

SECOND AMENDED AND RESTATED BYLAWS

OF

CREW BOSTON, INC.

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SECOND AMENDED AND RESTATED BYLAWS
OF
CREW BOSTON, INC.

These Second Amended and Restated Bylaws (the “Bylaws”) of CREW Boston, Inc., a Massachusetts corporation (the “Corporation”), amend and restate in their entirety the Amended and Restated CREW Boston By-Laws adopted by the Corporation on March 10, 2016.

ARTICLE I. NAME; LOCATION

The name of the Corporation shall be CREW Boston, Inc. It shall have a principal office in or near the City of Boston, Massachusetts, at such place as the Board of Directors may designate.

ARTICLE II. INTENTIONALLY OMITTED

ARTICLE III. BOARD OF DIRECTORS

- 3.1. Powers. The business and administration of the day-to-day affairs of the Corporation shall be managed and directed by the Board of Directors. The Board of Directors, acting in a fiscally responsible manner, shall fix all fees, dues and assessments, direct the disposition of Corporation funds and generally act for the Corporation in all matters; provided, however, that the powers conferred on the Board of Directors by this Article III shall be exercised subject to all other provisions of these Bylaws, to the Articles of Organization and to the laws of the Commonwealth of Massachusetts.
- 3.2. Number of Directors. The Board of Directors shall consist of not more than twelve (12) nor less than seven (7) members; approximately one-third of which members shall be elected annually by the membership at large, as more particularly described in Article IV below. The number of the members of the Board of Directors for the immediately succeeding fiscal year shall be established each year at the Annual Meeting (as defined in Section 5.2 below).
- 3.3. Establishment of Policies and Procedures. The Board of Directors shall enforce the observance of these Bylaws and of all amendments hereto, and may make from time to time and amend and repeal rules, policies and/or guidelines for the government and welfare of the Corporation as may seem to it expedient and as shall be consistent with these Bylaws, or any amendments hereto (including, without limitation, policies and procedures setting forth the benefits, guidelines for membership, and the procedures for appointing alternate or substitute or replacement delegates to CREW Network’s Council of Delegates), and shall enforce the rules, policies and/or guidelines so made.
- 3.4. Appointment of Officers. Before the beginning of each fiscal year, the Board of Directors shall (1) confirm the president-elect as president and (2) elect one of its current or past members as president-elect. The president shall have the power to

appoint one of the members of the Board of Directors for the applicable fiscal year as treasurer, and one of the members of the Board of Directors for the applicable fiscal year as clerk. The president shall serve a one-year term and each of the other officers shall serve a three-year term commencing on August 1 (or such earlier date as determined by the Board of Directors) in the calendar year in which she shall be elected and shall continue until she shall sooner resign, die or be removed, or until her successor shall be chosen and commence her term. The president-elect shall assume the duties of the president if the president is unable to serve and, in any event, when the term of the then-current president shall expire.

- (a) President. Unless the Board of Directors determines otherwise, the president shall be the chief executive officer and head of the Corporation, shall perform and do all acts and things incident to the positions of president and chief executive officer and shall have such other duties as may be assigned to her from time to time by or under authority of the Board of Directors. Under the supervision of the Board of Directors, the president shall have general control and management of the Corporation and its business and affairs, including general supervision over its officers, employees and agents, subject, however, to the right of the Board of Directors to confer any specific power upon any other officer or officers of the Corporation. The president shall perform such other duties as may be assigned to her from time to time by the Board of Directors.
- (b) President-Elect. The president-elect shall perform such of the duties on behalf of the Corporation as may be assigned to her from time to time by the Board of Directors or the president. In the absence or inability of the president to act, the president-elect shall have and possess all of the powers and discharge all of the duties of the president, subject to the control of the Board of Directors.
- (c) Treasurer. The treasurer shall have the care and custody of all the funds and securities of the Corporation which may come into her hands as treasurer, and the power and authority to endorse checks, drafts and other instruments for the payment of money for deposit or collection when necessary or proper and to deposit the same to the credit of the Corporation in such bank or banks or depository as the Corporation may designate, and she may endorse all commercial documents requiring endorsements for or on behalf of the Corporation. She may sign all receipts and vouchers for the payments made to the Corporation. She shall render an account of her transactions to the Board of Directors as often as the Board of Directors shall require the same. She shall enter regularly in the books to be kept by her for that purpose full and adequate account of all moneys received and paid by her on account of the Corporation. She shall perform all acts incident to the position of treasurer, subject to the control of the Board of Directors. She, and/or any other officer and/or agent to whom any of the treasurer's responsibilities are delegated by the Board of Directors, shall when requested, pursuant to

vote of the Board of Directors, give a bond to the Corporation conditioned for the faithful performance of her duties, the expense of which bond shall be borne by the Corporation. All or any responsibilities of the treasurer may be performed by any officers or agents to whom the Board of Directors may delegate such authority.

- (d) Clerk. The clerk shall keep the minutes of all meetings of the Board of Directors, and she shall attend to the giving and serving of all notices of the Corporation. She shall have charge of such other books and papers as the Board of Directors may direct. She shall, in general, perform all the duties of clerk, subject to the control of the Board of Directors. All or any responsibilities of the clerk may be performed by any officers or agents to whom the Board of Directors may delegate such authority.
- 3.5. Committees. The Board of Directors may establish committees of members of the Corporation and/or of members of the Board of Directors and shall appoint chairpersons of such committees. The Board of Directors shall have the authority to fix the duties and responsibilities of such committees. Such committees shall act under the supervision of the Board of Directors. Such committees may be continuing or temporary. Members of all such committees may be removed from such committees at any time with or without cause by the Board of Directors and any and all such committees may be terminated at any time by the Board of Directors.
- 3.6. Term. Each of the members of the Board of Directors shall be elected for a three-year term, to begin on August 1 (or such earlier date as determined by the Board of Directors) in the calendar year in which she shall be elected, such terms to be staggered so that approximately one-third of the members of the Board of Directors are elected every year. A member of the Board of Directors may serve more than one term, and may be nominated to serve as president or president-elect during any year she is serving on the Board of Directors and any year thereafter. Notwithstanding the foregoing, if a member is elected to serve as the president-elect of the Corporation, she shall serve for one (1) year as president-elect of the Corporation, for one (1) year as president, and for one (1) year as past-president of the Corporation. At the discretion of the Board of Directors, the Corporation may elect one or more representatives for any national organization with which the Corporation may affiliate. The term of office of each such representative for any such national organization shall be determined by the Board of Directors.
- 3.7. Meetings. Meetings of the Board of Directors shall be held at such times and places as are necessary and convenient to carry on the business of the Corporation. Generally, monthly meetings of the Board of Directors will be held from August through July, and the dates and times for such meetings will be established sufficiently in advance of said meetings. Notice of special meetings shall be given to members of the Board of Directors in writing (which may be by electronic mail) or by telephone with reasonable advance notice but, at a

minimum, at least twenty-four hours in advance of the meeting. Special meetings of the Board of Directors may be called by the president or by any three (3) members of the Board of Directors.

- 3.8. Quorum. A majority of the members of the Board of Directors then in office shall constitute a quorum. The Board of Directors shall act by majority vote when a quorum is present except as otherwise provided in these Bylaws or by law.
- 3.9. Method of Participation. Members of the Board of Directors may participate in a meeting thereof by means of a conference telephone call or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to the foregoing methods shall constitute presence in person at such meeting.
- 3.10. Actions by the Board of Directors. Any action required or merited to be taken at any meeting of the Board of Directors may be taken without a meeting if a majority of the Board of Directors then in office consent to the action in writing (which may be by electronic mail), except as otherwise provided in these Bylaws or by law, and the written consents are filed with the records of the meetings of the Board of Directors.
- 3.11. Removal from Board of Directors. Any member of the Board of Directors may be removed from the Board of Directors, either with or without cause, at any time, by either (i) a vote of two-thirds (2/3) of the members of the Board of Directors or (ii) a vote of two-thirds (2/3) of the members present at any special membership meeting called for that purpose. In addition, if a member of the Board of Directors becomes involved in a substantially full-time position, the primary responsibilities of which are in a field other than Commercial Real Estate (as defined in Section 6.4 below), as determined by a two-thirds (2/3) majority vote of the Board of Directors excluding such member, such member of the Board of Directors shall cease to be a member of the Board of Directors and the position previously held by that member shall be deemed vacated. In the event of any removal of a member of the Board of Directors pursuant to this Section 3.11, the Board of Directors may proceed to fill the vacancy in the manner described in Section 3.12.
- 3.12. Resignation; Replacement of Member of Board of Directors. 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 (which may be by electronic mail). Whenever a vacancy occurs in the Board of Directors or in the Corporation's representation on any national organization with which the Corporation may affiliate, it may be filled by an active member (as determined by the Board of Directors) without undue delay by a two-thirds (2/3) majority vote of the remaining members of the Board of Directors. Each member of the Board of Directors or representative of any national organization with which the Corporation may affiliate so chosen shall hold office until the next Annual Meeting.

ARTICLE IV. NOMINATIONS AND ELECTIONS

- 4.1. Time and Place of Election. The election of members of the Board of Directors and of the Corporation's representatives for any national organization with which the Corporation may affiliate shall be held at the Annual Meeting of members of the Corporation.
- 4.2. Nominating Committee. Prior to the Annual Meeting, the Board of Directors shall select a chairperson of the nominating committee, and the chairperson shall form a nominating committee, which shall be composed of such chairperson, two (2) members from the Board of Directors, and up to four (4) additional members. No member of the nominating committee shall be eligible for nomination to the Board of Directors or as a representative of a national organization with which the Corporation affiliates.
- 4.3. Solicitation of Nominations. The Nominating Committee shall solicit nominations for members of the Board of Directors and any representatives of a national organization with which the Corporation affiliates from the membership of the Corporation and then shall select one candidate for each available position on the Board of Directors and one or more representatives of any national organization with which the Corporation may affiliate from the membership and prepare a slate of nominees which shall be mailed to the membership prior to the Annual Meeting.
- 4.4. Nominations at the Annual Meeting. Nominations may be made from the floor at the Annual Meeting, but in order for any such nominations to be valid, notice of such nominations providing the names of the nominees, shall be signed by at least seven (7) members and shall be filed with the clerk of the Corporation at least ten (10) days prior to the date of the Annual Meeting (unless the report of the Nominating Committee is sent to the members at least thirty (30) days prior to the date of the Annual Meeting, in which case the notice of nominations shall be first filed with the clerk of the Corporation within twenty (20) days after the Nominating Committee's report is sent out).
- 4.5. Appointment of CREW Network Delegates. Notwithstanding any other provision of these Bylaws, for as long as the Corporation has a national affiliation with CREW Network:
 - (a) the Corporation shall appoint two Delegates to CREW Network, (i) one of whom shall serve a two-year term coinciding with CREW Network's fiscal year, and (ii) the other of whom shall be the president-elect of the Corporation as of the commencement of CREW Network's fiscal year, and who shall serve a one year term coinciding with CREW Network's fiscal year; and
 - (b) the President will serve as the alternate delegate, unless the alternate delegate is appointed by the Board of Directors, which alternate delegate

shall serve a one-year term, or, at the discretion of the Board of Directors, a two-year term, in either event coinciding with CREW Network's fiscal year. The alternate delegate may be appointed from the membership of the Board of Directors or from the membership at large. An alternate delegate may be eligible to serve in subsequent years as an alternate delegate or delegate.

When a current delegate's (other than the president-elect delegate or other alternate delegate) term is scheduled to expire during the Corporation's next fiscal year, then at the same time that the nominating committee selects candidates for positions on the Board of Directors, the nominating committee shall select a successor delegate in the manner set forth in Section 4.3 above. If the Corporation affiliates with a national organization other than CREW Network, the Board of Directors shall decide how the Corporation shall be appropriately represented within said national organization and the nominating committee shall select such representatives at the same time the nominating committee selects candidates for positions on the Board of Directors.

ARTICLE V. MEETINGS OF THE CORPORATION

- 5.1. Time and Place of Meetings. The Corporation shall meet at least six (6) times annually as recommended by the committee that plans such meetings, and subject to the approval of the Board of Directors, at a place, date and time to be designated by the Board of Directors.
- 5.2. Annual Meeting. A meeting of the Corporation in either May or June shall be the annual meeting ("Annual Meeting") for the purpose of electing (a) the new members of the Board of Directors, and (b) for as long as the Corporation has a national affiliation with CREW Network, the delegates to CREW Network, or the Corporation's representatives for any national organization with which the Corporation may affiliate. Members of the Corporation may participate in the Annual Meeting by means of a conference telephone call or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to the foregoing methods shall constitute presence in person at such meeting. Notwithstanding the foregoing or anything herein to the contrary, in the event that the Board of Directors reasonably determines that, due to circumstances beyond the control of the Board of Directors, including, but not limited to, a natural disaster or health crisis, the Board of Directors may postpone the Annual Meeting.
- 5.3. Additional Meetings and Events. Subject to the approval by the Board of Directors, additional programs, seminars, symposiums, receptions, and other networking, recreational and charitable events may be organized by the committees established by the Board of Directors.

- 5.4. **Special Meetings.** Special meetings of members may be convened by the Board of Directors and shall be called by the clerk upon the written request of members representing at least ten percent (10%) of the smallest quorum of members required for a vote upon any matter at the Annual Meeting.
- 5.5. **Notices of Meetings.** Notices of meetings of members shall be given by the clerk (or by any officer or agent of the Corporation to whom the Board of Directors may delegate such authority) in writing to all members of the Corporation at least seven (7) days prior to the meeting (which notice may be by electronic mail).
- 5.6. **Quorum.** The lesser of (a) fifty (50) members of the Corporation or (b) fifteen percent (15%) of the members of the Corporation shall constitute a quorum for the transaction of any business at any meetings.
- 5.7. **Vote in Person or by Proxy.** A member may vote in person or by proxy (authorizing another person or persons to vote for her by proxy dated and delivered by mail, courier or other delivery service, or any other form of transmission permitted by law). No proxy dated more than six (6) months before the meeting named therein shall be valid and no proxy shall be valid after the final adjournment of such meeting.

ARTICLE VI. MEMBERSHIP

- 6.1. **Full Member.** A candidate for full membership must be a person of good character and reputation who has been actively engaged in the commercial real estate industry for at least three (3) years. Each candidate must complete the application for membership and fulfill the criteria set forth in the application and submit it to the Board of Directors, or a committee established by the Board of Directors and tasked with reviewing membership applications, for decision.
- 6.2. **Associate Member.** A candidate for associate membership must be actively engaged in the commercial real estate industry for a period of less than three (3) years, but actively working towards attaining the requisite experience for full membership. Each candidate must complete the application for membership and fulfill the criteria set forth in the application and submit it to the Board of Directors, or a committee established by the Board of Directors and tasked with reviewing membership applications, for decision. Associate member status shall continue until the associate member accumulates three (3) years of commercial real estate experience, but at no time shall this status exceed three (3) years from the date of approval of the associate membership. Once the associate member reaches the requisite three (3) years of commercial real estate experience, she will be eligible for full membership. Notwithstanding anything herein to the contrary, an associate member may not (i) be a member of the Board of Directors or a representative of any national organization with which the Corporation may affiliate or (ii) vote on any matters on which members of the Corporation are entitled to vote.

- 6.3. Legacy Member. A candidate for legacy membership must be a full member of the Corporation for a minimum of twenty-five (25) years, and either be (a) retiring or (b) reducing her or his work schedule in anticipation of retirement. Each candidate must complete the application for legacy membership and submit it to the Board of Directors, or a committee established by the Board of Directors and tasked with reviewing membership applications, for decision. Legacy member status is for one (1) fiscal year. If a legacy member wants to retain legacy member status, he or she must re-apply each year, but at no time shall this status exceed three (3) years total, unless approved by the Board of Directors.
- 6.4. Definitions. As used in these Bylaws “actively engaged in the commercial real estate industry” shall mean such individual is engaged in one of the following fields of work: accounting, acquisitions, appraisal, architecture, asset management, construction, consulting, corporate real estate, real estate development, engineering, real estate finance, institutional lending, interior design/space planning, insurance, investments, journalism, law, leasing, market research, mortgage banking/brokerage, property management, public relations, public service/agency, sales/brokerage, syndication, title/escrow services and any other fields of work as may from time to time be approved by the Board of Directors, so long as such member’s work in such field relates to Commercial Real Estate. As used herein, “Commercial Real Estate” shall mean income-producing real property and real property held for investment. Work relating to the sale or transfer of individual residential units shall not be considered Commercial Real Estate. The determination as to whether a person meets the qualifications set forth herein shall be made by the Board of Directors, in its sole discretion.
- 6.5. Number and Types of Membership. The Board of Directors shall establish guidelines to be followed with regard to the number of members and the more specific requirements for full, associate and legacy membership.
- 6.6. Nonpayment of Fees. Members of the Corporation who have not paid their membership dues within sixty (60) days of the billing date may be removed as members of the Corporation.
- 6.7. Affiliations. The Board of Directors may permit the Corporation to affiliate with a national organization espousing purposes similar to the Corporation’s purposes if such affiliation advances the Corporation’s purposes.
- 6.8. Resignation. A member may withdraw or resign as a member of the Corporation at any time, but such member shall not be entitled to a refund of any prepaid dues.

ARTICLE VII. FISCAL YEAR; BUDGET

- 7.1. Fiscal Year. The fiscal year of the Corporation shall be August 1 through July 31.
- 7.2. Annual Budget. By no later than June 30 of each year, the Board of Directors shall have updated the budget for the current fiscal year and adopted a reasonably

detailed budget for the next fiscal year, which it shall use its best efforts to adhere to, but which the Board of Directors may reasonably modify throughout the fiscal year.

- 7.3. Reserves. To the extent reasonably possible, the Board of Directors shall establish, maintain and grow a reserve, which reserve shall be reflected in the budget adopted by the Board of Directors annually.

ARTICLE VIII. NON-MEMBERS

- 8.1. Attendance of Programs. Subject to availability at any given program, non-members may attend any program of the Corporation open to non-members.
- 8.2. Fees for Non-Members. The Board of Directors shall establish the fee for non-members to attend luncheons held by the Corporation as part of the annual budget for each fiscal year; provided, however, the Board of Directors may elect to modify the non-member fee for any program during the Corporation's fiscal year on a case-by-case basis. Non-member fees shall be paid in advance of each program. A member bringing, or introducing a non-member, shall be responsible for paying for such non-member.

ARTICLE IX. REMOVAL OF MEMBERS

A member may be suspended for a period of time if such member is in violation of these Bylaws or any rules and regulations established by the Board of Directors pursuant to Section 3.3 above. A member of the Corporation may be expelled by a vote of a majority of all of the members of the Corporation, provided that at least three-quarters of the members present and voting on such matter vote in favor of such expulsion. No member shall be expelled unless such member (i) receives a written statement explaining the reasons for her removal as a member, (ii) is given a notice in writing of the time and place of the meeting of the Corporation at which her removal as a member will be considered (which notice shall be sent at least fifteen (15) days before such meeting), and (iii) is given an opportunity to be heard at such meeting. Upon the giving of any such notice to any member, the Board of Directors may suspend such member's right to attend Corporation functions until the question of the member's expulsion is determined.

ARTICLE X. AMENDMENT OF BYLAWS

These Bylaws may be amended by vote of a majority of all of the members of the Corporation. These Bylaws may also be amended by a two-thirds vote of the Board of Directors at any meeting at which there is a quorum present and voting, except with respect to any provision of these Bylaws which by law, the Articles of Organization or these Bylaws requires action by the members. Not later than the time of giving notice of the meeting of members next following the making, amending or repealing by the Board of Directors of any Bylaw, notice stating the substance of such change shall be given to all members entitled to vote on amending the Bylaws. Any Bylaw adopted by the Board of Directors may be amended or repealed by the members entitled to vote on amending the Bylaws.

ARTICLE XI. MISCELLANEOUS

- 11.1. Severability. If any provision of these Bylaws or any action, sentence, clause, phrase, or word, or the application thereof, in any circumstance, is held invalid, void or unenforceable, to the greatest extent permissible by law, the other provisions hereof shall remain valid and operative.
- 11.2. Number and Gender. Whenever in these Bylaws the context so requires, the singular number shall include the plural and the plural shall include the singular, and the use of a word denoting one gender shall be deemed to include the other gender.
- 11.3. Equal Opportunity. The Corporation adheres to equal opportunity standards. It is the policy of the Corporation to encourage and support membership and participation opportunities regardless of race, religion, color, national origin, sex, handicap, age, political affiliation or sexual orientation.
- 11.4. Liability Insurance. The Corporation shall purchase and maintain liability insurance on behalf of any person who is a member of the Board of Directors, officer, employee, member, manager, agent or volunteer of the Corporation.

Adopted and approved by the Board of Directors on May 12, 2020.