



Governance and Operations Manual of the Southern California Chapter of CoreNet Global

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1. INTRODUCTION

1.1 BACKGROUND

CoreNet Global is a non-profit association, headquartered in Atlanta, Georgia (US), representing more than 11,000 executives in 50 countries with strategic responsibility for the real estate assets of large corporations. The organization's mission is to advance the practice of corporate real estate through professional development opportunities, publications, research, conferences, designations and networking in 46 local chapters and networking groups globally.

The Southern California Chapter of CoreNet Global ("Chapter" or "the Chapter") is an Affiliate of CoreNet Global and operates under the terms of the Affiliation Agreement with CoreNet Global, as well as Articles of Incorporation, Bylaws, and other legal and operating documents including this Governance and Operating Procedures document.

1.2 CHAPTER VISION AND MISSION

1.2.1 VISION

Companies and individuals believe Southern California is indispensable to the practice of corporate real estate (CRE).

1.2.2 MISSION

We are the premier network of professionals who serve, educate, and celebrate corporate real estate in Southern California.

1.3 PURPOSE OF THIS DOCUMENT

This Governance and Operating Procedures document has been compiled for use by the Chapter's leadership, management, and Members. This document establishes guidelines for how the Board of Directors, as representatives of the Chapter and its Members, govern. It attempts to address how the Board will make key decisions, manage the business and operations of the Chapter, conduct themselves, and interact with others.

It was compiled to provide guidance to the management and Board of Directors of the Chapter in executing their duties to fulfil the mission and values of CoreNet Global. All Board of Directors members are subject to the terms and conditions of this manual.

As an affiliate of CoreNet Global, all policies and procedures of Chapter, and operational manners of its leadership and management must abide by all policies, procedures, and values of CoreNet Global. In the event of inconsistency or conflict between guidance in this manual and any policies, procedures, or other standards set by CoreNet Global, those of CoreNet Global shall govern and control. This document supersedes all previous editions.

This shall be a living document and reviewed by the Executive Committee, on an annual basis, at the end of the fiscal year, and any proposed changes will be submitted to the Board for their approval. The Board may modify or make exceptions to the Governance Operating Procedures, from time to time, in its discretion and consistent with the duties and responsibilities herein, provided such exceptions do not conflict with the Chapter Bylaws or violate the Affiliation Agreement or any applicable law. Material changes to this manual shall be performed by the Chapter's Secretary, upon majority vote of the Board. Immaterial changes, such as grammar, spelling, or formatting, may be conducted by the Secretary, without Board approval. Any capitalized term shall have the meaning provided for herein or in the Bylaws.

2. CHAPTER GOVERNANCE

2.1 OBJECTIVES

The objectives of the Chapter's governance structure are to:

1. Ensure all efforts – operations, programs, and events – deliver on the mission, vision, policies and practices of CoreNet Global and Chapter;
2. Create a framework and set standards for effective and transparent management of Chapter;
3. Provide continuity, from year to year, for critical Chapter functions, with Directors developing strategy, leading committees, and operating with reasonable autonomy;
4. Ensure the Chapter's long-term success through deliberate program planning and leadership succession planning; and
5. Conduct a clear and fair nomination and election process that delivers on the above, promotes diversity, and represents the best interests of the Membership at large.

2.2 GOVERNANCE STRUCTURE

Chapter shall operate and be governed by the structure outlined below and any policies, procedures, and guidelines established by Chapter and CoreNet Global.

Chapter governance shall be the responsibility of the Required Officers and Elected Officers, as defined herein, which shall be elected as described in the Chapter's Bylaws. The Required Officers and Elected Officers shall carry on the business of the Chapter, conduct Board meetings, and approve and ratify decisions on the Chapter's behalf. Individuals serving as Required Officers and Elected Officers at any given time shall be *ex officio* Directors of the Chapter. A Director shall perform the duties of a director, including duties as a member of any committee of the board upon which the Director may serve, in good faith, in a manner the Director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

All Chapter leadership and committee positions shall be limited to Members in good standing and affiliated with the Chapter, with eligibility as determined by the Chapter Bylaws and the Chapter Governance and Operating Procedures.

2.2.1 REQUIRED OFFICERS

1. Chapter shall have, at a minimum, the following officer positions (the "Required Officers"):
 - President
 - Vice President (automatically succeeds to President in the following term)
 - Secretary
 - Treasurer

- Membership Director
 - Sponsorship Director
2. Appointed by nomination and election by the Voting Members
 3. Other than the President and Vice President, who shall each serve for a term of one year, the Required Officers shall each serve for a term of two years
 4. The required officers shall have all responsibilities, rights and obligations as set forth in the Bylaws or as otherwise assigned or determined by the Board of Directors

2.2.2 OTHER OFFICERS

Chapter may also have, at the discretion of the Board of Directors, up to ten (10) additional officers, with such titles and responsibilities as are established by the Board from time to time, to be filled by election by the Voting Members (the “Elected Officers”), which may include some or all of the following:

- Ambassadors Director
- Communications Director
- Education & Professional Development Director
- Regional Director – Los Angeles
- Regional Director – Orange County
- Regional Director – Inland Empire
- Regional Director – San Diego
- Golf Director
- REmmy’s Director
- Young Leader & Mentorship Director

2.2.3 BOARD OF DIRECTORS

1. Per the Chapter Bylaws, Article V, Section 2, Number of Directors and Qualifications, starting April 1, 2020, the Board of Directors shall consist of no less than six (6) and no more than seventeen (17) Directors; of whom, a minimum of 6 are the Chapter’s Officers.
2. The Board shall include the Required Officers, who shall serve as *ex officio* Directors, as well as any additional Elected Officers who also are elected by the Voting Members to serve as Directors.
3. Nominated by the Membership, and elected by the Voting Members
4. Directors shall:
 - Be a Member in good standing and a 1st Affiliate with Chapter;
 - Be responsible for Chapter governance;
 - Act as a Committee Chair, overseeing a Committee;
 - Serve a finite period of time (term);
 - Abide by the terms and eligibility set forth below.

2.2.4 COMMITTEES

1. Report to and lead by a Director of the Board of Chapter;
2. Volunteer Members who are affiliated with Chapter;

3. Fulfilling the charges of a Committee, its purpose, and intended outcome.

2.2.5 EXECUTIVE COMMITTEE

The Executive Committee shall be a standing Board committee composed of the Required Officers. Except for the power to amend the Articles of Incorporation and the Chapter Bylaws, and subject to the limitations set forth in the California Nonprofit Mutual Benefit Corporation Law and by resolution of the Board, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Chapter in the intervals between meetings of the Board, subject to the direction and control of the Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The President shall serve as chairperson of the Executive Committee.

2.2.6 CHAPTER ADMINISTRATION AND MANAGEMENT

1. Provide administrative, event management, and strategic support to the Chapter and the Board;
2. Directed by and reports to the Board of Directors, in accordance with their agreement for services with the Chapter;
3. (Services are currently provided by Association Conference Group).

2.2.7 TERM LIMITS

1. All Director positions are 2-year terms, with the exception of Vice President and President, which are 1-year terms each;
2. No Director shall serve more than two (2) consecutive terms, with the exception of Vice President and President; and
3. No Director may serve for more than six (6) consecutive years.

2.2.8 BOARD DIVERSITY

Our Chapter appreciates the diversity of the Southern California region. We recognize the importance of creating an environment in which all our Members feel represented, valued, and included. We value each professional's unique experiences, perspectives, and viewpoints. We accept that unique perspectives are important to share, are critical to the development of our profession, and are part of creating unique, inspiring, and productive workplaces.

To foster an environment that celebrates our profession and its diversity, the composition of the Board should represent the diverse nature of our Chapter's Membership. All efforts should be made to create a Board that is composed of a cross-representation of the geographies we serve, categories of membership, and professional experiences. With emphasis, efforts shall be made such that the Board members represent different employers, to ensure no single company or organization has undue influence and to include diverse perspectives. We also recognize that Service Providers who act on behalf of another company, in an outsourced capacity, can also create diverse experiences and perspectives. For purposes of determining Board diversity and potential influence, an individual will be acknowledged as associated with their salary provider

(i.e., the employer of an outsourced service provider – categorizes as an End User by CoreNet – will be determined by the entity that pays the Member’s salary).

2.3 BOARD OF DIRECTORS COMMITMENT & AUTHORITY

The principal responsibility of the Required Officers and Elected Officers is to oversee the management of the Chapter in the best interest of the Chapter, its Members, and CoreNet Global. The interests of sponsors, while important are secondary. The Directors shall perform the duties of a director, including duties as a member of any committee of the board upon which the director may serve, in good faith, in a manner the director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Each Director is a fiduciary of the corporation. As such, they owe fiduciary duties of care and loyalty (and sub-duties, including of obedience and confidentiality) to the corporation. For effective operations and cohesion, Directors must be familiar with their role, as well as roles of all Board positions.

2.3.1 BOARD OF DIRECTORS COMMITMENT

All Directors of the Board are expected to:

1. Abide by all rules, policies, operating procedures, and Bylaws of the Chapter and CoreNet Global;
2. Keep and distribute agendas and minutes of the proceedings of their committee meetings and/or other official meetings in which they preside;
3. Create regular written updates to the Executive Committee, Board, and management;
4. Attend Chapter Board meetings and participate in setting the strategic direction of the Chapter;
5. Advertise and communicate the value of local sponsorship and membership;
6. Attend local Chapter events to support the Membership and all Committee programs;
7. Recruit, organize, train, and motivate a supporting Committee and successor;
8. Develop succession plans, play books, and materials to support the Chapter’s future;
9. Manage volunteers and outside resources in fulfilling the obligations of their role;
10. Develop an annual budget and appropriately manage spending to prevent any cost overruns;
11. Maintain confidentiality, respect, and professionalism;
12. Evaluate the performance of management, consultants, and the Board;
13. Periodically review and update this and all governance and operating procedures.

2.3.2 DELEGATIONS OF AUTHORITY

The following chart provides a high-level overview of responsibilities and authority.

Roles & Responsibilities	Board of Directors	Committee Members	Chapter Administrator
Acts as Chapters Leadership	Yes	No	No
Governance	Develops, adopts and implements	Follows and recommends	Follows, consults, and advises
Bylaws Changes	Recommends and Proposes to Membership	Recommends to Board Committee leader; shares best practices	Advises; shares and collects best practices
Strategy	Develops, adopts and implements	Follows and Recommends	Follows, consults, and advises
Events, Programs and Initiatives	Creates, monitors, directs, and retires Committees; Manages Committees under their remit	Fulfills the stated objectives; Delivers events, programs, and initiatives and other duties as delegated by the Board	Advises; Assists with defined tasks per contract for services Does not manage committees or committee objectives
Meetings	Submits agendas and participates in Board meetings; Leads Committee meetings and creates Committee meeting agendas and minutes	Participates in Committee meetings	Supports Board and Committee meetings as Administrator; has not rights or obligations
Policies, Programs, Etc.	Recommends, establishes, and approves	Recommends to Board members	Advises to the Board
Fiduciary Responsibility	Yes	No	Yes
Contractual Authority	Yes	No	No
Budget Approval	Yes	No	No
Budget Spend	Yes, up to \$5,000	Yes, up to \$500 with prior written Director approval and in accordance with planned budget	As delegated by the Board
Sponsorship Benefits	Defines and approves sponsor levels and benefits	Applies sponsor benefits and donations to events and programs	Assists in allocating sponsor benefits and donations
Member, Sponsor, and Committee Recruitment	Yes	Yes	Yes
Roles & Responsibilities	Defines for Board, leadership, management, and consultants	Defined by Board Committee leader	Defined by Board and as per contract
Spokesperson	President only	No	No

2.4 BOARD OF DIRECTORS ROLES & RESPONSIBILITIES

2.4.1 PRESIDENT

The President shall be the senior Officer of the Chapter and shall exercise general supervision over the affairs of the Southern California Chapter of CoreNet Global, and its Officers and Directors in a manner consistent with policies established by the Board of Directors of the Chapter and CoreNet Global. The President shall preside at meetings of the Members of the Chapter, Board of Directors, and Officers. The President shall be the principal spokesperson for the Chapter. The President, in general, shall perform all duties incident to their office and such other duties as may be prescribed by the Board of Directors or CoreNet. The President may take steps he or she shall deem necessary to advance the purposes of the Chapter, provided such steps do not exceed the scope of authority determined by the Board.

Responsibilities:

1. Work with Officers, Directors, and Chapter Administrator to ensure operational effectiveness and successful initiatives to demonstrate and enhance the value of membership.
2. Develop, maintain and update the Chapter's strategic plan, vision, and mission.
3. Lead the Chapter by initiating and hosting Board strategy and planning meetings, Executive Committee meetings, Board meetings, Annual Chapter Member meeting(s), and other such forums for leadership and development of the Chapter.
4. Lead the new Board member orientation and integration. Mentor Board of Directors.
5. With the approval of the Chapter Board, appoint all committees, elect/designate the Director of each, and recommend filling any vacancies occurring therein, in accordance with the Bylaws.
6. Serve as the principal spokesperson for the Chapter, as related to both Chapter and Global initiatives.
7. Perform such other duties pertaining to the office as are assigned by CoreNet Global Bylaws and the Chapter Board and Bylaws.
8. Ensure the Chapter's compliance with Chapter and CoreNet policies, procedures, and Bylaws.
9. Oversee the activities of the Chapter Administrator.
10. Act as key liaison to CoreNet Global.

2.4.2 VICE PRESIDENT

The Vice President is an elected official whose primary responsibility is to work closely with the current President and Board to prepare for his/her role as the in-coming President. The Vice President shall assist with the President's duties and preside in the absence of the President. He/she should be familiar with the strategic goals and the Operating Guidelines of the Chapter and CoreNet Global.

Responsibilities:

1. Work with President to define and lead the Chapter's strategy and annual objectives. Work with President and Chapter staff to quantify and report results.
2. Perform the duties of the President in his/her absence and, in so doing, maintain all the powers of, and be subject to all restrictions upon the President.
3. Lead key strategic initiatives.
4. Assist in tracking the progress of committees toward stated Chapter goals and objectives.
5. Assist in recruiting potential Board members and Sponsors.
6. Prepare him/herself and Board to enable effective transition to succeed immediately to the office of President in the event of the President's Vacancy or expiration of term of office.
7. Assist Executive Committee with annual CoreNet Global compliance, meeting of the Members, Board strategic planning or special training, audits, budgets, and other operational matters.
8. Perform such other duties pertaining to the office as are assigned by CoreNet Global Bylaws and the Chapter Board and Bylaws.
9. Ensure the Chapter's compliance with Chapter and CoreNet policies, procedures, and Bylaws.

2.4.3 TREASURER

The Treasurer shall be responsible for the financial wellbeing of the Chapter and executing the associated practices and policies of CoreNet. The Treasurer shall be the chair and a member of the Finance Committee; develop the budget; and monitor and report to the President, Board of Directors, and Finance Committee about the financial status of the Chapter and any significant budget variances

Responsibilities:

1. Actively participate on the Chapter Executive Committee.
2. Act as the Chief Financial Officer of the Chapter, in accordance with CoreNet Global financial guidelines and in coordination with CoreNet Global Treasurer and Chief Financial Officer. Provide to CoreNet Global financial, accounting, and tax statements and supporting materials as required.
3. Apply sound financial decision-making and safeguard the Chapter funds. Develop and oversee the Chapter's investment policy, accounting, tax, charitable giving policy, and expenditure policies, protocols, and practices.
4. Develop, propose to the Board, and manage the annual Chapter budget. Seek input on the development of the budget from all Board members. Ensure budget remains balanced.
5. Obtain and maintain required banking services. Ensure that banking resolutions and signature cards are maintained and updated as required. Provide copies of all banking resolutions to CoreNet Global.
6. Implement and maintain internal controls to ensure the proper use and disposition of Chapter financial resources. Prepare, or oversee the preparation of periodic reports on long-range Chapter financial forecasts at a minimum of once per quarter. Oversee receipt, collection, and deposit of funds to the chapter bank account. Authorize the disbursement of funds due the Chapter, including accounts receivables, registration fees, accounts payable, etc.
 - a. Approve payment of all financial obligations of the Chapter.
 - b. Ensure Chapter Administrator deposits funds in approved Chapter financial institutions.
 - c. Maintain adequate and sufficient accounting controls, records, and documentation of transactions.
 - d. Ensure committees are properly allocating and using funds.
 - e. Oversee Chapter Administrator's collection and processing of funds with sponsors and CoreNet Global.
7. Work with Sponsorship Director and Chapter Administrator to ensure sponsorship commitments are fulfilled, funds are collected and recorded in a timely manner, and Chapter fulfills its obligations to sponsors.

2.4.4 SECRETARY

The Secretary shall be responsible for the administrative functions of the Chapter, including assuring corporate filings are complete; overseeing the distribution of notices and agendas; and overseeing proper retention of meeting minutes and other corporate records. Also, the Secretary shall be responsible for ensuring proper governance and operations of the Board and the Chapter.

Responsibilities:

1. Actively participate on the Chapter Executive Committee.
2. Deliver formal notifications to CoreNet Global and serve as Chapter liaison to CoreNet Global as required.
3. Maintain and enforce proper governance (e.g., policies, procedures, bylaws, and strategic goals) of the Chapter and CoreNet Global.
4. In conjunction with the Chapter Administrator, authorize, maintain, and distribute as appropriate, minutes, notes, records, proceedings, etc. of Chapter.
5. Ensure timely formal notification to Membership.
6. Provide interpretation and guidance of the Bylaws and Affiliation Agreement with CoreNet Global.
7. Ensure proper Chapter-wide document retention practices. Oversee Chapter Administrator's file management.
8. Work closely with the Chair and President to coordinate the operations of the Board, including agendas and minutes, voting and quorum, nomination process, as well as all meetings of the Board, Executive Committee, and/or membership.
9. Lead initiatives of the Advisory Board, liaising to Chapter Chair and President.
10. Lead and oversee the Chapter nominations process.

2.4.5 MEMBERSHIP DIRECTOR

The Membership Director shall be responsible for developing and growing the membership base of the Chapter and executing associated practices and policies of CoreNet Global. This includes directing membership recruitment and renewal strategies for the Chapter and aligning with initiatives of the Board and CoreNet. While Membership is focused on attracting and retaining Members, the Membership Director will work closely with the Ambassador Director who is charged with Member engagement and satisfaction.

Responsibilities:

1. Actively participate on the Chapter Executive Committee.
2. Act as point of contact and liaison to CoreNet Global related to membership attraction and retention. Support and fulfill CoreNet Global membership recruitment, retention, and engagement efforts. Maintain awareness and communicate to the Board, prospects, and Members all promotions, discounts, membership levels, and benefits.
3. Design, initiate, and lead Chapter programs to increase retention and grow the Chapter membership base.
4. Develop annual targets, assess, and coordinate tracking with the Chapter Administrator.
5. Report the Chapter's membership goals and related statistics to the Board, CoreNet Global, and Chapter Membership. Create an annual summary of the state of membership and report findings to the Board.
6. Educate Chapter Board on membership campaigns and communicating the value of membership.
7. Lead and work closely with Ambassadors, Regional Directors, and the Young Leader/Mentorship Director in developing and operating Membership outreach programs, membership campaigns, and recruitment efforts.
8. Provide input to Ambassador Director on Membership engagement strategies.
9. Support new Board member orientation.
10. Represent the Chapter's Membership Committee at Chapter and CoreNet events and other association-wide or industry events.

2.4.6 SPONSORSHIP DIRECTOR

The Sponsorship Director shall be responsible for setting forth and executing fundraising programs for the Chapter in accordance with the associated practices and policies of Chapter and CoreNet Global. In addition to raising funds, the Director will be the face of the Chapter, as it pertains to sponsorship, and is responsible for fostering and developing relationships with sponsors and prospective sponsors to secure funding to support the Chapter. The Director will also be responsible for the overall coordination of sponsorship activity, across the Chapter (i.e., at the regional and event level).

Responsibilities:

1. Actively participate on the Chapter Executive Committee.
2. Develop and execute programs to grow the Chapter's funding sources, through sponsorship and other mechanisms.
3. Develop, and review annually with Executive Committee, a sponsorship package that communicates sponsor benefits, demonstrates value, and is profitable for the Chapter.
4. Foster and develop sponsor and prospective sponsor relationships.
5. Work closely with the "champion" of each sponsor company to ensure they are maximizing the value of their involvement with Chapter and actively engaging with Chapter (e.g., participating in committees).
6. Assist event and regional leaders on developing sponsorship plans for events and coordinating efforts.
7. Lead coordination with the Communications Director to actively recognize Chapter sponsors.
8. Lead coordination with the Treasurer on developing the annual Chapter budget related to sponsorship receipts. Lead coordination with Chapter Treasurer and Chapter Administrator to ensure sponsorship commitments are fulfilled – funds are collected and recorded in a timely manner, and Chapter fulfills its obligations. Provide monthly updates of targets, commitments, and receipts, to the Board.
9. Lead coordination with the Chapter Administrator to ensure timely and comprehensive communication with sponsors, in advance of events.
10. Lead the coordination and active management of in-kind sponsorships with sponsor and other Board members to ensure goods and services are beneficial, accepted, and delivered.
11. Lead coordination with Chapter Administrator to plan the annual Sponsorship Luncheon and Sponsorship Appreciation Dinner. Serve as the host and facilitator for both events.
12. Preside at meetings of the Members and Board of Directors, when the Chair and President or Chair-Elect and President-Elect are not present, and perform those duties assigned by the President or Board of Directors.

2.4.7 AMBASSADORS DIRECTOR

The Ambassadors Director serves as a liaison to, and the voice of our Membership and the Chapter Board. Ambassadors are responsible for Member engagement and satisfaction. This includes developing and directing engagement strategies for the Chapter which align with initiatives of the Board and CoreNet. While Ambassadors are focused on Member engagement and satisfaction, the Ambassadors Director will work closely with the Membership Director who is charged with Member attraction and retention.

Responsibilities:

1. Support CoreNet initiatives related to new Members.
2. Welcome and orient new Members; develop tools and practices to support their integration.
3. Nurture and support Membership; encourage involvement in Chapter and CoreNet events and programs. Foster and develop active Members by assisting them in understanding the resources and opportunities available.
4. Develop and execute a Member in Transition program to support our Chapter Members with demonstrated commitment to our profession while they bridge employment.
5. Develop and execute an End User Engagement strategy to meet the unique needs of this class of Members.
6. Host an Annual End User Forum in each region, prior to August 31st. Coordinate attendance and format with Membership Director and Regional Directors. Provide findings to the Board as a component of the Mid-Year Strategic Planning, to inform and guide programming for the upcoming year.
7. Develop, communicate, and administer the Chapter Membership Survey. Synthesize findings and present to the Executive Committee and Board.
8. Lead coordination with Communications Director and Administrator to recognize Members in achieving professional milestones, especially CoreNet credentials and Chapter awards.
9. Support Membership Director in fulfilling initiatives related to membership campaigns.
10. Represent the Chapter as ambassador at Chapter, CoreNet Global, or industry events.
11. Obtain sponsorship funding for events.

2.4.8 COMMUNICATIONS DIRECTOR

The Communications Director shall be responsible for coordinating and ensuring all communications related to the Chapter are executed in accordance with the Chapter Communication Plan; creating awareness, promoting the goals of the Chapter, and stimulating interest CoreNet Global in Southern California.

Responsibilities:

1. Act as liaison to CoreNet, as it pertains to external communications.
2. Publicize the Chapter's value to the corporate real estate professionals in the Southern California area.
3. Apply CoreNet Global standards to Chapter practices. Develop Chapter templates and communication standards.
4. Develop an annual Communication Plan that aligns with the overall objectives of CoreNet and Chapter and defines the PR activities necessary to support successful membership campaigns, sponsor campaigns and recognition, Member recognition, Chapter events and other newsworthy items to raise the awareness of our Chapter and its value. Lead the committee and Chapter Administrator to execute on such activities.
5. Create compelling and timely communications, to raise the awareness of our mission and value statement, through newsletters, blogs, emails, social media, print press, and other channels as appropriate.
6. Coordinate the actions of the Communication Plan with other Board members and Chapter Administrator.
7. Work with the Chapter Administrator to maximize the effectiveness of the Chapter website and social media presence.
8. Create and track measurements that demonstrate the effectiveness of Chapter communications efforts. Report the results to Board and Membership.
9. Ensure recognition of sponsors and accomplishments of Members.
10. Authorize the development and distribution of press releases and announcements.

2.4.9 EDUCATION & PROFESSIONAL DEVELOPMENT DIRECTOR

The Education Director shall be responsible for developing, planning and executing educational programs that support and further the corporate real estate profession and the strategic objectives of the Chapter and CoreNet Global in all regions of the Chapter.

Responsibilities:

1. Have awareness of, and broadly communicate, CoreNet's education offerings and credentials.
2. Act as liaison to, or coordinate with, CoreNet Global related to their educational events in our region.
3. Coordinate efforts with CoreNet related to local delivery of training and professional development. Leverage materials created by CoreNet Global for the benefit of the Chapter.
4. Develop and lead Chapter education programs that are topical, timely, actionable, and related to the subject matter of corporate real estate and supporting professions (e.g. Finance/Accounting, IT, HR, etc.).
5. Develop, market, lead, coordinate, and host at least one educational event, per quarter. Ensure events are hosted in various venues across Southern California. Use a variety of formats – case studies, professional speakers, panels, webinars, etc. – to engage people in different learning methods.
6. Develop relationships with potential speakers, lecturers, trainers, and professional practitioners. Develop and maintain a resource list that is shared with Chapter Administrator.
7. Support CoreNet Global in communicating the annual Summit submission process and registration.
8. Lead coordination of event logistics and sponsorships with Chapter Administrator and Regional Directors.
9. Lead coordination of communications and marketing with Chapter Communications and Regional Directors.
10. Obtain sponsorship funding of all events.

2.4.10 GOLF DIRECTOR

The Golf Director shall be responsible for planning, coordinating, and executing the annual golf tournament within budget and in accordance with all Chapter policies.

Responsibilities:

1. Administration

- a. Identify and build committee(s) and day-of volunteers to satisfy all event requirements.
- b. Establish committee meeting schedule, send out meeting invites, create agendas, facilitate meetings, take and distribute minutes (to include committee volunteers, administrative team, Treasurer).
- c. Lead the coordination to review and execute all vendor and venue contracts.
- d. Lead coordination with Chapter Administrator and Communications Director for promotion, registration, public relations and social media plans and detailed timelines related to the event.
- e. Hold post-event debrief meeting to determine best practices and recommend future event modifications.

2. Sponsorship and Finance

- a. Develop event pricing and sponsorship program with Treasurer for Executive Committee review and approval.
- b. Develop and manage event budget, coordinating with Chapter Administrator and Treasurer for budget vs. actual income/expense; Close-out event budget and report results to Executive Committee.
- c. Secure sponsors, coordinating efforts with Sponsorship Director and Chapter Administrator.
- d. Contact sponsors and coordinate with Chapter Administrator to confirm logistics, use of benefits and invoicing.
- e. Send thank you notes to all sponsors and follow-up post event for feedback.

3. Planning the Day

- a. Select a date and conduct research on possible courses.
- b. Meet with facility and vendors to coordinate logistics and assign detailed operational responsibilities.
- c. Develop contests/games to take place during the event.
- d. Procure, package, and plan the setup and display for auction items.
- e. Create overall event schedule.
- f. Recruit volunteers to work shifts at the golf outing (hole in one, registration, etc.)
- g. MC or select MC for event.

2.4.11 REGIONAL DIRECTOR

The Regional Director shall be responsible for promoting CoreNet in their respective region, coordinating opportunities to fulfill the promise of CoreNet’s vision to connect Members, and working with other Board members to facilitate events and campaigns in their respective region.

Responsibilities:

1. Deliver on CoreNet’s vision of “connecting” professionals, both Members and prospective Members, by planning and hosting events such as networking, panels, tours, socials events, and volunteer opportunities. Host one event per quarter.
2. Build and manage a committee to develop event content, plan and host events.
3. Lead the coordination of event logistics with Chapter Administrator for the planning, promotion, contracting, sponsorship, budgeting, and managing of the event.
4. Communicate the value of Membership at events.
5. Develop and maintain a resource list of event venues and associated fees, capacity, point persons, etc., that is shared with Chapter Administrator.
6. Lead the coordination with the Membership Director to identify Membership candidates as part of our efforts to grow the region.
7. Work with Sponsorship Director and Chapter Administrator in ensuring sponsors have advanced awareness of events and are recognized.
8. Work with Ambassadors in welcoming, recognizing, and actively engaging Members in their region.
9. Coordinate with Education Directors and committees in planning and coordinating events in their region. Assist in marketing events.
10. Obtain sponsorship funding of all events.

2.4.12 REMMY AWARDS DIRECTOR

The REMmy's Director shall be responsible for planning, coordinating, and executing the annual REMmy Awards event, to recognize and award local industry professionals and their accomplishments within budget and in accordance with all Chapter policies.

Responsibilities:

1. Administration

- a. Identify and build committee(s) and day-of volunteers to satisfy all event requirements. Establish committee meeting schedule, host meetings, create agendas, take and distribute minutes (to include committee volunteers, administrative team, Treasurer).
- b. Lead coordination of review and execution of all vendor and venue contracts.
- c. Lead coordination with Chapter Administrator for promotion, registration, public relations and social media plans and detailed timelines related to the event.
- d. Lead coordination with Communications Director and Chapter Administrator, to showcase the event, maximize attendance, and recognize the award nominees and recipients.
- e. Hold post-event debrief meeting to determine best practices and recommend future event modifications.

2. Sponsorship and Finance

- a. Develop event pricing and sponsorship program with Treasurer for Executive Committee review and approval.
- b. Develop and manage event budget, coordinating with Chapter Administrator and Treasurer for budget vs. actual income/expense; Close-out event budget and report results to Executive Committee.
- c. Secure sponsors, coordinating efforts with Sponsorship Director and Chapter Administrator.
- d. Contact sponsors and coordinate with Chapter Administrator to confirm logistics, use of benefits and invoicing.
- e. Send thank you notes to all sponsors and follow-up post event for feedback.

3. Planning the Day

- a. Propose the event date; Conduct research on venues and possible hosts and propose to Executive Committee.
- b. Meet with facility and vendors to coordinate logistics and assign detailed operational responsibilities.
- c. Procure, package, and plan the setup, working with Chapter Administrator.
- d. Create detailed event plan and schedule, including scripts and timeline; MC or select MC for event.
- e. Work with Chapter President to determine the annual awards criteria and submission package; develop and manage the process including solicitation and review of nominations, identification of judges, and oversight of selection of recipients.

2.4.13 YOUNG LEADER AND MENTORSHIP DIRECTOR

The Young Leader and Mentorship Director is accountable for mentorship and University Relations initiatives as well as the attraction, retention, and professional development of current and prospective Young Leaders.

Responsibilities:

1. Act as point of contact and liaison to CoreNet for all University Relations and Young Leader matters.
2. Align Chapter initiatives with those of CoreNet. Leverage material created by CoreNet Global for the benefit of the Chapter.
3. Serve as ambassador to college students interested in corporate real estate, and Young Leaders in the corporate real estate profession, with a goal of increasing awareness of the Chapter, CoreNet, and the profession.
4. Serve as ambassador to academic institutions to raise awareness of educational material available to them, the value of our organization, and the trends in our profession.
5. Create and lead a strategy to develop mentorship opportunities for Young Leaders within the Chapter.
6. Develop, market, lead, and host at least one educational or networking event per quarter, specifically targeting or involving Academic, Student, or Young Leaders, with the objective of providing a unique forum for peer to peer and mentor-based learning, growing, and networking.
7. Maintain connections with Young Leaders. Encourage their active involvement in CoreNet and Chapter. Lead coordination with Chapter Ambassadors to increase Young Leader engagement and involvement in Chapter committees. Communicate the value of membership as they transition out of Young Leader status.
8. Assist in identifying “rising talent” for professional award nominations and for committee placement.
9. Educate the Board and current and prospective Members on the unique benefits of Young Leader membership.
10. Obtain sponsorship funding of all events.

2.5 COMMITTEE ROLES & RESPONSIBILITIES

2.5.1 OVERVIEW OF CHAPTER COMMITTEES

The Chapter is a volunteer organization. We count on committees to deliver on our Chapter and CoreNet Global's vision and mission. Committees help design and deliver our Chapter's programs and events. They operate under the direction of Directors and liaise with staff to execute on programs and events.

Committees are a way for volunteers to drive the outcomes and value they expect from membership, feel part of our professional community, learn new skills, hone existing skills, and use their creativity. Committee members bring fresh perspectives, professional experience, collective wisdom, and the ability to attract influencers – e.g., End Users, Members, speakers, sponsors, event locations, etc. The function of the committee and its tasks should be matched to the skills and interests of the committee members.

Committees are where we identify and grow our Chapter leadership and are key to succession planning. Committee members will be given preference in the nomination process.

Though the Directors govern and make key strategic decisions, committee members are encouraged and empowered to:

1. Conduct programs and events to further the mission, values, and culture of Chapter and CoreNet Global.
2. Get clear direction from their leader as to the work of their committee and the operations of the Board; Seek clarity of role, expectations, opportunities and commitments from their leader.
3. Communicate and celebrate successes and openly discussion areas of opportunity.
4. Recognize contributions from other volunteers and sponsors.
5. Be the voice and face of the Chapter; communicate the value statement of Membership.
6. Support sponsorship and membership campaigns, as well as the efforts of their own committee.
7. Manage budget and distribute funds in accordance with such.
8. Apply their creative spin and leverage their professional networks.
9. Make proposals for changes to budget, approach, etc. to the Board.

Per the Bylaws and for the continued success of our Chapter, the Board of Directors must evaluate the purpose, need, and outcomes of committees, and their structure, annually to determine their necessity. The Board of Directors shall also determine if any other committees should be established to carry out the Board of Directors goals and objectives for the upcoming year.

Annually, the following should be submitted by each Committee leader to the Board, for vote and ratification:

1. Committee purpose and objective and connection to CoreNet Global mission
2. Committee funding requirements for the year
3. Key activities and milestones to ensure objective is met
4. Duration of committee

2.5.2 COMMITTEE DESCRIPTIONS

Committees have limited power and authority. Committee members do not attend Board Meetings, unless given a special invite by the President or Secretary for an intended purpose.

2.5.2.1 AMBASSADORS

1. Welcome and orient new Members.
2. Promote the benefits and value of membership.
3. Host and coordinate programs to increase engagement and retention of Members.
4. Liaise between Membership and the Board.

2.5.2.2 COMMUNICATIONS

1. Create the voice of the Chapter.
2. Develop templates and content for all media forums.
3. Support marketing and PR of Chapter events, coordinating across Committees.
4. Applies professional experience with brand development, marketing, social media, and/or PR.

2.5.2.3 EDUCATION AND PROFESSIONAL DEVELOPMENT

1. Host and coordinate educational events - panel discussions, demonstrations, tours, etc.
2. Stay abreast of topics impacting the CRE profession.
3. Seek out professionals for speaking engagements.

2.5.2.4 GOLF TOURNAMENT AND REMMY AWARDS

1. Host and coordinate the signature event - contract location, food and beverage, entertainment, day-of logistics, etc.
2. Coordinate MC and keynote speakers or presenters.
3. Build relationships with sponsors; procure sponsorship and donations.
4. Manage the budget and the playbook for the event.
5. Coordinate REmmy Award nomination process and solicit nominations.

2.5.2.5 MEMBERSHIP

1. Promote the value of membership.
2. Conduct outreach to prospects and Members.
3. Lead special projects to incent membership.

4. Participate in the annual membership campaign

2.5.2.6 REGIONAL COMMITTEES

For Los Angeles, Orange County, Inland Empire, and San Diego:

1. Host and coordinate social and networking events to spotlight our industry achievements and build our Members' support networks.
2. Find captivating places to meet and tour.
3. Procure sponsors for underwriting.
4. Assist with Member outreach; keep apprised of Member moves, recognize their achievements.
5. Coordinate, across the Board, to represent the interests and priorities of their geography

2.5.2.7 SPONSORSHIP

1. Translate the value of our Chapter to an ROI for current and potential sponsors.
2. Build relationships with the CRE support industry.
3. Develop personal relationships with sponsors, in person.
4. Participate in the annual sponsorship campaign.

2.5.2.8 YOUNG LEADERS & MENTORSHIP

1. Host and coordinate learning and networking events for Young Leaders.
2. Mentor Young Leaders.
3. Leverage Global programs targeted to this membership category.

2.5.2.9 AD HOC COMMITTEES & TASK FORCES

1. Ad Hoc Committees, Task Forces, and subject matter expertise advisors (cumulatively called "Ad Hoc Committees"), shall be called upon, from time to time, to supplement the volunteer efforts of the Board and Committees. Ad Hoc Committees shall be temporary in nature [i.e., functioning less than one (1) year in duration] and help with small projects. Ad Hoc Committees will have no decision-making authority, rather will act as advisors or consultants and develop and present best practices, factual findings, and recommendations to the Board of Directors.
2. Ad Hoc Committees shall be appointed by the majority vote of the Board of Directors for a defined scope, set of responsibilities, and duration. Ad Hoc Committee Members will be given a problem statement to investigate or certain tasks to perform and will report findings to the Board. Ad Hoc Committee Members must take an oath of confidentiality and share and report findings only to the Committee Leader or the President of the Board of Directors.
3. Ad Hoc Committees shall have an appointed Ad Hoc Committee Leader who shall report to the President of the Board of Directors. It is encouraged that the Ad Hoc Committee operate under a Charter and provide the Board with periodic written updates. Ad Hoc Committees will be disbanded at the end of the project or designated period, to be determined by the Board and documented in Board minutes.

3. PROCEDURES

3.1 NOMINATIONS AND ELECTION OF REQUIRED OFFICERS AND ELECTED OFFICERS

A Nominating Committee shall be appointed, each year, by the President to assist in the election of Required Officers and Elected Officers. The Nominating Committee may be appointed at any time during the year and shall serve for the duration of the nominations process for which they were tasked. The President shall chair the Nominating Committee and have full committee rights and obligations. The Secretary shall facilitate the nominations process. The seven (7) Nominating Committee Members shall include the current President, Vice President, Secretary, and four “disinterested members” from the Board. The four disinterested positions should represent the geographic, demographic, and employment mix of the Membership of the Chapter. The four disinterested members cannot be nominated for Board positions and must be familiar enough with the Chapter’s workings to make qualified decisions. If the current President or Vice President has been nominated for a position, such candidate shall abstain from any discussion of the role as well as the vote to select the candidate for such position. The President shall begin the nominations process in September of each year with a formal Board led campaign to actively recruit nominees. The elected candidates shall take office on April 1 of each year.

3.1.1 BOARD ACTION

The Board shall meet in sufficient time in advance of any election of Required Officers and Elected Officers by the Voting Members to establish the authorized number of Directors within the range specified in these Bylaws; to clarify which Required Officer positions will need to be filled; and to specify any Elected Officer positions to be filled in the respective election.

3.1.2 NOMINATIONS BY COMMITTEE

Following such decisions by the Board, the Nominating Committee shall call for nominations, in November of each year, on the form attached hereto, for all Required Officer positions to be filled, other than the office of the President, and any Elected Officer positions to be filled, as determined by the Board, and shall review all nominations. The communication will state the list of positions open for nomination, and their key areas of responsibility, and explain the eligibility criteria and nomination process and key dates. In order to be eligible to serve as a Required Officer or Elected Officer, a nominee must be a Member in good standing of CoreNet and a Voting Member or eligible Non-Voting Member in good standing with the Chapter, affiliated with the Chapter, and be prepared to comply with all policies of CoreNet and the Chapter including any conflict of interest policies. The Board of Directors may adopt other reasonable eligibility requirements for nominees.

1. Upon the closing of the Nominating Period, the Nominating Committee shall convene to consider all nominated candidates for their eligibility and appropriateness to serve in the

capacity as nominated. The Nominating Committee may also consider other Chapter Members in good standing who were not nominated for positions.

2. To determine eligibility and appropriateness, the Nominating Committee may conduct inquiries with CoreNet Global as to membership standing and status, interview the person making the nomination, interview the nominee if not self-nominated, and take into consideration other publicly available information to assess qualification.
3. The Nominating Committee, in its discretion, will endeavor to select a candidate based on the following criteria:
 - a. The candidate's familiarity with the responsibilities, demands, and opportunities of the role and desire to serve on the Board in the role for which the candidate is being considered;
 - b. Current status of membership;
 - c. Ability to perform the duties of the position, as described in the Board Roles Description;
 - d. General knowledge of and participation in Chapter activities;
 - e. Conformance with Candidate Nomination Priorities and Guidelines described below;
 - f. Prior experience serving on a Chapter or CoreNet Global committee or Board position, or similar experience on another Board; and
 - g. The candidate's contribution to the overall diversity and composition of the Board.
4. The Nominating Committee shall develop a recommended slate for each Required Officer or Elected Officer position to be filled in the respective election.
5. The slate shall be submitted for approval at the January Board meeting. The Board may approve or reject any proposed nominee for any Required Officer or Elected Officer position to be filled. To the extent that any nominee in the slate is rejected by the Board, the nominee(s) will be identified, and the slate shall be considered "accepted in part," and the Nominating Committee shall provide other nominees until the slate is "accepted in whole" by the Board.
6. Board deliberations and slate approval shall be completed in a timely fashion such that the final slate of nominees, and those nominated but not selected, will be notified prior to the slate being presented to the Membership.
7. Once accepted in whole by the Board, the slate will be submitted to the Membership for approval.
8. Members shall be given no less than ten (10) days to consider the slate and submit their vote.
9. Results will be announced no later than five (5) days following this 10-day period.

3.1.3 NOMINATIONS BY MEMBERS

Nominations may be made by any Voting Member in good standing, including those currently serving on the Board of Directors. The Membership shall have at least two (2) weeks to submit nominations (“Nominating Period”).

Alternatively, Voting Members representing two percent (2%) of the voting power may nominate candidates for any Required Officer or Elected Officer position to be filled in the respective election by petition. The petition must be signed by those Voting Members no later than 4 months preceding such election and delivered to a Required Officer of the Chapter. On timely receipt of the petition signed by the required number of Voting Members, the Secretary shall cause the names of candidates named on it to be placed on the ballot along with the names of the candidates chosen by the Nominating Committee.

3.1.4 FLOOR OR WRITE-IN NOMINATIONS

When a meeting is held for the election of Required Officer or Elected Officer positions, any Voting Member present at the meeting may place names in nomination for any position. When such election is conducted by written ballot, any Voting Member may write-in the name of a candidate for any Required Officer or Elected Officer position to be filled in that election.

3.1.5 CANDIDATE NOMINATION PRIORITIES & GUIDELINES

The Nominating Committee makes a critical contribution to the Board’s duty to conduct Chapter activities in a fair and transparent way.

It is vital to our Chapter’s success that our Board leaders have effective leadership skills and knowledge to perform their duties. They will represent the diverse interests and priorities of our Membership, set the strategic direction and the tone of the Chapter, and are responsible for the governance of Chapter affairs. Though a balance of attributes expected in the best candidate, the following should be considered by the Nominating Committee when selecting nominees for the slate.

1. Ability to lead the vision of CoreNet Global and to follow and lead all policies and procedures of CoreNet Global and Chapter;
2. Commitment and understanding that as a Director they are fiduciaries of a corporation, meaning that they owe fiduciary duties of care and loyalty (and sub-duties, including of obedience and confidentiality) to the corporation;
3. Prior contributions to the Chapter, other CoreNet chapters, or CoreNet Global;
4. Familiarity with at least some of the Board of Directors’ functions;
5. Acknowledged in the industry with professional background in corporate real estate;
6. Specialized skills and vision that will support new leadership directions;
7. Expertise and personality that will compliment other leadership positions;
8. Leadership qualities with acknowledged management skills;
9. Willingness and desire to participate at the local and national level;

10. Ability to bring teams together in support of the vision.

Additionally, in considering the overall composition of the Board, the Nominating Committee shall strive to create a diverse slate of candidates based on the following:

1. Limiting / balancing the number of members from the same company;
2. Limiting / balancing the number of members from the same industry;
3. Limiting /balancing the number of members from the same job function;
4. Prioritizing End Users, in recognition that they are the core of our profession; and
5. Striving for a balance in race, gender, style, and demeanor.

3.1.6 CANDIDATE ELIGIBILITY

3.1.6.1 REQUIRED OFFICERS AND ELECTED OFFICERS

Preference will be given to those who have served on a Chapter committee or equivalent Board experience.

3.1.6.2 VICE PRESIDENT

Candidates should have served at least one (1) year on the Board of Directors of this or other Chapters or of the Board of CoreNet Global. Preference will be given to those who have served in a variety of capacities and/or on a variety of Chapter Committees.

In the selection of the Vice President position, the Nominating Committee shall endeavor to present a candidate whose category of membership differs from that of the current President, so that the role of Vice President and President alternate between an End User and Service Provider member year over year. The Vice President cannot be an individual that previously served on the Board as a President. The Vice President succeeds to the role of President at the end of term.

3.1.6.3 PRESIDENT

The President shall be automatically succeeded by the Vice President. Once a Member has held the position of President of the Chapter's Board of Directors, the member may not serve as a future Office of the Chapter.

3.1.7 CALL FOR NOMINATIONS TEMPLATE

Dear Southern California Chapter CoreNet Member,

We are currently accepting nominations to fill ____ positions on the Southern California Chapter Board of Directors, commencing April 1, 20____. The Directors are responsible for carrying out the business operations of the Chapter, conducting monthly Chapter meetings, and approving major decisions on the Chapter's behalf. The ____ positions to be filled include: [USE AS APPROPRIATE]

REQUIRED OFFICERS

- 1) **Vice President** – This is a one (1) year term which auto-succeeds into the President role (a) April 1, 20____ – March 31, 20____ as Vice President; and (b) April 1, 20____ – March 31, 20____ as President. The Vice President is responsible for working closely with the current President to carry out Chapter goals, and to provide continuity as they ascend to the Presidency in the second year.
- 2) **Secretary** – This position is responsible for keeping the records of the Chapter and ensuring Chapter compliance with Chapter and CoreNet Global governance rules and policies. The candidate should be familiar with the strategic goals of the Chapter, the Bylaws of CoreNet Global and the Chapter Operational Guidelines. This is a two-year term (April 1, 20____ – March 31, 20____).
- 3) **Treasurer** – This position is responsible for the operational and administrative control of all funds and material assets of the Chapter under the direction of the Chapter President. The candidate should be familiar with basic accounting and management control standards as well as the Bylaws of CoreNet Global and the Chapter Operational Guidelines. This is a two-year term (April 1, 20____ – March 31, 20____).
- 4) **Membership Director** – This position is responsible for developing and growing the Membership base of the Chapter and executing associated practices and policies of CoreNet Global. This includes directing Membership recruitment and renewal strategies for the Chapter and aligning with initiatives of the Board and CoreNet. While Membership is focused on attracting and retaining Members, the Membership Director will work closely with the Ambassador Director who is charged with Member engagement and satisfaction. This is a two-year term (April 1, 20____ – March 31, 20____).
- 5) **Sponsorship Director** – This position is responsible for setting forth and executing fundraising programs for the Chapter in accordance with the associated practices and policies of Chapter and CoreNet. In addition to raising funds, the Director will be the face of the Chapter, as it pertains to sponsorship, and is responsible for fostering and developing relationships with sponsors and prospective sponsors to secure funding to support the Chapter. The Director will also be responsible for the overall coordination of sponsorship activity, across the Chapter (i.e., at the regional and event level). This is a two-year term (April 1, 20____ – March 31, 20____).

ELECTED OFFICERS

- 1) **Ambassadors Director** – This position is responsible to serve as a liaison to, and the voice of our Membership and the Chapter Board. Ambassadors are responsible for Member engagement and satisfaction. This includes developing and directing engagement strategies for the Chapter which align with initiatives of the Board and CoreNet. While Ambassadors are focused on Member engagement and satisfaction, the Ambassadors Director will work closely with the Membership Director who is charged with Member attraction and retention. This is a two-year term (April 1, 20____ – March 31, 20____).
- 2) **Communications Director** – This position is responsible for coordinating and ensuring all communications related to the Chapter are executed in accordance with the Chapter Communication Plan; creating awareness, promoting the goals of the Chapter, and stimulating interest CoreNet Global in Southern California. This is a two-year term (April 1, 20____ – March 31, 20____).
- 3) **Education & Professional Development Director** – This position is responsible for developing, planning and executing educational programs that support and further the corporate real estate profession and the strategic objectives of the Chapter and CoreNet Global in all regions of the Chapter. This is a two-year term (April 1, 20____ – March 31, 20____).
- 4) **Golf Director** – This position is responsible for planning, coordinating, and executing the annual golf tournament within budget and in accordance with all Chapter policies. This is a two-year term (April 1, 20____ – March 31, 20____).
- 5) **Regional Director** – This position is responsible for promoting CoreNet in their respective region, coordinating opportunities to fulfill the promise of CoreNet’s vision to connect Members, and working with other Board members to facilitate events and campaigns in their respective region. This is a two-year term (April 1, 20____ – March 31, 20____).
- 6) **REmmy’s Director** – This position is responsible for planning, coordinating, and executing the annual REmmy’s event, to recognize and award local industry professionals and their accomplishments within budget and in accordance with all Chapter policies. This is a two-year term (April 1, 20____ – March 31, 20____).
- 7) **Young Leader & Mentorship Director** – This position is responsible for mentorship and University Relations initiatives as well as the attraction, retention, and professional development of current and prospective Young Leaders. This is a two-year term (April 1, 20____ – March 31, 20____).

Nominations will be considered by the Chapter Nominating Committee. The Nominating Committee will recommend to the current Board of Directors a slate of candidates to be voted upon by the Members by electronic ballot in February 20____. There is no guarantee that your nominee will be included in the slate of candidates. Any Member of the Chapter in good standing may nominate another Member for a position. Nominees must be Members in good standing at the time of the nomination and must maintain their membership throughout the term of office. If you nominate someone else, please make sure they would like to serve. Minimum requirements for all positions as well as specific duties of each position are available to you at **[INSERT LINK(s) TO CHAPTER "OPERATIONAL GUIDELINES" and BOARD ROLES & RESPONSIBILITIES on chapter website]**

3.1.8 NOMINATIONS FORM

Please complete the form below and forward to **[Insert email address of Chapter Secretary OR Zoom OR Formstack (or similar) site]** by **[Insert Date 14 days from the date of email blast]**. The Nominating Committee may rely solely on the information provided by you below or may, at its option, conduct further investigations as the Committee may deem necessary or desirable. If you have any questions or would like further information about the positions to be filled, please contact **[Insert name of current President]**, President **[Insert email address of Chapter President]**.

Nomination Form:

I, _____, hereby nominate:

Name _____ Company _____

Phone # _____

Position: _____

Background of Candidate and Basis for Nomination: _____

Thank you.

3.1.9 CORRESPONDENCE FOR APPROVAL OF NOMINEES BY MEMBERS

Dear Southern California Chapter CoreNet Member,

Last November the Chapter accepted nominations to fill ____ positions on the Southern California Chapter Board of Directors, commencing April 1, 20____. Your nominations were reviewed and considered by the Chapter's Nominating Committee, consisting of the current President, Vice President, Secretary, and four “disinterested members.” After deliberation, the Nominating Committee has recommended a slate of candidates for such positions, which have been approved by the Board of Directors for presentation to the Membership by this ballot.

Your vote is important! Please take a moment to review the proposed slate (below) and return your vote to **[insert the address of the Chapter Secretary OR or voting service by [insert date that is ten days after email blast].**

Please vote for only one (1) person per position. If you vote in favor of more than one (1) person per position, your vote will not be counted. You may write-in a candidate if not otherwise nominated.

The individual(s) receiving the most votes for the designated position shall be elected.

Members shall be given no less than ten (10) days to consider the slate and submit their vote. Results will be announced no later than five (5) days following this 10-day period.

Thank you very much for participating in this important process.

Chapter Secretary

3.1.10 ELECTRONIC BALLOT SAMPLE

ACTION BY WRITTEN BALLOT TO ELECT DIRECTORS OF THE SOUTHERN CALIFORNIA CHAPTER OF CORENET GLOBAL

Under the authority of the Bylaws of CoreNet Global, Inc., the Members of the Southern California Chapter of CoreNet Global, Inc. (the "Chapter") named below hereby acts by this electronic ballot with respect to the matters described below:

ELECTION OF THE BOARD OF DIRECTORS

RESOLVED that the following slate of Directors be elected by the Chapter, to take such position as of April 1, 20__ for their designated term.

VOTE IN FAVOR (CHECK HERE)

For Vice President (to succeed to President), [insert name]: _____

For Secretary, [insert name]: _____

For Treasurer, [insert name]: _____

For Membership Director, [insert name]: _____

For Sponsorship Director, [insert name]: _____

For Ambassadors Director, [insert name]: _____

For Communications & Public Relations Director, [insert name]: _____

For Education & Professional Development Director, [insert name]: _____

For Regional Director – Los Angeles, [insert name]: _____

For Regional Director – Orange County, [insert name]: _____

For Regional Director – Inland Empire, [insert name]: _____

For Regional Director – San Diego, [insert name]: _____

For Young Leaders & Mentorship Director, [insert name]: _____

For Special Events Director - Golf, [insert name]: _____

For Special Events Director - REmmy's, [insert name]: _____

Write-In Candidate(s):

For _____, _____: _____

For _____, _____: _____

For _____, _____: _____

Insert name of voting Member (to determine eligibility to vote): _____

3.2 EXCEPTIONS TO THE ANNUAL NOMINATING PROCESS

3.2.1 FILLING VACATED BOARD POSITIONS

Upon Vacancy of a Board position, as defined in the Bylaws, the steps for filling a vacated Board position are as follows:

1. The Required Officers determine the need to fill a vacated position;
 - a. Need may be determined by evaluating factors such as accomplishments of committee, maturity of committee, criticality of committee, tenure of position remaining, etc.
2. The Secretary makes a call for nominations to the Board;
 - a. Any Member in good standing will be considered an eligible candidate.
3. The Required Officers votes to promote one or more qualified candidates for consideration for the vacated position and present the candidate(s) to the Board for approval;
4. By simple majority vote, the Board of Directors selects a candidate;
 - a. The Elected Officers may identify and promote only one candidate, in which case the Board vote will be a yes/no vote;
 - b. For the avoidance of doubt, with respect to the Vice President position, a Board-appointed candidate will succeed to the office of President, as per normal course of succession;
5. The candidate's term is effective immediately and he/she will fill the position for the balance of the then current term;
6. The Secretary shall record the appointment and shall notify Chapter Members and CoreNet Global of the results via email.

3.3 BOARD OF DIRECTORS ORIENTATION

At the start of each Fiscal Year, the Board of Directors will participate in a training on board governance, responsibilities, and operations. Orientation shall include, also, presentations from the Executive Committee on the CoreNet Global and Chapter's mission and strategy; Chapter's financial status and budget and approval processes; and Chapter's legal operating documents, and general operating policies, procedures, and guidelines.

3.4 BOARD MEETINGS

3.4.1 SELECTION OF AGENDA ITEMS

The President of the Board shall act as Chair and propose an agenda for each Board meeting. Each Board member is free to request the inclusion of other agenda items and is generally free to request at any Board meeting the consideration of subjects that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter (emergencies excepted).

3.4.2 ADVANCE DISTRIBUTION OF MATERIALS & INFORMATION

Information that is important to the Board's understanding of the business to be conducted at a Board or Committee meeting will normally be distributed in writing to the Directors reasonably before the meeting (with a goal of five (5) business days). Directors are expected to review these materials in advance of the meeting. Certain items to be discussed at a Board or committee meeting may be of a time-sensitive nature and the distribution of materials on these matters before the meeting may not be practicable.

3.4.3 MEETING MINUTES

Minutes shall be captured by the Secretary, who may delegate to the Chapter Administrator with oversight and ultimate responsibility. Minutes will be provided to the Board reasonably after the meeting (with a goal of ten (10) business days). Directors are expected to review these minutes and provide the Secretary with any requested changes within a reasonable period (with a goal of ten (10) business days following receipt and/or at least three (3) business days prior to the next Board meeting, whichever is sooner).

4. POLICIES

4.1 ALCOHOL POLICY

(Ratified by the Board of Directors on September 11, 2018)

In an effort to minimize the potential liability of the Southern California Chapter of CoreNet Global, Inc. (the “Chapter”) and its Members for injuries or damage caused by individuals who consume alcohol^[1] at Chapter-sponsored and related events, the following rules must be followed at all Chapter functions:^[2]

1. The event coordinator must assure that sufficient social host liquor liability insurance coverage exists for all Chapter functions.
2. Servers are not permitted to serve alcohol to minors or guests they believe (or should believe) are intoxicated.
3. Age verification is required as a way to ensure controls are in place so minors cannot consume alcohol.
4. Drink tickets are encouraged to mitigate over-consumption.
5. If alcoholic beverages are served at a Chapter event:
 - An adequate selection of non-alcoholic beverages must be available to guests who choose not to drink alcohol or who seem to be intoxicated. Self-service stations with non-alcoholic beverages should be available (coordinated by function hosts) throughout the duration of the event.
 - An adequate amount of food must be ordered and provided to guests and placed in visible areas of the function space.
6. Taxi-cab or ride share service must be available and offered to visibly intoxicated guests. If necessary, the Chapter will provide fare.
7. If alcohol will be auctioned or raffled, the winner must provide an ID showing he/she is not a minor and the alcohol should not be consumed at the auction.

Any material breach of this policy by any Chapter Member may result in appropriate sanctions to be determined and enforced by the Chapter’s Executive Committee, in its sole discretion, and may include removal from Membership and/or the Board.

Any questions about this policy, its interpretation or enforcement should be directed to the Chapter’s Administrator.

^[1] As used herein, the term “alcohol” is intended to include alcohol and any alcoholic beverages (e.g., wine, champagne, beer, mixed drinks).

^[2] As used herein, the term “function” is intended to include meetings, conferences, and other events sponsored by the Chapter, as well as informal gatherings hosted by Chapter Members in connection with Chapter-sponsored events.

4.2 CONFIDENTIALITY

Confidentiality practices are important to an organization's credibility and reputation. Confidentiality is a hallmark of professionalism. Respecting the privacy of our Board, Members, volunteers, sponsors, and management, and of the Chapter and CoreNet Global itself, is a basic value. Board members, management, and volunteers of Chapter may be exposed to information, which is sensitive in nature, confidential, and/or privileged and proprietary in nature. It is the policy of Chapter that such information, real or perceived, must be kept confidential both during and after employment or volunteer service.

Board members, Committee members, and management shall use sensitive and confidential information solely for the purpose of performing services as a Board or Committee member or for providing services to Chapter. This policy is not intended to prevent disclosure where disclosure is required by law.

All discussions and proceedings of the Board must be treated as strictly confidential and privileged to preserve open discussions between directors and to protect the confidentiality of Board discussions. Any violation of confidentiality will be brought to the attention of the Board.

Management and volunteers, including board members, are expected to return materials containing sensitive, privileged, or confidential information at the time of separation from employment or expiration of service. Care shall be taken to ensure that unauthorized individuals do not hear of or overhear any discussion of confidential information and that documents containing confidential information are not left purposefully or inadvertently shared. Unauthorized disclosure of confidential or privileged information is a serious violation of this policy and will subject the person(s) who made the unauthorized disclosure to appropriate discipline, including removal/dismissal.

4.3 CONFLICT OF INTEREST

In the event the Board or any Committees consider any matters that may convey a personal interest to those such Members, such Members must declare their personal interest at the start of the related meeting and shall abstain from voting on the matter at hand.

5. SUPPORTING DOCUMENTS

5.1 ARTICLES OF INCORPORATION (dated February 1, 2012)

[INTENTIONALLY BLANK]

3438697

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
OF

FEB 01 2012

SOUTHERN CALIFORNIA CHAPTER OF CORENET GLOBAL, INC.

I, the undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation do hereby adopt the following Articles of Incorporation for such corporation pursuant to the California Nonprofit Mutual Benefit Corporation Law

FIRST: The Corporation's name shall be the Southern California Chapter of CoreNet Global, Inc.

SECOND: The period of duration is perpetual.

THIRD: This Corporation is a nonprofit **Mutual Benefit Corporation** organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. This Corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following purposes:

1. 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;
2. To provide CoreNet Global members, primarily located in the southern part of the state of California but membership is open to individuals located elsewhere, industry specific networking opportunities and education, and collaborate with CoreNet Global to provide other CoreNet Global benefits in the region covered by the Southern California Chapter of CoreNet Global;
3. To promote effective corporate real estate management and corporate infrastructure management and thereby contribute to the financial well-being of its Members, public, private or governmental organizations and corporations of the Association;
4. To enhance the skills and abilities of its Members so that they can significantly improve their contributions to their respective organizations, their constituents and society;
5. To encourage the use of new scientific methods, techniques and procedures in the field of corporate real estate and infrastructure management, encompassing facility and related financial planning, site selection, construction management, and real estate operations;
6. To promulgate professional standards in corporate real estate management and corporate infrastructure management;

7. To cooperate with other organizations and associations, most notably CoreNet Global, Inc., the Association's parent company and its chapters and communities, which are involved in allied endeavors;
8. To create value for the organizations where the Association's members practice their professional;
9. To engage in other tax-exempt activities as determined by the Board of Directors; and
10. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing purposes, and for no other purpose or purposes, this corporation shall have the powers granted by nonprofit corporations by the California Nonprofit Mutual Benefit Corporation Law, and may do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The Corporation shall have members.

FIFTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof.

SIXTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any country or in any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

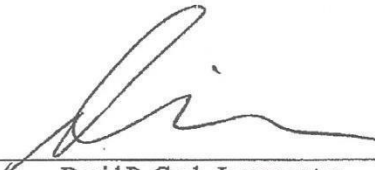
NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal tax under §501(c)(3) or §501(c)(6)

of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

TENTH: The name of its initial registered agent at such address is National Registered Agents, Inc.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action must receive the prior written approval from CoreNet Global Inc. before any actions or changes may take effect and shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed. All rights herein conferred or granted shall be subject to these reservations.

Dated: 02/01/12


David P. Goch, Incorporator

5.2 CHAPTER BYLAWS (dated August 26, 2019)

Southern California Chapter of CoreNet Global, Inc.

ARTICLE I Name

The name of the organization shall be Southern California Chapter of CoreNet Global, Inc. (the “Chapter”). It is referred to in these Bylaws as the Chapter.

ARTICLE II

Purposes and Objectives

The Chapter shall be the local affiliate of CoreNet Global, Inc. (“CoreNet”) to advance the mission of CoreNet for CoreNet Members primarily located and doing business or academic studies in Southern California. The Chapter shall be organized to engage in any lawful act or activity for which a California nonprofit mutual benefit corporation may be organized, including for charitable and educational purposes. More specifically, the Chapter, a member-driven organization, shall strive to serve its Members by accomplishing the following:

- 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;
- Provide regional, industry-specific networking, educational, and mentoring opportunities;
- Promote effective corporate real estate management and corporate infrastructure management and thereby contribute to the financial well-being of its Members, public, private, or governmental organizations and corporations of the Chapter;
- Enhance the skills and abilities of its Members, so that they can improve their contributions to their respective organizations, their constituents, and society;
- Encourage the use of new scientific methods, techniques, and procedures in the field of corporate real estate and infrastructure management, encompassing facility and related financial planning, site selection, construction management, and real estate operations;
- Promulgate professional standards in corporate real estate management and corporate infrastructure management;
- Cooperate with other organizations and associations, most notably CoreNet and its chapters and communities, and others that are involved in allied endeavors;
- Actively promote the expansion of its Membership on a regional and worldwide basis; and,

- Create value for its Members and the organizations where the Chapter's Members practice their profession.

ARTICLE III

Members

SECTION 1. Membership and Classes of Members. Membership in the Chapter follows all rules, regulations, practices, and policies of CoreNet and applicable local law. For the avoidance of doubt, in order to be a Member of the Chapter, one must be a Member in good standing of CoreNet. The designations and qualifications of each Class of Membership shall correspond, as closely as legally permitted to the Classes of Membership established by CoreNet.

SECTION 2. Academic, Student, and Retired Members. Student and Retired Members shall not serve as Officers or Directors of the Chapter. Academic Members shall not serve as Officers of the Chapter.

SECTION 3. Application for Membership. All applicants for Membership of the Chapter shall complete and sign the form of membership application provided by CoreNet and submit the application to CoreNet's principal office with any applicable dues. Upon acceptance of such application by CoreNet, the applicant shall be considered a Member of Chapter if, as part of the application process, the applicant selects "Southern California" as a chapter affiliation. By virtue of making an application to CoreNet, Members, regardless of Class of Membership in which accepted, agree to adhere to the Bylaws of Chapter and CoreNet, and the policies established by the Board of Directors of each, including but not limited to policies for the shared use and protection of intellectual property and conflicts of interest.

SECTION 4. Voting Rights. Notwithstanding anything else herein to the contrary, provided they are a Member in good standing, only Founding, End User, and Service Provider Members are entitled to vote and shall be "members" within the meaning of Section 5056 of the California Corporations Code ("Voting Member"). Each Founding, End User, and Service Provider Member is entitled to one vote. The vote at a meeting or by electronic means of a simple majority of the Members where a quorum is present or established constitutes the affirmative vote of the Members.

SECTION 5. Voluntary Termination, Involuntary Termination, or Suspension of Membership. Chapter shall follow the policies, rules, and Bylaws of CoreNet related to the voluntary termination of membership, involuntary termination of membership, or suspension or other changes to Membership established, defined, and operated by CoreNet, except as defined in Section 5 and Section 6, and except as other may be required by applicable law. All Membership rights cease upon the Member's death, suspension, termination, or dissolution.

SECTION 6. Reclassification of Members. Any Member in good standing who by reason of a change in employment or otherwise becomes ineligible for such Class of Membership, shall remain in such Class of Membership until the end of the year. Should the Member subsequently

be admitted to a different class of membership of CoreNet, they shall be reclassified in the new Class of Membership.

SECTION 7. Transfer of Membership. On the date of reclassification of any affiliation, the Member's records shall be changed to reflect his or her new status, and he or she shall thereafter be entitled to exercise all of the rights and shall be subject to all of the restrictions of members of his or her new affiliation and no longer be entitled to exercise any of the rights or be subject to the restrictions of Members of Chapter.

SECTION 8. Dues and Fees.

- A. The amount of the annual dues for each Class of Membership shall be fixed by CoreNet.
- B. Chapter's Meeting registration fees and any other fees or costs for services will be fixed by the Chapter's Board of Directors or CoreNet's Board of Directors, as may be appropriate.

SECTION 9. Other CoreNet Members. Members in good standing with CoreNet who are not Members of Chapter shall be entitled to attend Chapter's events and may be charged an event fee at the rate determined by the Board of Directors.

ARTICLE IV

Member Meetings

SECTION 1. Annual Meeting. There shall be an annual meeting of the Voting Members of the Chapter, to be held at a time and place determined by the Board of Directors, to hear reports concerning the conduct of the Chapter's activities, financial status, and, when necessary, to elect Directors or Officers, and to conduct such other business as may properly come before the meeting.

SECTION 2. Special Meetings. A special meeting of the Voting Members shall be held upon the call of the Board of Directors, or the President, or upon the written request signed by five percent (5%) or more of the Voting Members. The special meeting shall occur at least thirty-five (35) and no more than ninety (90) days after the call. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of the Voting Members may be held when the meeting is called by the Board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

SECTION 3. Notice. The Board of Directors, or persons designated by the Board of Directors of the Chapter, shall notify all Voting Members of the Chapter of the annual meeting and any special meetings by first-class mail or electronic means, in compliance with the terms of these Bylaws and the provisions of the California Corporations Code applicable to the Chapter, sent to each Voting Member at the address of record, not more than ninety (90) days nor less than ten (10) days before the date of the meeting. Prior to scheduling any meeting of the Chapter, the Chapter

will use its best efforts to avoid conflicts between meetings of CoreNet and Chapter.

SECTION 4. Quorum. The presence in person, which shall include attendance either telephonically or electronically, in compliance with the terms of these Bylaws and the provisions of the California Corporations Code applicable to the Chapter, of one-tenth (1/10) of the Voting Members of the Chapter shall constitute a quorum for the transaction of a business at any meeting of the Members of the Chapter. Where a quorum is present or established, all issues to be voted on shall be decided by a simple majority of those Voting Members participating in the meeting in which the vote takes place and of those votes submitted telephonically or electronically.

SECTION 5. Electronic Ballots. Any action that may be taken by the vote of the Voting Members at a meeting of the Voting Members may be taken without a meeting if:

- A. A written ballot setting forth the proposed action is distributed to all Voting Members entitled to vote with respect to the subject matter thereof pursuant to Section 3 hereof;
- B. The number of votes cast by ballot equals or exceeds the quorum required otherwise to be present at a meeting authorizing the action;
- C. The number of votes consenting to the proposed action equals or exceeds the number of votes otherwise to be required at a meeting to authorize the proposed action; and
- D. The voting procedure is otherwise in compliance with all applicable provisions of the California Corporations Code, including, but not limited to, Sections 7513 and 7514 thereof.

SECTION 6. No Proxies. No Voting Member shall be entitled to vote or otherwise act by proxy.

ARTICLE V

Board of Directors

SECTION 1. Board of Directors. Subject to the requirements of applicable law, the general affairs and business of Chapter shall be conducted and managed by a Board of Directors. The Board may delegate responsibility of day-to-day operations to staff and committees. Directors shall use their best efforts and business judgment to represent the general interests of the Membership of the Chapter and the various sectors of corporate real estate in the Southern California area consistent with CoreNet's purposes. It shall be the responsibility of each Director to consider the opinions of the Membership, with respect to matters to be decided upon at any regular meeting of the Board of Directors, to allow for the free expression of ideas by the Members to the Directors. Directors shall receive no compensation for their service as Directors but may receive such reimbursement of expenses as the Board may establish to be just and reasonable.

SECTION 2. Number of Directors and Qualifications. Starting April 1, 2020, the number of The Board of Directors shall consist of no less than six (6) and no more than seventeen (17) voting members. Directors serving at the time of the adoption of these Bylaws may continue to serve in their current roles, regardless of whether or not such position may still exist, through the end of their current terms. The Board of Directors shall implement a process for reduction of Directors to seventeen (17) so that no Director is removed before the end of his or her term. The Board of Directors shall, at a minimum, be comprised of the President, Vice President, Secretary, Treasurer, Membership Director, and Sponsorship Director. Such additional at large directors shall be selected, provided that the total number of Directors is not more than seventeen (17). Only End Users, Service Providers, and Academic Members may serve as Directors. If, by reason of a change in employment of a current Director (or an elected, but yet to be seated Board member), the Board consists of more than one individual employed by the same company, there shall be a grace period where those Directors shall remain seated until the following March 31. If, as of the following March 31, there continue to be two Directors on the Board who are employed by the same company, the Board may, by a majority vote of the other Directors, declare vacant the office of the Director whose change in employment caused there to be two Directors employed by the same company.

SECTION 3. Nomination and Election of Directors.

- A. Nomination Eligibility. For a scheduled vacancy, at the expiration of a term of any elected Board seat, the Nominating Committee shall call for nominations and review all nominations. Candidates for Director must meet the member classification requirements outlined herein. In addition, a Nominee must be affiliated with and a Member in good standing with Chapter, and be prepared to comply with all policies of CoreNet and Chapter including those set out in the Articles of Incorporation, Bylaws, policies (e.g., policies related to conflict of interest or protection of intellectual property), and practices of CoreNet and the Chapter. The Board of Directors may adopt other reasonable eligibility requirements for Nominees. Academic Members are eligible to serve on the Board of Directors and as Officers of the Chapter, except as the President or Vice President. Student Members are not eligible to serve on the Board of Directors. Retired Members are not eligible to serve on the Board of Directors.
- B. Slate. The Nominating Committee shall develop a recommended slate for any scheduled vacant Director position.
- C. Nomination Process and Membership Vote. The 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 Nominating Committee shall provide other nominees until the slate is fully accepted by the Board.

Following approval of the slate by the Board of Directors, the slate of nominees will be electronically presented to the membership between December 1 and January 31 on the form and in such manner as approved by the Board. Voting Members shall be given no less than ten (10) days to consider the slate and submit their vote.

- D. Approval. Provided a quorum is satisfied, the individual(s) receiving the most votes for the designated position shall be elected. Results will be announced at the next annual meeting.

SECTION 4. Terms.

- A. Term. The term of an Officer or Director shall be two (2) years, except in the case of President or Vice President who shall each serve terms of one (1) year, or upon qualification and election of their successor. The terms of Directors shall be staggered in a manner determined by the Board of Directors. The term of a Director shall begin on April 1st, or following their approval and appointment by the Board, and shall end at the close of the then expiring term, on March 31st, date of resignation, date of removal, or upon the election and qualification of their successor.
- B. Vacancy. In the event of a vacancy during the term of any Director, whether due to resignation, removal (including removal by the Voting Members), disqualification, or death, a replacement Director may be nominated and elected by the Board for the balance of the then current term. In the event of a vacancy as a result of the addition of a Director seat to the Board, an interim Director may be nominated and elected by the Board until the next annual meeting.
- C. Removal. Any elected Director may be removed from office, prior to the expiration of the term for which that Director has been elected, for good and sufficient cause by a vote of two-thirds (2/3) of the voting Directors, as may be allowed by law.
- D. Resignation. A Director may resign by written notice to the Board of Directors. Unless another time is specified in the notice or determined by the Board, a Director's resignation shall be effective upon receipt by the Board. Such resignation shall also constitute a resignation from the Officers and Executive Committee, as applicable. Resignation from the Board shall not constitute resignation of Membership unless specifically stated.
- E. Consecutive Terms. No Director shall serve more than two (2) terms consecutively, except in the event a Director is elected to serve as Vice President/President, in which event the term may be extended to two additional one (1) year terms. In no event may a Director serve more than six (6) consecutive years on the Board of Directors. 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. An individual who has served the maximum number of years may be reelected to a position after a two (2) year break from service on the Board of Directors.

SECTION 5. Meetings.

- A. Regular Meetings. Regular meetings of the Board, in addition to the annual meeting, shall be held, without call or notice, at least three (3) times per year on such dates and at such times as designated by the President. The President shall preside over all Board meetings.
- B. Special Meetings. Special meetings of the Board of Directors may be called by the President or by request of three (3) or more Directors.
- C. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) calendar days before the meeting by the Secretary. In both cases, the notice shall be in writing and delivered via email to each Director at the address of record of CoreNet. Participation by such Director in such meeting shall constitute such Director's waiver of the notice requirement set forth in this Section. The business to be transacted at any special meeting of the Board of Directors must be specified in the notice of such meeting.
- D. Quorum. The presence of a majority of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.
- E. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of these Bylaws or the California Nonprofit Mutual Benefit Corporation Law. Each Director shall be entitled to one (1) vote on each matter submitted to a vote of the Board. Directors may not vote by proxy.
- F. Electronic Participation. Any one or more Directors may participate in a meeting thereof by means of conference telephone or similar communication equipment that allows all persons participating in the meeting to hear each other at the same time.
- G. Informal Action. Any action required or permitted to be taken may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE VI

Officers and Executive Committee

SECTION 1. Officers. The Officers of the Board shall be: President, Vice President, Secretary, Treasurer, Membership Director, and Sponsorship Director. The individuals serving as the Officers at any given time shall be *ex officio* Directors of the Chapter. The Officers, together, will comprise the Executive Committee. The Executive Committee shall set and guide the strategic

direction of the Board and the Chapter.

- A. President. The President shall exercise general supervision over the affairs of the Chapter and its Officers in a manner consistent with policies established by the Board of Directors and CoreNet. The President shall preside at meetings of the Voting Members of the Chapter, Board of Directors, and Officers. The President shall be the principal spokesperson for the Chapter. The President, in general, shall perform all duties incident to the office and such other duties as may be prescribed by the Board of Directors. The President may take steps he or she shall deem necessary to advance the purposes of the Chapter, provided such steps do not exceed the scope of authority determined by the Board. At the expiration of the President's term the President shall not be eligible to remain on the Board of Directors for any additional consecutive term; provided however a Past President member may be nominated for the Board of Directors not less than two (2) years after completion of the term of President, but may not serve as an officer.
- B. Vice President. The Vice President position will automatically extend the member's term on the Board of Directors by two (2) years, one year to serve as Vice President and one year to serve as President. When seated, the Vice President shall preside at meetings of the Members and Board of Directors when the President is not present and shall perform those duties assigned by the President, or Board of Directors. The term of the Vice President shall run concurrent with the term of the then seated President's term. The Vice President shall succeed the President at the end of the President's term. The Vice President shall hold an Executive Committee seat.
- C. Sponsorship Director. The Sponsorship Director shall be responsible for setting forth fundraising programs for the Chapter and executing the associated practices and policies of CoreNet.
- D. Membership Director. The Membership Director shall be responsible for developing the membership base of the Chapter and executing the associated practices and policies of CoreNet.
- E. Treasurer. The Treasurer shall be responsible for executing the associated practices and policies of CoreNet. The Treasurer shall be the chair and a member of the Finance Committee; develop the budget; and shall monitor and report to the President, Board of Directors, and Finance Committee about the financial status of the Chapter and any significant budget variances.
- F. Secretary. The Secretary shall be responsible for the administrative functions of the Chapter, including assuring corporate filings are complete; distributing notices and agendas; and keeping meeting minutes and other corporate records. The Secretary shall also be responsible for ensuring proper governance and operations of the Board and the Chapter. The Secretary shall preside at meetings of the Members and Board

of Directors when the President or Vice President are not present and shall perform those duties assigned by the President or Board of Directors.

SECTION 2. Elections. The Officers shall be nominated and elected by the Members in accordance with Article V. The individual who held the office of Vice President in the immediately preceding term shall serve *ex officio* as the President of the Chapter.

SECTION 3. Removal and Termination. A nominated or elected Officer may be removed from office for good and sufficient cause by a vote of two-thirds (2/3) of the Board of Directors, as may be allowed by law.

SECTION 4. Vacancy. A vacancy of any Officer, whether because of failure to elect any officer, resignation, removal, disqualification, or death, will cause a replacement to be nominated and elected by the Board for the balance of the then current term. The Secretary may request nominations for the replacement from the current Board of Directors. These nominations shall be sent out to the Board with the regular board meeting announcements to be voted upon at the following Board meeting.

ARTICLE VII

Committees

SECTION 1. Board Committees. The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate and appoint one or more committees of Directors, each of which shall consist of two (2) or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority directed by the Board of Directors. Committees must be created with an authorized charter; shall report to the Board; and, other than the Executive, Finance and Nominating Committees, must sunset at a designated date as determined by the Board, and are subject to the limitations set forth in the California Nonprofit Mutual Benefit Corporation Law.

SECTION 2. Standing Committees. The standing committees, which shall be Board Committees as recognized under California state law, shall be Executive Committee, Nominating Committee and Finance Committee.

- A. Executive Committee. The Executive Committee shall be a standing Board committee composed of the President, Vice President, Secretary, Treasurer, Membership Director, and Sponsorship Director; provided, however, that each such person is a Director. Except for the power to amend the Articles of Incorporation and these Bylaws, and subject to the limitations set forth in the California Nonprofit Mutual Benefit Corporation Law and by resolution of the Board, the Executive Committee shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Chapter in the intervals between meetings of the Board, subject to the direction and control of the Board. All actions of the Executive Committee shall be reported to the full Board at the next duly scheduled Board meeting. The President shall serve as chairperson of the Executive

Committee.

- B. Finance Committee. The Finance Committee shall be chaired by the Treasurer and include additional members as necessary to fulfill the Finance Committee's objectives as reasonably determined by the Treasurer.
- C. Nominating Committee. The Nominating Committee will be composed of the current President and Vice President. The Nominating Committee will also include the Secretary and additional members of the Board as necessary to fulfill the objectives of the Nominating Committee.

ARTICLE VIII

Financial

SECTION 1. Fiscal Year. The fiscal year of Chapter shall be consistent with that of CoreNet, which starts April 1 and ends March 31.

SECTION 2. Budget. An annual budget for each fiscal year shall be prepared by the Treasurer, approved by the President, and submitted to the Board of Directors for approval no later than the end of the first fiscal quarter. Thereafter, at any meeting of the Board of Directors, the Board may approve any supplemental budget changes. All expenditures must be within budget or material changes shall be submitted to the Board of Directors for approval in advance of commitment. The Directors shall not authorize aggregate expenditures in excess of the approved budget without prior approval of the Board of Directors. Annual reports must show income and expenditures. The budget shall be shared annually with CoreNet.

SECTION 3. Contracts. Only Officers are authorized to execute contracts in the name of and on behalf of Chapter, provided that each such contract shall be in material compliance with the approved Budget or specifically approved by the Board of Directors.

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 Chapter shall be signed by such person or persons and in such manner as shall be determined by the President and Treasurer. A minimum of two (2) Officers must sign all such items.

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

SECTION 6. Gifts. After performing reasonable due diligence to determine the potential liabilities, if any, which may be imposed upon Chapter as the result of accepting any gift, the Board of Directors or President may accept on behalf of Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Chapter. The Directors may not accept personal gifts.

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

ARTICLE IX

Books and Records

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, Officers, and committees having any of the authority of the Board of Directors. It shall also keep a record of each Voting Member's name, address, and class of voting Membership.

ARTICLE X

Miscellaneous

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

SECTION 2. Intellectual Property. Chapter is the recipient of a non-exclusive, royalty free license to use the "CoreNet Global" name, logo, and other intellectual property. Chapter shall adhere to all CoreNet usage guidelines. Notwithstanding the foregoing, Chapter shall only use such intellectual property in a manner consistent with the furtherance of the purposes stated herein.

ARTICLE XI

Indemnification

Subject to and in full compliance with the requirements of the California Nonprofit Mutual Benefit Corporation Law, any present or former Director, officer, committee member, or employee of the Chapter, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall, to the extent permitted by applicable law, be indemnified (including advances against expenses) by the Chapter against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her being or having been such a Director, officer, committee member, or employee, to the greatest extent permitted by law, provided, however, that such person shall not be entitled to indemnification where such person engaged in fraud, gross negligence, or willful misconduct. No indemnification or advance against expenses shall be approved by the Board or paid by the Chapter until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

ARTICLE XII

Governing Law

These Bylaws and the activities of the Chapter shall be governed by the laws of the State of California.

ARTICLE XIII Amendments

Subject to the Voting Members' rights under the California Nonprofit Mutual Benefit Corporation Law, these Bylaws may be amended by approval of two-thirds (2/3) of the Directors present at a meeting of the Board at which a quorum is present. Where any amendment is required to be approved by the Voting Members under the California Nonprofit Mutual Benefit Corporation Law, such proposed amendments shall be submitted to the voting Membership for adoption in accordance with Article IV and the California Nonprofit Mutual Benefit Corporation Law, prior to the amendment being effective and made a part hereof.

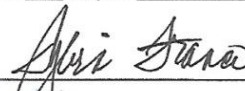
* * *

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Southern California Chapter of CoreNet Global, Inc., a California nonprofit mutual benefit corporation; and

That the foregoing Bylaws constitute the Bylaws of said nonprofit mutual benefit corporation, as duly adopted by the Board of Directors thereof on the 14th day of AUGUST, 2019 and by the Voting Members of this corporation on the 26th day of AUGUST, 2019.



SECRETARY

5.3 AFFILIATION AGREEMENT (dated October 14, 2011)

CHAPTER AFFILIATION AGREEMENT

THIS AGREEMENT, made this 15th day of October, 2011, between CoreNet Global, Inc. , a nonprofit corporation incorporated under the laws of the District of Columbia, United States, and is exempt under the US Internal Revenue Code Section 501(c)(6), whose principal office is at 133 Peachtree Street NW, 30th Floor, Atlanta, GA 30303 (hereinafter referred to as "CoreNet"), and the Southern California Chapter of CoreNet Global, a nonprofit corporation existing under the laws of the state of California (hereinafter referred to as "CHAPTER").

WHEREAS, CoreNet and CHAPTER wish to cooperate to promote the common business interests of individuals who are engaged in corporate real estate;

WHEREAS, CHAPTER is established to pursue a mission common to the purposes set forth in CoreNet's Articles of Incorporation ("Purposes") a copy of which is attached hereto as Attachment A; and

WHEREAS, CHAPTER wishes for CoreNet to assist CHAPTER in matters of common interest and value;

NOW, THEREFORE, in consideration of the mutual promises and agreements hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by CoreNet and CHAPTER,

IT IS AGREED:

1. Affiliation.

- (a) In General. CoreNet and CHAPTER agree that they will use their best efforts to cooperate in the pursuit of the aforementioned Purposes; including, but not limited to, mutually servicing CoreNet/Chapter members.
- (b) Geographic Region. CHAPTER shall exist to service members primarily located in the southern part of the state of California; but CHAPTER membership can be open to individuals located elsewhere, (CHAPTER's defined "Territory"), it being understood that CoreNet retains all rights, including contact with and information about, such current and future members. In addition, concurrent jurisdiction is granted to certain currently existing and future CoreNet Community members. (*Communities are defined as CoreNet components organized around topics of interest*) Communities may also serve the needs of CoreNet members in the Territory. CoreNet retains the right to assign, modify or withdraw

the Territory of the Chapter in the event of a material breach of this Agreement which is not remedied within a reasonable amount of time, (typically 30 - 60 days), after notice of such breach of this Agreement. Nothing shall prevent CoreNet from forming new Communities. In the unlikely event of a dispute regarding this provision, the parties shall first attempt to resolve such dispute via the Alternative Dispute Resolution provisions listed in paragraph 14 of this Agreement.

- (c) Operation. The CHAPTER shall organize and operate the CHAPTER with the permission of CoreNet and shall act consistent with and contribute to the promotion of: (i) the mission of the organization as established in the Articles of Incorporation (i.e., the Purposes) and Bylaws of CoreNet, as amended from time to time, (ii) the strategic direction of CoreNet as communicated from time to time by the CoreNet Board of Directors and (iii) the policies and procedures of CoreNet as adopted and interpreted from time to time by the CoreNet Board of Directors and after proper notice given to CHAPTER.
- (d) Governance. CHAPTER shall maintain a governance structure that is reasonably consistent with the Articles of Incorporation and Bylaws of CoreNet (a current copy of which is attached hereto as Attachments A and B); except to the extent any of the provisions contained therein are inconsistent with any locally applicable law. In addition, CHAPTER shall meet the following minimum standards:
 - i. Appoint key leadership positions, including, but not limited to Chair/President, Chair/President-Elect, Treasurer, and such other positions as required by CHAPTER. All CHAPTER leaders shall be required to be members in good standing of CoreNet
 - ii. Annually provide an outline to CoreNet of the Operating Plan for CHAPTER (including proposed meeting dates and other planned activities) CoreNet will provide a template to be used by Chapter for reporting its operating Plan.
 - iii. Use reasonable efforts to have at least one key CHAPTER Officer attend the annual Chapter Leadership training sponsored by CoreNet. To the extent that CHAPTER leader cannot attend leadership training, due to cost considerations, CoreNet will use reasonable efforts, based on its budget and commitment from its members, to provide to a method for remote participation via technology.
 - iv. Hold at least four (4) CHAPTER events annually.
 - v. Ensure that value is provided, primarily, to members and not to non-members. This can be accomplished

either by charging non-members a materially higher fee for events ("price differential method") or limiting the number of events that non-members can attend ("event exclusion method"). Should the CHAPTER use the price differential method, non-members shall be charged double the member price. (e.g. If the member price is \$25, the non-member price should be at least \$50) Should CHAPTER use the event exclusion method, non-members shall be allowed to attend no more than 2 CHAPTER events annually without becoming members of CoreNet. CHAPTER may, under the event exclusion method, issue guest passes or complimentary passes to attend an event so long as the same person does not receive more than two such passes. If a non-member is provided admission to a CHAPTER event as part of a legitimate sponsorship package opportunity, then such admission does not violate this provision. Complimentary admittance to a credentialed member of the press, who is attending a CHAPTER event to report on such event, does not violate this provision.

The intent of the provision is not to stifle innovative CHAPTER programs that are designed to increase member value or increase membership. On a case-by-case basis, CoreNet may approve any such program as an exception to this requirement.

- vi. Ensure that the CHAPTER, its officers, directors, and members act in compliance with the Articles of Incorporation, Bylaws and other applicable rules and policies of CoreNet.
- vii. Ensure that the CHAPTER develops a succession plan that is mutually agreeable to CoreNet and CHAPTER and ensure that CHAPTER, follows such succession plan. The plan shall be reasonably consistent with the CoreNet Board Succession Plan. (A copy of the CoreNet Board Succession Plan is attached.)
- viii. Remain a nonprofit organization under the laws of the CHAPTER's jurisdiction.

2. License.

(a) Trademark/Service Mark In general. CoreNet grants CHAPTER a nonexclusive license to use its name, as an official chapter, and any and all trademarks or service marks CoreNet now or hereafter owns and extends to the CHAPTER, during the term of this Agreement, in connection with CHAPTER's activities to promote the common business interests of individuals and entities engaged in the business corporate real estate. In order to protect the good name and integrity of CoreNet,

CoreNet retains the right to review and approve all uses of said name and marks, but will not unreasonably withhold its approval.*{e.g. It is not anticipated that CHAPTER will need to submit everything to CoreNet for approval.}*

(b) Acknowledgment. CHAPTER acknowledges that CoreNet is the lawful owner of the foregoing marks (including but not limited to: "CoreNet Global", "CoreNet", "MCR", "SLCR", "Discovery Forum", "Corporate Real Estate Leader", "The Leader", "Summit"), and all other associated trademarks used in its business, and CHAPTER agrees that it will take no action inconsistent with CoreNet's ownership of its name, and the acronyms and trademarks. Said license does not include any right to sublicense use of the foregoing.

(c) Copyright - In General. CoreNet grants CHAPTER a nonexclusive license to use its educational materials, studies, research, processes, and learning techniques ("Other IP"), during the term of this Agreement, in connection with CHAPTER's activities to promote the common business interests of individuals and entities engaged in the business corporate real estate. In order to protect the good name and integrity of CoreNet, CoreNet retains the right to review and approve all uses of all Other IP, but will not unreasonably withhold its approval. CoreNet will make reasonable efforts to disclose and/or identify to CHAPTER those materials covered under the definition of Other IP. Said license does not include any right to sublicense use of the foregoing.

(d) Acknowledgment. CHAPTER acknowledges that CoreNet is the lawful owner of the Other IP, regardless of whether or not immediately identified as such, and CHAPTER agrees that it will take no action inconsistent with CoreNet's ownership of its Other IP.

(e) Competition. CHAPTER may use the Other IP for the benefit of its members. However, CHAPTER shall not use the Other IP to create, consult on, assist in the creation of or provide volunteer assistance in any program, service or product that either directly or indirectly competes with programs, services or products of CoreNet. The determination of the foregoing provision (2(e)) shall be in the reasonable discretion of CoreNet. This provision is not intended to prevent CHAPTER from having joint events with other organizations. CHAPTER need not seek prior approval if the organization is a component of a larger national or international organization. Any joint event between CHAPTER and a national or international organization shall require prior approval from CoreNet.

3. CoreNet Obligations.

(a) Services. CoreNet agrees to provide the following services to CHAPTER:

- i) Operate in conformity with its Articles of Incorporation, Bylaws, laws and regulation of its jurisdiction;
- ii) Maintain a system of record to track all members of CoreNet, including members of CHAPTER;
- iii) Provide informational reporting from the system of record about the CHAPTER Membership and member activity;

iv) Provide a website for the use of CHAPTER that is integrated with the main CoreNet website;

v) Provide an event registration system for use of the CHAPTER that is integrated with the main system of record. The event registration system adopted by CoreNet is CVENT and CHAPTER shall use that system. It is agreed that CoreNet will bear all costs for set-up, annual license fees, CVENT transactional fees and maintenance. To the extent that CHAPTER has its own bank account and wants funds deposited in said bank account, CHAPTER shall be responsible for have its own merchant bank account so that funds collected can be deposited directly into CHAPTER'S bank account. This means that CHAPTER shall pay the transaction fees charged by the credit card processor. CHAPTER shall pay a nominal fee for login. It is understood that should CHAPTER's use of the system become excessive, as determined solely by CoreNet based on prior event history, the CHAPTER shall agree to compensate CoreNet for such excessive use only. If the usage by CHAPTER is excessive, CoreNet shall provide CHAPTER 30 day prior written notice of such excessive use and only after the excessive usage is not reduced shall CHAPTER be required to compensate CoreNet for such excessive use. It is understood that the CVENT system may only be used for registration related to CoreNet events. CoreNet reserves the right, after providing chapter reasonable notice and training, to change the event registration system.

vi) Bill and collect membership dues, including VAT, GST or other tax, if applicable. The membership dues invoice shall require the member to select a primary component for affiliation and shall allow, but not require, the member to select other secondary components for affiliation.

vii) Regularly consult with CHAPTER about plans, proposals, resolutions and initiatives of CoreNet;

viii) Provide Directors and Officers Liability Insurance, subject to insurance company qualification and limitations in an amount specified in paragraph 5;

ix) Provide appropriate regular financial reporting on CoreNet;

x) Consultation with CoreNet staff regarding planning, organizing, advertising, promoting and holding events and educational programming. In regard to public relations CoreNet will use reasonable efforts to highlight CHAPTER events and activities as part of its coordinated annual global public relations campaign. There is no assurance given that media outlets will use the information provided by CoreNet in its publications.

xi) CoreNet will provide CHAPTER, along with other chapters, a formal method to provide input to the CoreNet Board of Directors. CoreNet has created a Component Leaders Council which shall be composed of the past-president of all the CoreNet Chapters and Communities. This Council shall elect a Chair and this individual shall have a voting seat on the CoreNet Board of Directors. The Component Leaders Council is listed in Article VIII of the Bylaws. In the unlikely event that the immediate past-president cannot serve on the Component Leader Council, CHAPTER shall suggest a reasonable alternative. CoreNet reserves the right to review and approve such alternative choice.

xii) CoreNet will consult with CHAPTER in an effort to assist CHAPTER to grow and develop. CoreNet will from time-to-time provide training to CHAPTER on non-profit management and shall facilitate best practice sharing among all CoreNet chapters. As part of the consultation with CHAPTER, staff or a member of the CoreNet Board will personally attend at least one CHAPTER meeting per year or in the alternative shall meet with one or more CHAPTER Officers.

xiii) The Chapter shall receive the benefit of these obligations at nil cost, unless noted above.

xiv) To the extent that CHAPTER holds any major events, CoreNet agrees to consult with CHAPTER on best practices for event management so that CHAPTER can improve the quality of the event and the financial benefit to CHAPTER.

xv) To the extent that CoreNet holds a Summit in the Territory, CoreNet and CHAPTER shall coordinate their efforts to maximize the benefit to both.

xvi) To the extent that CHAPTER and other chapters and Communities of CoreNet provide the required financial information, CoreNet shall prepare and file IRS form 990 which contains financial data on CHAPTER.

(b) Fee. In consideration of the foregoing licenses and CoreNet services, CHAPTER agrees to participate in a Membership Dues Sharing Arrangement. As part of the dues sharing arrangement, CHAPTER shall not charge a separate CHAPTER dues. The terms of that arrangement are as follows:

i) For each End-User, Service Provider or Economic Developer member that pays the full dues and selects CHAPTER as the primary affiliation, CoreNet will pay the Chapter \$100. For each End-User, Service Provider or Economic Developer member that pays the full dues, pays the fee for secondary affiliation and selects CHAPTER as a secondary affiliation, CoreNet will pay CHAPTER \$50.

ii) CoreNet shall, as an organization, change to an annual dues billing cycle beginning 1/1/12, although Dues Invoices shall be sent before that time. Hence all CoreNet members will come up for renewal on January 1st of every year. CoreNet will bill and collect dues from all members with a due date of January 1st. CoreNet shall pay over to CHAPTER the Per Member Sharing Amount, 90 days after all dues invoices are due and payable. CoreNet's obligation is limited to the Per Member Sharing Amount for each member that actually paid CoreNet.

iii) This shall be an annual calculation and shall include all members in good standing, identified in 3(b)(i), who have paid within 90 days from the dues invoice due date.

v) It is understood by CHAPTER that CoreNet intends to have the same dues sharing arrangement with all CoreNet Chapters.

vi) The CoreNet Board may from time to time amend, alter, continue, suspend or terminate this Membership Dues Sharing Arrangement and nothing shall limit the discretion of the CoreNet Board of Directors to make such changes. Prior to any such action, the CoreNet Board will consult with CHAPTER and other Chapter Leaders and obtain input on any such change. Even if a change is implemented, CoreNet will warrant that:

a. Any change will not be effective in the current budget year.

- b. Any change will be preceded by at least 6 months reasonable notice.
- c. Any change will not impact funding for chapter programs that the chapter committed to fund based on a corresponding commitment from CoreNet. This will not obligate CoreNet to fund CHAPTER programs beyond the current fiscal year.
- vii) The parties agree that any shared dues shall be used to support the mission of CoreNet.
- vii) At any point in time, a member may change his or her affiliation with any CoreNet component. The component that loses the affiliation from such member shall not be obligated to repay in whole or in part any dues previously paid to such component by CoreNet. In addition, CoreNet shall not have any obligation to make dues sharing payment to the component that gains a member when the affiliation is changed until the next dues cycle. CoreNet's only obligation is to pay over the shared dues after the affiliation election has been made by the member during the dues process and the timing of such payment is noted above.

4. CHAPTER Obligations. CHAPTER agrees to:

(a) Governing Documents. Adopt and maintain articles of incorporation and bylaws similar to those attached to this Agreement, and to submit all proposed material amendments to these governing documents to CoreNet on an annual basis as indicated in paragraph 4f, for its review and approval, which approval shall not be unreasonably withheld. CoreNet, not less than 90 days after such submission shall provide its response. Such proposed changes shall be reviewed and approved by the CoreNet's Governance Committee and then the CoreNet Board prior to their being effective. In the event that CHAPTER adopts amendments which, after review by CoreNet, are inconsistent with this Agreement and/or may create legal liability for CoreNet, "chapter" status may be terminated by CoreNet.

(b) Operations. Operate in conformity with its own articles of incorporation and bylaws, and remain in good standing under the law under which it is incorporated. Operate in conformity with CoreNet's articles of incorporation, bylaws, mission, vision, strategic plan and any policies or procedures.

(c) Purposes and activities. Be organized and operated at all times primarily to promote the common business interests of its members within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986; or any reciprocal tax exempt status under the laws of the country of origin.

(d) Federal and State Laws. Be organized and operated at all times in conformity with all applicable Federal, state, and local laws, regulations, and ordinances.

(e) Initial Report. Within a reasonable time after execution of this Agreement, CHAPTER shall submit to CoreNet:

- Financial statements for the past 2 years, and
- Bylaws.

- (f) Annual Reporting. Provide CoreNet annually:
- Its most recent financial data;
 - A complete list of its officers and directors (including contact information);
 - A complete list, including contact information of all staff;
 - A copy of the approved budget for the upcoming year; and
 - A copy of the most recent bank statement(s).
 - Tentative annual calendar of events (either in writing or electronically in CVENT). This shall include dates, location and anticipated size
 - Annual Meeting date as required by CHAPTER bylaws
 - Any suggested changes to the bylaws.

(g) Cooperation. Both CoreNet and CHAPTER shall cooperate with each other and other CoreNet chapters and Communities to help provide a seamless experience for members locally, regionally and internationally for membership, events and other programs provided by CoreNet, CHAPTER and other chapters, Communities and special interest groups. Cooperation shall include, but not be limited to, using systems supplied by CoreNet so that membership activity can be tracked and reported organizationally. In advancing the element of cooperation identified above, as well as to further ensure the collective success of CoreNet and CHAPTER, it is agreed that CHAPTER and CoreNet shall provide each notice of pending events (e.g., Chapter meetings, regional events and educational offerings; both live and virtual) so as to avoid conflicts with CoreNet events (primarily its Global Summits). In the unlikely event there is a conflict in timing related to the CoreNet Global Summit in the CHAPTER Territory, Chapter agrees to reschedule its conflicting event. Both parties shall act in good faith to provide notice of event timing as soon as possible.

(h) Membership. Cooperate with CoreNet and encourage membership in CoreNet Global.

(i) Noncompetition. CHAPTER agrees not to endorse, promote, consult on, create or license its names, trademarks, or service marks, for use in connection with any product and/or service or certification program that competes with those of CoreNet, which are the subject of this Agreement, during the term of this Agreement and for a period of eighteen (18) months after its termination, for any reason, or expiration without the written consent of CoreNet. The agreement to avoid competition includes, but is not limited to, competing with the brand identification of CoreNet and providing competing products, such as the CoreNet Global Summit, MCR and SLCR. This provision is not intended to prevent CHAPTER from having joint events with other organizations. CHAPTER need not seek prior approval if the organization is a component of a larger national or international organization. Any joint event between CHAPTER and a national or international shall require prior approval from CoreNet.

(j) Systems of Record. In order to have accurate membership data and to be able to support the activities of CHAPTER and other components, CHAPTER shall use the systems provided by CoreNet to the extent that Chapter has access to such

systems and with regard to system used by CoreNet but not accessible by Chapter, Chapter understands that CoreNet will use one system to support all CoreNet activities.. Those systems of record include, TIMSS (association membership database), Cvent (Event Registration System), and Higher Logic Microsites (Chapter website and global event calendar). CoreNet shall have the right to change any systems of record, but shall provide CHAPTER with reasonable notice of such change and training for any CHAPTER Administrators and Officers regarding any new systems. CHAPTER shall use reasonable efforts to maintain accurate event records in CVENT, including, but not limited to, updating the system to include any onsite registrations.

5. Mutual Obligations/Understandings.

(a) Agency. CoreNet and CHAPTER agree that this Agreement is not intended to create an agency relationship of any kind; and both agree not to contract any obligations in the name of the other, or to use each other's credit in conducting any activities under this Agreement.

(b) Expense. Each Party shall bear its own costs and other related expenses incurred in the performance of this Agreement and neither Party shall be liable for any costs, expense, risk, obligation or liability related to or arising out of the other's efforts and responsibilities under this Agreement, unless separately agreed to and memorialized in a unique written document.

(c) Insurance. CoreNet shall obtain and maintain appropriate commercial general liability and directors and officers insurance for both CoreNet and Chapter. The amount of coverage shall not be less than \$1,000,000 per occurrence.

(d) Cooperation between the Parties. In entering into this Agreement, the Parties recognize that it is impractical to make provision for every contingency that may arise in the course of the observance or performance thereof. Accordingly, the Parties hereby declare it to be a cardinal principle of this Agreement and it to be their common intention that this Agreement shall operate between them with fairness and without detriment to the interests of any of them, and if in the course of the performance of this Agreement an ambiguous provision of this Agreement may result in unfairness to a Party, then the Parties shall use their best endeavors to agree upon such action as may be necessary and equitable to remove the cause or causes of the same.

e) Representations & Warranties. Each party represents and warrants to the other party as follows:

- i) It is a separate corporate legal entity in good standing in the jurisdiction of its incorporation and it will remain so during the term of this agreement.
- ii) It has the full power and authority to enter into this Agreement and perform each of its obligations hereunder.
- iii) It is legally authorized and has obtained all necessary approvals for the execution, delivery, and performance of this Agreement

6. Indemnification. CoreNet and CHAPTER individually agree to indemnify and hold harmless each other and/or CoreNet's members or other chapters for any and all third party claims, losses, damages, liabilities, judgments, or settlements, including

reasonable attorney's fees ("CLAIMS"), arising from the performance of this Agreement. Specifically, the party breaching any provision of this Agreement, resulting in any potential CLAIMS shall indemnify the non-breaching party. A party in the pursuit of the fulfillment of this Agreement, or under the alleged umbrella of this Agreement, subject to a third-party suit alleging breach of any agreement, commission of a tort, any negligent act, and willful/wanton/malicious act, any illegal act (e.g., antitrust), shall indemnify the party not committing the act or otherwise not directly involved in the alleged CLAIMS. CoreNet and CHAPTER will promptly notify each other upon receipt of any claim or legal action arising out of activities conducted pursuant to this Agreement. The rights and responsibilities established in this paragraph shall survive indefinitely the termination of this Agreement.

7. Term. This Agreement shall be effective on the date above written, and shall continue for 15 years and thereafter renew for successive 15 year terms unless terminated pursuant to paragraph 8.

8. Termination.

(a) In General. Either CoreNet or CHAPTER may terminate this Agreement upon 180 days' notice in writing to the other party.

(b) For Cause. Either CoreNet or CHAPTER may terminate this Agreement upon written notice to the other in the event of the other's insolvency, fraud, willful misconduct, or substantial breach of this Agreement. The party requesting termination must provide the other party a reasonable amount of time to cure, but in no event more than 30 days. Only after a reasonable time, but in no event more than 30 days, may the agreement be terminated.

(c) Effect. Upon termination of this Agreement for any reason, CoreNet shall have no further responsibility under paragraph 3, all licenses granted under Paragraph 2 shall immediately cease, and CHAPTER shall cease all use (if any) of CoreNet's trademarks, name, acronym, logos and Other IP. Upon termination all members shall be considered members of CoreNet and not CHAPTER.

(d) Survival. Regardless of the reason for termination, CHAPTER's obligations under the following paragraphs shall survive the termination of this agreement: 2(b), 2(d), 2(e), 4(j), and 6.

9. Mediation and Arbitration of Disputes. The parties agree that all disputes arising under this Agreement shall be resolved exclusively by mediation or by arbitration under the rules of the American Arbitration Association; with any such arbitration to be held in Atlanta, Georgia, USA. The participants may appear electronically rather than in person. The arbitrator's decision shall be final and binding on all parties.

10. Waiver. Either party's waiver of, or failure to exercise, any right provided for in this Agreement shall not be deemed a waiver of any further or future right under this Agreement.

11. Successors and Assigns. This Agreement shall be binding on the parties, and on their successors and assigns, without regard to whether it is expressly acknowledged in any instrument of succession or assignment.

12. Captions. The captions of each paragraph of this Agreement are inserted solely for the reader's convenience, and are not to be construed as part of the Agreement.

13. Notices. Notices required by this agreement shall be in writing and shall be delivered either by personal delivery or by mail. If delivered by mail, notices shall be sent by Express Mail; or by certified or registered mail, return receipt requested; with all postage and charges prepaid. All notices and other written communications under this Agreement shall be addressed as indicated below, or as specified by subsequent written notice delivered by the party whose address has changed.

If to CoreNet: Angela Cain, CEO
CoreNet Global, Inc.
Georgia-Pacific Center
133 Peachtree Street, Suite 3000
Atlanta, GA 30303

And

David Goch
CoreNet Global General Counsel
Webster, Chamberlain & Bean
1747 Pennsylvania Avenue, NW
Suite 1000
Washington, DC 20006

If to CHAPTER: Lisa Oakes
Oakes Management Services
4805 East Hastings Avenue
Orange, CA 92867


14. Governing Law. This Agreement shall be governed in all respects, except as to conflicts of laws, by the laws of the State of Georgia and the parties consent to the jurisdiction (both subject matter and personal) of Georgia and acknowledge that it is the appropriate venue for any such dispute resolution. If either party takes legal action or invokes the Arbitration provision to enforce rights under this Agreement, each party to such action shall be financially responsible for their own expenses, including, but not limited to, court costs and attorneys' fees.

15. Amendment. This Agreement constitutes the entire agreement between the parties, and supersedes all prior writings or oral agreements. This Agreement may be amended only by a writing clearly setting forth the amendments and signed by the party against whom enforcement is sought.

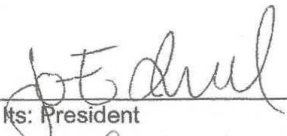
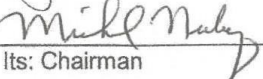
16. Warranty. Each of the parties warrants that the individual who executes this Agreement on its behalf has been duly authorized to do so.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed by its duly authorized representative.

CoreNet Global, Inc.

By:  Digitally signed by Lawrence N. Bazrod
DN: cn=Lawrence N. Bazrod, o=CoreNet
Global, Inc., ou=COO,
email=lbazrod@corenetglobal.org, c=US
Date: 2011.10.15 12:51:03 -04'00'
Its: _____ Date

CHAPTER

By:  10/14/2011
Its: President Date
By:  10/14/2011
Its: Chairman Date