

**New York Chapter of CoreNet Global, Inc.**  
**AMENDED & RESTATED**  
**BYLAWS**  
**(Effective as of August 19, 2020, as amended effective October 1, 2023)**

**ARTICLE I**

**Name**

The name of the corporation shall be the New York Chapter of CoreNet Global, Inc. (“Association” or “Chapter”). The Association shall be the local affiliate of CoreNet Global, Inc. (“CoreNet Global”), advancing the mission of CoreNet Global for members primarily located in New York.

**ARTICLE II**

**Purposes and Objectives**

The Association, a Member driven organization, shall strive to serve its Members by accomplishing the following:

- To promote the recognition of corporate real estate management and corporate infrastructure management as a professional discipline requiring specific skills and education to be practiced effectively;
- To promote member career opportunities through learning, ideas sharing and networking opportunities;
- To enhance the skills and abilities of its Members so that they can significantly improve their contributions to their respective organizations, their internal and external clients, and to a sustainable built environment;
- To encourage the use of best practices for corporate real estate management including conduct of real estate negotiations, development of workplace redesign strategies, related facilities and project management, financial analyses and planning, and site selection;
- To promulgate professional and ethical standards in corporate real estate management;
- To enhance members’ ability to partner with internal and external partners by enhancing member awareness of real estate and business trends and practices;
- To cooperate with other organizations and associations, most notably CoreNet and its chapters and Communities, which are involved in allied endeavors and extending opportunities for members volunteer opportunities to participate in City and regional betterment opportunities;
- To develop organizational leadership and management skills which enhance the roles of corporate real estate executives in member companies;
- To promote member awareness of public policy matters which affect the viability of the region as a corporate location and business center;
- To actively promote the expansion of CoreNet’s Membership on a local and worldwide basis; and
- To create value for the end user companies where the Association’s members practice their profession.

## **ARTICLE III Members**

**SECTION 1. Classes of Members.** The Association shall have various classes of individual Membership. In order to be a member of the Association, one must also be a member in good standing of CoreNet. The designations and qualifications of each class shall be as follows:

A. End User Members. Executives who manage real estate and related assets for companies whose primary business focus is not real estate. End User Members have real estate or real estate related responsibilities to meet the operational needs of private, governmental, or academic organizations. These Members shall be employed or contracted for by such organization and shall receive their income directly from payroll or by way of reimbursement from the organization. Employers of End User Members utilize, lease or own real estate for their own needs, rather than holding real estate primarily for investment or sales purposes. CoreNet Global extends the End User designation to contract employees who serve outsourced corporate real estate functions exclusively for one company.

B. Service Provider Members. Service Provider Members are those individuals in professions and related real estate functions that serve the needs of the corporate real estate professional. Persons qualified for Service Provider Membership may include, but are not limited to: project managers, property managers, facility managers, site selection consultants, appraisers, energy managers, commercial, retail and industrial brokers, builders and developers, property tax consultants, personnel recruiters, suppliers and other supply chain providers including furniture manufacturers and dealers, and consultants, title research and affiliated legal service specialists, condemnation and right-of-way consultants, land planners, architects, attorneys, civil and mechanical systems engineers, surveyors, public accountants and financial consultants, executives of banks, insurance companies and related sources of real estate financing (collectively, “real estate related fields”).

C. Young Leader Members. Young Leader Members may be corporate End Users, Service Providers or economic developers in real estate or real estate related fields who are 35 years of age or younger. Many have already attained executive leadership positions within their companies or organizations.

D. Academic/Student/Retired Members.

i. Academic Members are educators who devote primary focus to teaching and/or research in the field of real estate or in real estate related fields or are academic administrators or real estate or facilities managers for schools, universities or students.

ii. Student Members must be full-time or active candidates for degrees in real estate related fields.

E. Journalist Members. Available for full-time journalists working for a publication company. Prospective Journalist Members must submit a letter on the publication’s letterhead, signed by the prospective Member’s immediate supervisor verifying the nature of the business as a publication company. Access to certain programs may be restricted.

F. Economic Development Members. Individuals employed by local, state or regional economic development corporations (“EDCs”) or community development agencies or utilities, who influence or assist with corporate location or facilities development decisions.

G. Retired Members Available for former End User or Service Provider Members of CoreNet Global only. In order to receive this rate, a person must have been a Member in good standing for a minimum of five (5) years. The prospective Retired Member must submit a letter from his or her last employer confirming retired status.

**SECTION 2. Limitations.** Notwithstanding the foregoing, the Membership categories of the Association shall mirror, as closely as legally permitted, the classes of membership recognized by CoreNet Global.

**SECTION 3. Application for Membership.** All applicants for Membership shall complete, sign and submit the appropriate application to CoreNet Global. Upon acceptance of such application by CoreNet Global, the applicant is eligible to be affiliated with the Association. Affiliation with the Association shall be elected by the Member selecting the Association as its primary or secondary affiliation as part of the CoreNet Global annual membership dues billing process. Any person selecting the Association shall be considered affiliated with the Association.

**SECTION 4. Voting Rights.** Only End User and Service Provider Members including Young Leader Members are entitled to vote on Association matters, and shall have one (1) vote per Member. Members must be in good standing to be afforded the right to vote.

**SECTION 5. Voluntary Termination of Membership.** Any member of the Association may resign at any time by giving written notice of resignation to CoreNet. Any resignation shall take effect at such future date as may be specified in the written notice of resignation, or if no such future date is so specified, immediately upon receipt by CoreNet. Formal acceptance of any such resignation shall not be necessary to make it effective. Any member who submits a notice of resignation shall be responsible to satisfy all obligations for Membership dues and other fees which may have accrued up to the effective date of such resignation and is not entitled to a refund of any amounts paid. A member who has resigned shall not be precluded from applying for Membership at a later date so long as all prior obligations have been satisfied. On the effective date stated in a notice to CoreNet, the member shall no longer be considered as affiliated with the Association.

**SECTION 6. Other CoreNet Members.** All Members in good standing with CoreNet who are not affiliated with Association shall be entitled to attend all Association events unless specifically restricted from doing so by decision of the Executive Board and will be charged the fee for any such event at the Member rate.

**SECTION 7. Changing Component Affiliation.** CoreNet allows a member to change his or her affiliation with any CoreNet Chapter at any time. Such change in status shall become effective upon notice from CoreNet to the Association.

## **ARTICLE IV Member Meetings**

**SECTION 1. Annual meeting.** There shall be no fewer than one annual meeting of the Membership of the Association, to be held at times and places to be determined by the Executive Board, to hear reports concerning the conduct of the Association's activities and to conduct such other business as may properly come before the meeting.

**SECTION 2. Special meetings.** A special meeting of the Members shall be held upon the call of Executive Board or the written request signed by ten percent (10%) of the voting Members, at the time

and place stated in the call (to be held not more than ninety (90) nor less than sixty (60) days from the date of the request). The call or request for the meeting shall state its purpose or purposes.

**SECTION 3. Notice.** The Executive Board, or persons designated by the Executive Board, of the Association shall notify all Members of the Association of the annual meeting and any special meetings electronically, in person, or by mail, sent to each member at his or her address in the records of the Association not more than fifty (50) days nor less than ten (10) days before the date of the meeting. Prior to scheduling any meeting of the Association, the Executive Board shall use reasonable efforts to avoid conflicts between meetings and events held by CoreNet Global and the Association.

**SECTION 4. Proxy.** Pursuant to such procedures as the Executive Board may adopt from time to time and in accordance with applicable laws, every Member entitled to vote at a meeting of Members may vote by proxy.

**SECTION 5. Quorum.** The presence in person, or with Executive Board approval telephonically or electronically, or by proxy of one-tenth of the voting Members of the Association shall constitute a quorum for the transaction of business at any meeting of the Members of the Association.

## **ARTICLE V Executive Board**

**SECTION 1. Executive Board.** The general affairs and business of the Association shall be conducted and managed by an Executive Board who will be responsible for the overall strategic policy and operation of the Association. Members of the Executive Board shall use their best efforts to represent the general interests of the Membership of the Association, including all of the various sectors of corporate real estate. Executive Board Members shall strive to solicit and consider the opinions of the Membership with respect to matters to be decided upon at any regular meeting of the Executive Board, and the Executive Board shall use reasonable efforts to inform the Membership of matters of interest to them in advance of each regular meeting in order to allow for the free expression of ideas by the Members to the Executive Board Members.

**SECTION 2. Number of Directors.** The Executive Board shall be made up of the chairs of the nine (9) Standing Committees listed hereunder, plus the three (3) Chapter Leaders listed below, each of whom shall be entitled to vote on all matters coming before the board. The Association shall strive to attain an Executive Board consisting of at least fifty percent (50%) End User Members.

Administrative Service Provider(s), as defined hereunder, may attend Board meetings as requested by the Chair, the President or the Secretary, to assist with the conduct of the meetings and to take minutes.

Any of the Chapter Leaders may invite Content Chairs or other members of Committees or Advisors to selectively attend Executive Board meetings when their participation is pertinent to the meeting agenda.

**SECTION 3. Standing Committees.** The strategy and operation of the Chapter shall be charted by the chairs of the following committees each of whom shall be a member of the Executive Board. Except for Standing Committees, any board or advisory committees must be created with a set term and authorized charter, and shall sunset at its expiration unless affirmatively reauthorized by a subsequent Board. Each Standing Committee Chair shall work with the Chapter Administrator and Membership Chair to seek and qualify member interest in Committee participation.

**A. STRATEGIC PLANNING COMMITTEE.** The role of the Strategic Planning Committee is to translate the Chapter's goals into a strategic plan, integrate the Executive Board and Content Council's plans and actions, and ensure that all Committees are aligned in achieving the overall goals of the Chapter.

**B. PROGRAMMING & OUTREACH COMMITTEE ("POC").** The role of the Programming & Outreach Committee is to oversee the Chapter's content creation and management thereby providing opportunities for Members to learn, grow, and connect. This role will be accomplished through interface between the Content Council Committees and Executive Board Committees. Also referred to as "Content Council" below

**C. MEMBERSHIP COMMITTEE.** The Membership Committee's role is to support the overall success of the Chapter's membership base. The Committee works to attract and retain a membership base which is consistent with the objectives of the Association. With assistance from the Administrative Service Provider, this Committee works with CoreNet Global to remain current with overall membership information including changes in membership status, and maintenance of prospect lists. The Committee oversees the Chapter's annual membership renewal program, sets recruitment and engagement goals and on-boards new Members. The Committee also acts to increase engagement from existing Members. The Committee's responsibility is to actively aim to increase Chapter membership through recruitment tactics and by identifying criteria for targeted engagement.

**D. SPONSORSHIP COMMITTEE.** The Development Committee is responsible for implementing the Chapter's Annual Sponsorship Drive, creating the Sponsorship Benefits program, maintaining relationships with existing sponsors and creating relationships with prospective sponsors for the Chapter. The Development Committee will also work in tandem with other Chapter Committees who require sponsorship strategy and planning, such as but not limited to the Special Events Committees. In addition, the Development Committee's responsibility is to make recommendations to the Executive Board as needed on development strategy and Sponsorship program growth that will promote the success of the overall Chapter. Changes to sponsor contribution amounts and benefits shall be subject to majority vote of the Executive Board.

**E. FINANCE & INVESTMENT COMMITTEE.** The Finance & Investment Committee's role is to establish the financial policies and annual budgets of the Association, make financial recommendations to the Executive Board and oversee individual Committee budgets throughout the year. The Chair of the Finance & Investment Committee shall serve as the Chapter Treasurer, described below. Members of the Finance & Investment Committee shall be selected by Committee chair, after consultation with the Chair, the President and the Executive Board. One (1) member of the Finance & Investment Committee may be the Chapter President or Vice President, and at least one (1) member of the Finance & Investment Committee must not be a member of the Executive Board.

**F. GOVERNANCE & NOMINATING COMMITTEE.** The Governance & Nominating Committee fulfills two separate areas of responsibility. The governance role includes the creation and oversight of Chapter Bylaws and assessment of the Chapter's alignment, relations and compliance with CoreNet Global. The nominations role includes annual oversight of the nominating process resulting in the selection of the Executive Board, and advising on organizational structure, including identification of candidates for the Content Council, assuring that pathways are established for Member engagement through volunteer and leadership opportunities, and maintaining and making available records of Chapter strategies, operational procedures, and Executive Board decisions. The Chair of the Governance & Nominating Committee shall serve as the Chapter Secretary, described below. Members of the Governance & Nominating Committee shall be selected by Committee chair, after consultation with the Chair, the President and the Executive Board.

**G. MARKETING & COMMUNICATIONS COMMITTEE.** The role of the Marketing & Communications Committee is to assist in developing, implementing and executing the strategy for marketing, communications and distribution of content that is in alignment with the Chapter's long-term goals. This includes use of branding strategies and Member communications including promotion of events and distribution of CoreNet Global information which is useful for Members.

**H. TECHNOLOGY COMMITTEE.** The Technology Committee role is a strategic internal role, overseeing opportunities that are available and can support the Chapter from an operating level, acting as a shared resource.

**I. SPECIAL EVENTS COMMITTEE.** The Special Events committee organizes and hosts the Chapter's large-scale annual events. These events encourage member engagement through networking and recognition of outstanding accomplishments in the industry and in support of the Chapter. Events may include, but shall not be limited to the Annual Dinner, Chapter Awards, Golf Outing and New Year's Party. Each event has a dedicated sub-committee, managed by a Vice-Chair, who plan and oversee the tasks involved in organizing the affair.

#### **SECTION 4. Meetings.**

A. Regular Meetings. The Executive Board shall endeavor to meet monthly and a minimum of four (4) times each year as designated by the Chair or the President.

B. Special Meetings. Special meetings of the Executive Board may be called by the Chair or the President. Meetings of the Executive Board may be conducted by electronic conference call.

C. Notice. Notice of the regular meetings of the Executive Board shall be given at least twenty (20) days before the meeting by the Administrative Service Provider or the Secretary. Notice of any special meeting of the Executive Board shall be given at least one (1) day before the meeting by the Secretary. In both cases, the notice shall be in delivered electronically, delivered personally, or sent by mail to each Executive Board member at his or her address as shown by the records of the Association. The business to be transacted at any special meeting of the Executive Board shall be specified prior to each meeting.

D. Quorum. The presence of a majority of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board. Any Executive Board member participating in a meeting by conference telephone or any other means as permitted in Section E below shall be included in determining whether a quorum is present at any meeting.

E. Manner of Acting. The act of a majority of the Executive Board members present at a meeting at which a quorum is present shall be the act of the Executive Board, unless the act of a greater number is required by law or by these Bylaws. Executive Board members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other at the same time. Each member of the Executive Board shall be entitled to one (1) vote on each matter submitted to a vote of the Board.

F. Informal Action. Any action required by law to be taken at a meeting of the Executive Board, or any action that may be taken at a meeting of Executive Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed electronically or in writing by all of the Executive Board members.

## **ARTICLE VI**

### **Chapter Leaders**

**SECTION 1.** Chapter Leaders shall serve as the chief officers of the Association. Officer positions shall each be held by a different person who do not also chair an Executive Board committee, except as otherwise provided in the Chapter Bylaws.

A. Chair. The Chair shall be the senior officer of the Association and shall exercise general supervision over the affairs of the Association and its Officers consistent with policies established by the Executive Board. The Chair or another Chapter Leader designated by the Chair shall preside at all meetings of the Members of the Association and at all meetings of the Executive Board. The Chair shall be the principal spokesperson for the Association. The Chair or another Chapter Leader designated by the Chair shall serve as an advisor to the Governance & Nominating Committee, shall represent the Chapter as a participating chapter in Eastern Regional Symposiums, and in general shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Executive Board. The Chair may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Association, provided such steps do not exceed the scope of authority determined by the Executive Board.

B. President. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Chair or the Executive Board.

C. Vice-President. The Vice-President shall preside at meetings of the Members and Executive Board when the Chair and President are not present and shall perform those duties which are assigned by the Chair, with approval of the President, or the Executive Board.

**SECTION 2. Resignation.** An officer may resign by written notice to the Executive Board. Unless another time is specified in the notice or determined by the Executive Board, an officer's resignation shall be effective upon receipt by the Executive Board.

**SECTION 3. Removal.** Any elected officer may be removed from office for good and sufficient cause by a vote of two-thirds (2/3rds) of the Executive Board at a meeting (including a special meeting) at which a quorum is present and then is acting.

**SECTION 4. Vacancy.** If a vacancy in any office occurs, whether because of failure to elect any officer, resignation, removal, disqualification or death, the Governance and Nominations committee shall submit its recommendation to the Executive Board. The vacant position may be filled by majority vote of the Executive Board for the unexpired portion of the term.

**SECTION 5. Compensation.** No officer shall be entitled to receive any commissions or other compensation to which such officer may otherwise be entitled for the performance of his or her duties as an officer of the Association. Each officer shall be entitled to reimbursement for reasonable expenses incurred by him or her in the performance of his or her duties as an officer of the Association.

## **ARTICLE VII**

### **Additional Officers and Counsel**

**SECTION 1: Treasurer.** The Treasurer shall be the chair and a member of the Finance & Investment Committee. The Treasurer shall monitor and report to the Chair, the President, the

Executive Board, and the Finance & Investment Committee about the financial status of the Association and any significant budget variances.

**SECTION 2: Secretary.** The Secretary shall be the chair and a member of the Governance & Nominating Committee and shall oversee the administrative functions of the Association with responsibility for meeting such compliance requirements as are prescribed by CoreNet Global, maintenance of corporate records including board minutes, and management of contracted Administrative Service Providers.

**SECTION 3: Counsel.**

A. The Counsel shall oversee legal affairs affecting the Association including, but not limited to, review and approval of contracts to be executed and delivered by the Association. The Counsel shall provide support to each committee and each Officer in connection with legal issues affecting operations. The Counsel may be called upon or assist or advise on the nomination and election of the Executive Board and Officers. The Counsel shall not be an Officer of the Association. The Counsel may attend meetings of Executive Board upon invitation of the Secretary or the Chair or President. Counsel shall not be a voting member of the Executive Board.

B. The Counsel shall serve for up to five (5) consecutive one (1) year terms. The Counsel shall be selected by the Chair annually, with the approval of the President and advice of the Governance & Nominations Committee. A vacancy shall be filled by the Chair, with approval of the President, and advice of the Governance & Nominations Committee.

**ARTICLE VIII  
Elections**

**SECTION 1. Nomination and Election of Executive Board Members.**

A. In order to be eligible to serve as an Executive Board Member, a nominee must: (a) be a Member in good standing of CoreNet Global, (b) have selected the Association as the primary affiliation and (c) be prepared to comply in all material respects with all legal policies of CoreNet Global and the Association including any conflict of interest policies. The Executive Board may adopt other eligibility requirements for Executive Board Nominees.

B. Any Member of the Association in good standing may nominate to be an Executive Board Member another Member or self-nominate as long as the nominee meets the criteria described in paragraph A of this Section. The nomination must be in writing and submitted electronically or by form, by a specified date (but in no event less than forty five (45) days before membership vote), and to a designated place as established by the Governance & Nominating Committee with assistance from the Administrative Service Provider. Nominations shall specify which Committee position the person is being nominated for.

C. The Governance & Nominating Committee shall review with the Chair and the President all nominations from Members and any nominees they have identified, and verify that the individuals are qualified, eligible and willing to seek the position for which they have been nominated.

D. The Governance & Nominating Committee will receive from the Chair and the President their joint suggestions for, and from those suggestions and the Member nominations will prepare, a proposed slate of Executive Board members based on those individuals best qualified. On behalf of the

Governance & Nominating Committee, the Secretary shall submit the proposed slate to the Executive Board, specifying which Committee chair position each nominee is being submitted for. Submission shall occur no less than thirty (30) days before the Membership vote is scheduled to take place.

E. The Executive Board shall either approve or reject the slate, in whole or in part. To the extent that the slate is rejected or only partially accepted, the Governance & Nominating Committee shall provide other nominees until the slate is fully accepted by the Executive Board.

F. The slate of nominees will be presented to the Membership allowing no less than ten (10) days for Members to vote. Members shall vote on the slate either electronically, in person, with the voting method determined by the Secretary after conferring with the Chair and the President. The Membership shall either accept or reject the slate in its entirety. If the slate is rejected, in each case, the Governance & Nominating Committee shall confer with Chapter Leadership and, following majority vote of the Executive Board, shall resubmit the slate to Membership for election.

## **SECTION 2. Nomination and Election of Chapter Leaders.**

The President will automatically succeed to the office of Chair at the end of the one-year term. The Vice President shall succeed to the office of President at the end of the one-year term unless, prior to the beginning of the calendar year, another Executive Board member is recommended by the Governance & Nominating Committee and elected by a majority of the Executive Board. The Vice President Nominee shall be selected by the Governance & Nominating Committee through the same process as for Executive Board member nominations. If the nominee is already serving as an Executive Board member elected in a past Membership election, Membership vote shall not be required for election of the Vice President. If the Vice President nominee is not a current Executive Board member, then the Vice President nominee shall be submitted for Membership vote at the same time as the Executive Board slate is submitted for Membership vote.

## **SECTION 3. Nomination and Election of Other Officers.**

The Treasurer and Secretary may each serve up to two (2) consecutive three (3) year terms in office.

## **SECTION 4. Executive Board Terms.**

A. The term of each Executive Board Member shall be three (3) years, or upon election and qualification of his or her successor. The terms of the Executive Board members shall be staggered so that the terms of approximately one-third (1/3rd) of said Executive Board members shall expire each year.

B. In the event of a vacancy during the term of any Executive Board member, whether due to resignation, removal, disqualification or death, a replacement Executive Board Member shall be nominated by the Governance & Nominations Committee with input from the Chair and the President, and elected by the Executive Board for the balance of the then current term.

C. No Executive Board member shall serve more than two (2) terms consecutively. Any term of not more than one (1) year, served by reason of being elected to fill a vacancy, shall not count against this limitation.

D. The vote of a majority of the Executive Board members, present at a meeting duly called at which a quorum is present, may remove an Executive Board member from office prior to the expiration of the term for which that Executive Board member has been elected.

E. Terms shall begin on April 1. Each fiscal year shall be considered to be one (1) year of a term.

**Section 6. Timing of Elections.** The Governance & Nominating Committee shall work to conclude the election process by December 1 of each calendar year so that the full Executive Board and Chapter Leadership may consider and advise on planning and budget activities occurring during the first quarter of the succeeding calendar year. The Governance & Nominating Committee shall commence consideration and planning for the nominations and elections process, no later than September of each year.

## **ARTICLE IX Content Council**

### **SECTION 1. Content Council Designation of Committees**

Consistent with Programming and Outreach objectives, the Content Council shall provide opportunities for Member learning, development, and professional growth through dissemination of content and networking opportunities which are pertinent to Member interests and consistent with Chapter and CoreNet Global objectives.

### **SECTION 2. Content Council Organization**

The Content Council is chaired by the Executive Board Chair of the Programming & Outreach Committee. The Content Council Chair shall be assisted by a Content Facilitation Chair who will assist with identification and sharing of content ideas between members of the Content Council. The Executive Board, by resolution adopted by a majority of Executive Board members, after consultation with Chapter Leadership and the Chair of the Programming & Outreach Committee shall designate Content Council Committees, each of which shall consist of two (2) or more persons. Each committee shall either uniquely focus on a type of topic, or segment of membership, and/or on broad or small group networking opportunities. Each Content Council Committee's objectives and organization shall be memorialized in a Committee Charter which is reviewed and updated with input of the Programming & Outreach Committee Chair and Chapter Leadership annually. The Content Council committee make up shall be changed or renewed by Executive Board vote annually. The Content Council make up is attached for illustrative purposes only.

The Chair of each Content Council Committee shall liaise with the Programming & Outreach Committee Chair as well as the Strategic Planning Committee Chair and the other members of the Executive Board. The chair of each Content Council Committee shall organize and manage committee meetings to ideate, plan, and organize events and other activities consistent with Content Committee charters. Each Content Committee Chair shall work with the Chapter Administrator and Membership Chair to seek and qualify Member interest in Committee participation.

### **SECTION 3. Content Council Terms.**

A. The term of each Content Council Member shall be one (1) year, or upon election and qualification of his or her successor.

B. In the event of a vacancy during the term of any Content Council member, whether due to resignation, removal, disqualification or death, a replacement Content Council Member shall be nominated by the Governance & Nominating Committee with input from the President, Vice President,

and Programming & Outreach Committee Chair and elected by the Executive Board for the balance of the then current term.

C. No Content Council member shall serve more than five (5) one (1) year terms consecutively as chair of the same committee. However, Content Council members may serve additional consecutive terms as chair of a different Content Council Committee. Any term less than one (1) year, served by reason of being elected to fill a vacancy, shall not count against this limitation.

D. By action of the Programming & Outreach Committee Chair with approval of the Chapter Chair or by vote of a majority of the Executive Board, a member of the Content Council may be removed prior to the expiration of the term for which that Content Council member has been selected.

E. Content Council member terms shall begin on April 1. Each full fiscal year shall constitute one (1) year of a term.

#### **SECTION 4. Selection of Content Council.**

The Governance & Nominations Committee shall confer with Chapter Leadership and the Chair of the Programming & Outreach Committee for the selection of Content Council members. The Governance & Nominating Committee shall submit recommendations for Content Council membership, including all Committee chairs and the Content Facilitation Chair referenced below. The Executive Board shall either approve the slate, in whole or in part, or reject the slate. To the extent that the slate is rejected or only partially accepted, the Governance & Nominating Committee shall provide other nominees until the slate is fully accepted by the Executive Board.

### **ARTICLE X Advisors**

The Chapter Chair, after conferring with the President and the Governance and Nominating Committee may ask past Chapter Chairs and/or Executive Board members to advise one or more Executive or Content Council committees or participate on an advisory task force or special initiative. The term of participation shall be for one (1) year. Advisors shall serve as subject matter experts for the Chapter. Advisors shall not be entitled to attend Executive Board meetings unless invited to attend for a purpose specified by the Chapter Chair, President, or Secretary. Advisors shall not vote on matters before the Executive Board and shall be excused from attendance at Executive Board meetings when votes are taken.

### **ARTICLE XI Financial Procedures**

**SECTION 1. Fiscal Year.** The fiscal year of Association shall be consistent with that of CoreNet Global, which ends March 31.

**SECTION 2. Budget.** An annual budget for each fiscal year shall be prepared by the Finance & Investment Committee with input from the Executive Board committee chairs. The Finance & Investment Committee will approve individual committee budgets based upon approval of each business plan and input from the Executive Board committee chairs. The annual budget, once approved by the Executive Board, by majority vote, shall be shared annually with CoreNet Global. After approval of the annual budget, the Executive Board may, at any meeting, approve any supplemental budget changes.

**SECTION 3. Contracts.** Only Officers are authorized to execute contracts in the name of and on behalf of the Association, after review by Counsel, provided that each such contract shall be either in accordance with the approved budget or specifically approved by resolution of the Executive Board. The Executive Board may temporarily authorize other representatives of the Association to enter into a specific contract or deliver any instrument in the name of and on behalf of the Association provided that such authorization shall not be for a period lasting more than ninety (90) days.

**SECTION 4. Checks, Drafts, etc.** All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such person or persons and in such manner as shall be determined by the Executive Board.

**SECTION 5. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Executive Board may select.

**SECTION 6. Gifts.** After performing reasonable due diligence to determine the potential liabilities, if any, which may be imposed upon the Association as the result of accepting any gift, the Executive Board or President may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of Association.

**SECTION 7. Audits.** The Association may provide for its annual financial statements to be audited or reviewed by independent certified public accountants.

## **ARTICLE XII Administrative Service Providers**

The Association may, from time to time, retain one or more individuals or companies to provide administrative support to the Association. The title and conditions of such retention or contract shall be determined by the Secretary after conferring with the Treasurer and Counsel, and approved by majority vote of the Executive Board. The Secretary shall assume responsibility for contract administration. The Association may, from time to time, obtain additional Service Providers such as, by way of example only, for accounting and audit services, for public relations and promotions, for technology services, and for analytic services. In each such case, the contract terms shall be determined by the Secretary after conferring with the Treasurer and Counsel, and approved by majority vote of the Executive Board.

## **ARTICLE XIII Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Board and committees having any of the authority of the Executive Board.

## **ARTICLE XIV Seal/Intellectual Property**

**SECTION 1. Seal.** The Executive Board may provide a corporate seal that shall be in a form selected by a resolution of the Executive Board.

**SECTION 2. Intellectual Property.** The Association is the recipient of a non-exclusive, royalty free license to use the “CoreNet Global” name, logo and other intellectual property. The Association

shall adhere to all CoreNet usage guidelines. Notwithstanding the foregoing, the Association shall only use such intellectual property in a manner consistent with the furtherance of the purposes stated herein and in its certificate of incorporation.

## **ARTICLE XV Indemnification**

**SECTION 1. Indemnification of Executive Board Members and Officers.** The Association shall, to the fullest extent permitted by law, indemnify each present and former Executive Board Member and Officer of the Association (and the heirs, executors and administrators thereof) who was or is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative, whether involving any actual or alleged breach of duty, neglect or error, any accountability, or any actual or alleged misstatement, misleading statement or other act or omission, whether brought or threatened in any court or administrative or legislative body or agency, including an action by or in the right of the Association to procure a judgment in its favor and an action by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which such Executive Board Member or Officer of the Association is serving or served in any capacity at the request of the Association, by reason of the fact that he or she, is or was an Executive Board Member or Officer of the Association, or is serving or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity, against judgments, fines, amounts paid in settlement, and costs, charges and expenses, including attorneys' fees, incurred therein or in any appeal thereof.

**SECTION 2. Indemnification of Others.** The Association shall indemnify such other persons and reimburse the expenses thereof, to the extent required by applicable law, and may indemnify any other person to whom the Association is permitted to provide indemnification or the advancement of expenses, whether pursuant to rights granted pursuant to, or provided by law.

**SECTION 3. Advances or Reimbursement of Expenses.** The Association may, from time to time, reimburse or advance to any person referred to in this Article XV, the funds necessary for payment of expenses, including attorneys' fees, incurred in connection with any action, suit or proceeding, upon receipt of a written undertaking by or on behalf of such person to repay such amount(s) if a judgment or other final adjudication adverse to the Executive Board member or officer establishes that: (i) his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and, in either case, were material to the cause of action so adjudicated, (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or (iii) his or her conduct was otherwise of a character such that New York law would require that such amount(s) be repaid.

**SECTION 4. Interpretation.** Any person entitled to be indemnified or to the reimbursement or advancement of expenses as a matter of right pursuant to this Article XV may elect to have the right to indemnification (or advancement of expenses) interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the action, suit or proceeding, to the extent permitted by applicable law, or on the basis of the applicable law in effect at the time indemnification is sought.

**SECTION 5. Indemnification Right.** The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article XV: (i) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract

between the Association and the Executive Board member or Officer, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

**SECTION 6. Indemnification Claims.** If a request to be indemnified or for the reimbursement or advancement of expenses pursuant this Article XV is not paid in full by the Association within thirty (30) days after a written claim has been received by the Association, the claimant may at any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled also to be paid the expenses of prosecuting such claim. Neither the failure of the Association (including its Executive Board, independent legal counsel, or its Members) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Association (including its Executive Board, independent legal counsel, or its Members) that the claimant is not entitled to indemnification, nor to the reimbursement or advancement of expenses, shall be a defense to the action or create a presumption that the claimant is not so entitled.

**SECTION 7. Insurance.** The Association shall have the power to purchase and maintain insurance to indemnify the Association for any obligation which it incurs as a result of its indemnification of Executive Board members and officers pursuant to Section 1 of this Article XV above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 2 of this Article XV above.

## **ARTICLE XVII Miscellaneous**

**SECTION 1. Amendments.** These Bylaws may be amended by approval of two-thirds (2/3rds) of the entire Executive Board expressed in a vote at a properly conducted meeting. Notwithstanding the foregoing, any such amendment must be presented to CoreNet Global's Executive Board for review and approval prior to the amendment being effective.

**SECTION 2. Interested Party Transactions.** In any instance where the Association proposes to enter into an interested party transaction it shall follow the procedures and rules set forth in the Association's Conflict of Interest Policy adopted by the Board and as amended from time to time.

**SECTION 3. Non-discrimination.** In all of its dealings, neither the Association nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ATTACHMENT A

**2020 Content Council Committees  
Illustrative List (updated 2023)**

- A. End User Forum
- B. Women's Leadership
- C. Real Estate Strategy and Portfolio Planning
- D. Real Estate and Property Technology ("PropTech")
- E. Young Leaders
- F. Public Policy
- G. University Relations
- H. Career Development
- I. Landlord Circle
- J. Environmental and Social Governance ("ESG")
- K. Diversity, Equity, and Inclusion (DEI)