

CRC BYLAWS Revised as of November 16,2017

THESE BY-LAWS SUPERSEDE ALL PREVIOUS BY-LAWS OR REVISIONS TO SAME
CORPORATE RELOCATION COUNCIL BYLAWS

ARTICLE I. NAME, PURPOSE, OFFICE

Section 1. Name

The name of the corporation is CORPORATE RELOCATION COUNCIL, INC. The authorized abbreviation of the name of the Corporation is CRC.

Section 2. Purpose

The Corporate Relocation Council is an Illinois Not-for-Profit Corporation which has been established to:

- A. Promote the exchange of information and ideas in the corporate relocation field for those corporations and service organizations engaged in providing employee mobility services.
- B. Promote professional standards in the corporate relocation field.
- C. Promote and conduct educational workshops and seminars in the corporate relocation field.
- D. Acknowledge and promote those leaders in the relocation field that display outstanding service and/or work in this field.

Section 3. Offices

The CRC shall have and continuously maintain in the State of Illinois a registered office and a registered agent, and may have such other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility of Membership

Membership in the CRC shall be open to all organizations that are regularly engaged in the relocation of their employees and interested in furthering the study and solution of the problems encountered by relocated employees and their employers or organizations whose primary business activity is any type of relocation service, directly or indirectly.

Associate Membership:

Individuals who do not currently work for either a corporate or a service organization as described above, and wish to remain involved in CRC and the relocation industry may be eligible for Associate Membership upon board approval. The associate membership type is intended for relocation professionals who are in career transition, or other unique situations that may arise, at the discretion of the board. Associate membership is limited to two years, with a third year renewal upon board review and discretion.

Section 2. Admission to Membership

Applications for membership shall be submitted to the Director of Administration or Membership Chairperson of the CRC. All applicants shall be referred by the Director of Administration or the Membership Chairperson to the next meeting of the Board of Directors, for approval, or for rejection based on the applicant's ability to meet the qualifications prescribed in these BYLAWS, and by a majority vote of the Board of Directors. Exceptions may be approved at the Board's discretion. Prospective service members must attend one CRC Meeting as a non-member in order to become eligible for membership.

Section 3. Member Representatives

When an organization or individual makes application for membership, it shall provide the Director of Administration with the names and addresses of individuals who will be the one primary, and a maximum of four alternate contacts designated as Member Representatives, who are to receive communications in each of the several areas of interest defined from time to time by the Board of Directors. Such Member Representatives shall be responsible for advising the Director of Administration of changes in individual representatives of the Member by which he or she is employed, and all notices required or authorized by these BYLAWS shall be sent to all Member Representatives. Each primary Member shall be responsible for payment of dues. Service Member companies may have additional employees who are not CRC Member Representatives attend at the discretion of the board. There are no restrictions on Corporate Member Representatives.

Section 4. Members in Good Standing

A Member shall be deemed to be in good standing if he/she has paid all dues owed and continues to meet the qualifications for membership. A Member shall be deemed to have paid all dues if not more than sixty (60) days have elapsed since date of billing.

Section 5. Membership Tenure

The Membership Year shall begin on January 1 and end on December 31 of each year.

Section 6. Voting Rights

- A. Members will be entitled to one vote per organization without regard to number of members in CRC. The designated voting member (primary or alternate) must be present at all business meetings in order to cast a vote.
- B. Associate Members shall not be entitled to voting rights.

Section 7. Termination of Membership

- A. Through resignation - Any Member may voluntarily terminate its membership by filing a written resignation with the Director of Administration of the CRC at least thirty (30) days prior to the date the resignation is to become effective; in such instances, however, no pro-rata refund of membership dues shall be made.
- B. Through ineligibility - Any Member which, after appropriate hearing, is determined by a majority vote of all Members of the Board of Directors to no longer meet the qualifications for membership shall be terminated as a Member.
- C. For Cause - Any Member which engages in activities detrimental to the CRC may be terminated as a Member after appropriate hearing and a majority vote of the Board of Directors.
- D. Upon termination of membership, for any reason, all rights, privileges, and other interests of such members in the CRC shall cease.

Section 8. Reinstatement of Membership

Upon written request signed by a former Member filed with the Director of Administration, the Board of Directors by a majority vote of all Members of the Board may reinstate such former Member to membership upon such terms as the Board of Directors may deem appropriate.

ARTICLE III

Section 1. Annual Meetings

The annual meeting shall be held once each year. Said Annual Meeting will be held at such date, place and hour as the Board of Directors shall determine for the purpose of

electing directors and officers. Voting at this meeting is restricted to primary members who are in good standing.

Section 2. Regular Meetings

Regular meetings will be held at such frequency place and hour as determined by the Board of Directors. . Other than the Annual Meeting, all meeting specifics regarding length, content and fees will be determined by the Board of Directors.

Section 3. Special Meetings

Special meetings of the members may be called either by the President, Board of Directors, or by a majority of the voting members.

Section 4. Notice of Meetings

Written notice stating the place, date and hour of any meeting of the members shall be delivered to each member entitled to vote at such meetings not less than seven (7) days before the date of such meeting. The purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of CRC, with postage thereon prepaid.

Section 5. Quorum

A quorum for the transaction of business at any meeting of the membership shall be no less than twenty-five (25%) of the voting members of the CRC.

Section 6. Proxy Vote

There shall be no vote by proxy.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the CRC shall be managed by its Board of Directors.

Section 2. Number and Tenure

- A. The Board of Directors shall consist of twelve (12) members. The twelve (12) Directors shall hold office for a three (3) year term on a staggered basis and in such a manner so that four (4) terms expire each year.

B. In addition to the 12 member Board, the position of Chairman shall be filled by the outgoing President or other retiring Director agreed to by the Board. The Chairman's role is one of mentoring and will have a voting right only for the purpose of breaking a tied vote on Board actions.

Section 3. Eligibility of Directors

All Directors must be paid members of the CRC.

Section 4. Nomination and Election of Directors

The Nominating Committee (see Article VI, Section 1) shall nominate at least one (1) candidate for each vacancy on the Board of Directors. The names of the prospective nominees shall be presented to the members in attendance at the Annual meeting of Members. Additional nominations for the office of Director shall be made from the floor. In the event there are more nominees than vacancies on the Board of Directors, election shall be by secret ballot at the Annual Meeting of Members.

Section 5. Qualifications

To be eligible as a Director, an individual must be a Member in good standing. A Director retiring from the Board at the expiration of a three-year term shall not be eligible for re-election as a Director until the Annual Meeting of Members in the year following the year in which he or she retired.

Section 6. Limitation

A Member may not be elected to the Board of Directors while another Member of the same Company is serving as a Director unless approved by the Board.

Section 7. Resignation

Any Director, at any time, may resign by giving written notice of such resignation to the Current President and the Director of Administration of CRC. Such resignation shall be effective as of the date specified therein and if no date is specified, the resignation shall be effective upon receipt by the Director of Administration.

Section 8. Vacancies

In the event a vacancy in the Board of Directors occurs, such vacancy shall be filled by the Board of Directors, who shall elect a Director to serve until the next Annual Meeting of Members, at which time the Members of CRC shall elect a Director to serve for the unexpired term of his/her predecessor in office.

Section 9. Annual Meetings

The Annual Meeting of the Board of Directors shall be held within thirty (30) days following the Annual Meeting of Members.

Section 10. Special Meetings

The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois, without other notice than such resolution. In addition, meetings of the Board of Directors may be called by or at the request of the President or any four (4) of the Directors.

Section 11. Quorum

A majority of the whole Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, the meeting will be adjourned.

Section 12. Removal

Any Director may be removed for cause by a majority vote of the Board of Directors. Removal of a Director elected by members may be appealed to the membership. Reinstatement may be by a majority vote of the voting members in good standing.

Section 13. Alternate Board Member

An alternate board member position may be instituted to introduce and develop a new corporate board member to the board responsibilities. This board position is a one-year term of office and is by appointment with majority board approval. The alternate board member will attend all board meetings and will have voting privileges only in the absence of any one board member. An alternate board member can assume active roles other than officer duties and will be viewed as the logical replacement for regular board vacancies, under Article III, Section 8, Vacancies.

ARTICLE V. OFFICERS

Section 1. Officers

The elected Officers of the Board of Directors shall be a President, Vice President, Treasurer, Recording Secretary and a Membership Secretary.

Section 2. Duties of Officers

The duties of the Officers shall be such as their titles indicate by general usage and may be assigned to them by a majority vote of the Directors at all meetings of the Board of Directors.

Section 3. Election of Officers

The Officers of the CRC shall be elected by membership at the Annual Meeting of Members. The Nominating Committee shall nominate at least one (1) candidate for each office. Additional nominations may be made from the floor of the Annual Meeting of the Board at which officers are elected by secret ballot.

Section 4. Tenure

Officers shall be elected for one-year term and may be re-elected for additional terms. The official term shall be for the period January 1 to December 31 of each year. The office and duties of the new Officers will be assumed on January 1.

Section 5. Vacancies

The President shall, with the approval of the Board of Directors, appoint a member qualified to hold office to fill any interim vacancy.

Section 6. Resignation

Any Officer, at any time, may resign by giving written notice of such resignation to the current President and the Director of Administration of the Corporation. Such resignation shall be effective as of the date specified therein and if no date is specified, the resignation shall be effective upon receipt by the Director of Administration.

ARTICLE VI. COMMITTEES

Section 1. General Committees

The President may appoint such committees, in addition to the membership and nominating committees, as he/she deems appropriate, with the approval of the Board of Directors. At least one (1) member of the Board of Directors shall be appointed to each committee. Duration of the general committee shall be determined by the President with the approval of the Board of Directors.

Section 2. Standing Committees

Standing committees shall be those on membership, programs, education, charitable causes, publicity and any other committees the President and the Board of Directors shall from time to time designate.

Section 3. Chairman

One (1) member of each committee shall be appointed chairman by the CRC President, or by its respective committee.

Section 4. Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the original appointments.

Section 5. Quorum

The majority of the Members of the Committee shall constitute a quorum. Matters in issue shall be resolved by the vote of a majority of the members present and presented to the Board for approval.

ARTICLE VII. RULES OF ORDER

Section 1. Rules of Order

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Corporation and Committees in all instances wherein its provisions do not conflict with these BYLAWS.

ARTICLE VIII. AMENDMENTS TO BYLAWS

Section 1. Procedure

These BYLAWS may be altered, amended, repealed, and new BYLAWS may be adopted by a majority of the entire Board of Directors at any meeting of the Board, provided that at least seven (7) days written notice is given of intention to alter, amend, repeal, or to adopt new BYLAWS at such meeting; provided, however, that Article IX of these BYLAWS may be altered or amended only by a majority vote of all eligible voting Members at any meeting of Members held pursuant to proper notice of such meeting which is accompanied by either the text of the proposed amendments or a summary thereof.

Section 2. Notice

When any amendments of the BYLAWS have been made, copies of said amendments, or a complete revised copy of the BYLAWS as amended, shall be mailed within sixty (60) days to each Member Representative.

Section 3. Amendment by Members

Any voting member in good standing may submit a proposed amendment or additional BYLAWS to the Board for its consideration. In the event that the Board fails to adopt such proposed amendment or addition, the proposed amendment or addition may be submitted for consideration to the membership at the next Annual meeting, where it must receive the approval of two-thirds (2/3) of the Members in good standing present to pass. The text of the proposed amendment or addition shall be mailed to the Members with the notice of the meeting.

ARTICLE IX. DISSOLUTION

Section 1.

The CRC may only be dissolved by a majority vote of seventy-five percent (75%) of the voting Members present at a meeting specially called for this purpose.

Section 2.

Upon the dissolution or winding up of the affairs of CRC, after providing for the payment of all obligations, any remaining assets shall be distributed to any federally recognized non-profit organization, subject to approval by the Board of Directors.

ARTICLE X. FISCAL AND ELECTIVE YEAR

Section 1.

The fiscal and elective year of the Corporation shall be from January 1 through December 31 inclusive.

RESOLUTION OF BOARD OF DIRECTORS OF THE CORPORATE RELOCATION COUNCIL
RESOLVED, that the By-Laws of The Corporate Relocation Council are hereby amended by adding:

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

SECTION 1. CRC shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of CRC) by reason of being a current or former director, officer, employee or agent of CRC, or any corporation, partnership, joint venture, trust or other enterprise involving CRC, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of CRC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her/his conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of CRC, and with the respect to any criminal action or proceeding, had reasonable cause to believe that such conduct was unlawful.

SECTION 2. CRC shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of CRC to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of any CRC, corporation, partnership, joint venture, trust or other enterprise involving CRC, against expenses (including attorney's fees) actually and reasonably incurred by her/him in connection with the defense or settlement of such action, suit or proceeding if he/she acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of CRC and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to CRC, unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

SECTION 4. Any indemnification under sections 1 and 2 (unless ordered by the court) shall be made by CRC only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, by independent legal counsel in a written opinion, or (c) by a vote of the members of CRC.

SECTION 5. The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any contract, agreement, vote of members or disinterested directors or otherwise, both as to action in such official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

SECTION 6. CRC shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of CRC, or is or was serving at the request of CRC as a director, officer, employee or agent of CRC, in a partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by her/him in any such capacity, or arising out of his/her status as such, whether or not CRC would have the power to indemnify her/him against such liability under the provisions of this article.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution regularly presented to and adopted by the Board of Directors of The Corporate Relocation Council at a meeting duly called and held on June 23, 2010 at which a quorum was present and voted, and that such resolution is duly recorded in the minute book of this corporation.

Secretary