) 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 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 shall have discretion and authority to admit an Inactive Member to Active Membership.

(e) National Requirement. The Association is a member of the Commercial Real Estate Women Network (“CREW Network”). To maintain the Association’s eligibility for membership in CREW Network, seventy-five (75%) of the Association’s members must have at least five (5) years’ experience in a field of commercial real estate and be currently involved in substantially full-time professional position, the primary responsibilities of which are in one or more of the qualified fields of commercial real estate (the “Network’s Membership Requirement”). The Membership Committee and the Board of Directors reserve the right to defer or reject applications for membership on the grounds that the acceptance of such application would prevent the Association from continuing to meet the Network’s Membership Requirement.

(f) Additional Categories of Members. From time to time the Board of Directors, by majority vote, shall have the discretion to add or delete additional categories for membership and to determine annual dues for such additional categories of membership.

Section 1.6 Admission of New Members

(a) Requirements for Admission. To be admitted as an Active Member of the Association, an applicant for admission must meet the following requirements: (i) the applicant must attend a minimum of two open meetings of the Association within a period of twelve (12) months; (ii) the applicant must submit a written application to the Membership Committee; (iii) the applicant must be favorably reviewed and approved by the 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 or by the Board. Notice of proposed additional membership requirements must be included in the notice of the meeting at which such action shall take place.

(b) Application Fee. An application fee may be established by the Board of Directors from time to time.

Section 1.7 Resignation

Any member may resign or withdraw from the Association by giving written notice of such intention to the Secretary of the Association, which notice shall be presented to the Board of Directors by the Secretary at the first meeting after receipt of such notice. Any member who resigns or withdraws from the Association shall be not entitled to a refund of any dues paid by or for such member.

Section 1.8 Default

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

(b) Any member in default may be terminated by affirmative vote of the Board of Directors.

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 1.8. 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 Secretary, by certified mail at the members 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 (Full) Members. Annual dues shall be in an amount to be determined by the Board of Directors from time to time.

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

(c) Inactive Members. Annual dues shall be the same as those for Active Members; provided however, the Board shall have the discretion to waive annual dues for any member who has become unemployed and is currently seeking employment.

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

(e) New Members. The Board shall have the discretion to reduce dues for members who join after June 30th of any year.

(f) Additional Categories of Members. The Board of Directors, by majority vote, shall establish the annual dues for any categories of membership not listed in these Bylaws that are established by the Board of Directors pursuant to Section 1.5(d).

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 may be held on such date as shall, from time to time, be designated by the Board. At such annual meeting, the members shall (a) elect the Board of Directors and 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 Special Meetings

Special meetings of the members of the Association may be called by the Board, at its discretion, or upon the written request of at least four members of the Association.

Section 3.3 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 transmitted by electronic transmission to the last recorded email address of each member at least ten (10) days and not more than twenty (20) days before the time appointed for the meeting.

Section 3.4 Waiver

Notwithstanding the provisions of Section 3.3, a meeting of the members of the Association may be held at any time and at any place. Any action may be taken at the meeting, provided notice is

waived in writing by every member having the right to vote at said meeting, such waiver of notice may be made by electronic mail.

Section 3.5 Quorum

The presence in person or by proxy of twenty percent (20%) 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. If the number of members at a meeting does not constitute a quorum, no business thereafter may be transacted and the meeting shall be adjourned and rescheduled, with 5 days' prior notice to the members of such rescheduled meeting. At the rescheduled meeting, the members present in person or by Proxy shall constitute a quorum.

Section 3.6 Voting; Proxies

Each Active (Full), Associate, Affiliate 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 majority of the Board of Directors, any matters requiring votes may be sent to the membership by electronic mail and, provided 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 five (5) business days).

Every member 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. Unless the duration of the proxy is specified, it shall be invalid after thirty (30) days from the date of its execution.

Section 3.7 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 a majority of members. Such written consent shall be filed with the minutes of meetings of the members. Such written consent may be given by a member by electronic mail.

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 of these bylaws, the immediate past president of the Association, and the chair 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 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 (Full), Associate and Affiliate 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 Secretary at least twenty-five days prior to the annual meeting of the Association. If 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.

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) authorized expenditures 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; (8) adopt an annual budget and (9) 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 dates set by the President. Written notice of the meeting shall be transmitted via electronic mail or in writing 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 five (5) days before the time appointed for said meeting. The President, when deemed necessary, or the Secretary, at the request in writing of one or more 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 person to chair 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 or electronic mail consent setting forth the action so to be taken shall be signed or transmitted by all members of the Board of Directors. Such written or electronic consent shall be filed with the minutes of the Board Directors meetings.

Section 4.7 Absence

If any member of the Board of Directors is absent without good cause from three meetings of the Board of Directors during the Calendar Year, 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 have discretion 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, the remaining members of the Board of Directors shall have discretion to fill the vacancy by majority vote 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 President-Elect, the Secretary, and the Treasurer. The Board of Directors shall have the right, by a two-thirds vote, to appoint such assistant secretaries and treasurers as it deems necessary for the operation of the Association.

Officers may serve as ex-officio members of standing or other committees. The Board of Directors by a two-thirds vote may appoint one member to serve as both President-Elect 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, if any. 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 Chairs, 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 Board 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 may include but are not limited to: (1) Programs, (2) Membership, (3) Community Service, (4) Public Relations; and (5) Sponsorship. The chairs 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: (1) coordinate the monthly meetings including arrangements for facilities, refreshments and presentation speakers and materials; and (2) coordinate other such meetings as requested by the Board of Directors. Programs may 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 (5) identify and solicit prospective members.

(c) Community Service Committee. It shall be the duty of the Community Service Committee to partner with a charitable agency or agencies as selected by the Board of Directors and coordinate programs or philanthropy to further the mission of the charitable agency. The charitable agency should focus on serving women and children, provided; however, that the Board may from time to time approve other agencies or organizations 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; (2) arrange for special publicity as 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 may also maintain a listing of jobs available throughout the industry and the region. Information concerning available jobs may 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, may add or delete such committees or modify the responsibilities of such committees, as the Board of Directors shall deem advisable.

Section 6.4 Nominating Committee

(a) Selection of Nominating Committee. During the month of January and in each year, a Nominating Committee shall be formed, to serve for a period of one year. The Nominating Committee shall be composed of the following: a Past President, the President-Elect and the Chair of the Membership Committee. The member who is serving on the committee as the Past President shall serve as the chair of the Nominating Committee.

(b) Duties of the Nominating Committee. The duties of the Nominating Committee shall be to nominate Active Members as candidates to serve on the Board of Directors. Such nominations shall be made no later than November 30th of each year. The Nominating Committee shall notify the Secretary in writing of the names of such candidates at least six weeks prior to the date set for the annual meeting, if any, or the date set for balloting, if no meeting is held. The Secretary shall transmit a copy of the list of nominees to each member of the Association at least two (2) weeks prior to the date set for the mid-year meeting or date set for returning mail ballot.

Section 6.5 Committee Vacancies

The various committee chairs 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 elected by a majority of the Board of Directors.

ARTICLE VII. GENERAL PROVISION

Calendar Year

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

ARTICLE VIII. 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. Notice of proposed amendment, alteration, or restatement of these Bylaws must be included in the notice of the meeting of the Board of Directors 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 1986 (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 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 1986, as amended, or its successor provisions, and engaged in activities substantially similar to those of the Association.

Section 9.3 CREW Network 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.

Section 9.4 CNCC and CREW Network Delegates.

Unless otherwise determined by majority vote of the Board of Directors, the Immediate Past President and the President-Elect of the Association shall serve as the delegates to the CREW National Capital Committee (CNCC) and to CREW Network.