

AMENDED AND RESTATED
BYLAWS OF THE AUSTIN COMMERCIAL REAL ESTATE SOCIETY

ARTICLE ONE

Name

Section 1. The name of this organization shall be the Austin Commercial Real Estate Society (referred to herein as "ACRES").

ARTICLE TWO

Objective

Section 1. The objectives of ACRES shall be:

A. To unite those commercial real estate practitioners holding valid Texas Real Estate Brokers and Agents licenses who demonstrate skill and integrity in their daily business activity and who, as their primary vocation and for compensation, are engaged in buying, selling, renting or leasing for others the lands, buildings and other facilities involved in the commercial and investment real estate business, and who hold themselves out to the public as being primarily engaged in such activities.

B. To foster knowledge, education, integrity, professionalism and quality workmanship in the fields of the commercial and investment real estate business.

C. To advance the civic and economic growth and development of the community by effectively executing a beneficial influence upon the commercial and investment real estate field and related business interests.

D. To promote the education of those engaged in the commercial and investment real estate field in order to foster the environment for experienced and competent commercial and investment real estate professionals.

E. To foster friendship, cooperation, fellowship and the exchange of information among members.

ARTICLE THREE

Membership Requirements

Section 1. A member in good standing for a minimum of three (3) years may sponsor for membership, any person who meets the requirements enumerated in Article Three, Section 2. Membership is to be invitation only. Upon approval for membership by the Board of Directors, the new member may participate in the activities of ACRES as hereinafter designated.

Section 2. The applicant for membership must be a licensed real estate broker who:

- A: Holds a valid Real Estate Broker's license issued by the State of Texas;
- B. Is engaged in buying, selling, renting or leasing for others the lands, buildings and other facilities involved in the commercial and investment real estate business,
- C. Demonstrates integrity, competence, professionalism, and knowledge with a minimum of five (5) years of full time, active commercial real estate business experience; and

- D. Have resided in the Austin SMSA for thirty six (36) continuous months immediately previous to the submittal of an application for membership.

The applicant for membership must be a licensed real estate agent who:

- A. Holds a valid Real Estate Agent's license issued by the State of Texas.
- B. Is engaged in buying, selling, renting or leasing for others the lands, buildings and other facilities involved in the commercial and investment real estate business;
- C. Demonstrates integrity, competence, professionalism and knowledge with a minimum of seven (7) years of full time, active commercial real estate business experience; and
- D. Have resided in the Austin SMSA for seven (7) years immediately previous to the submittal of an applicant for membership.

Section 3. Members of ACRES shall uphold the rules and regulations of ACRES, accept the decision of its various officers, Board of Directors and Committees, and abide by their rulings in connection with the business of ACRES.

Section 4. An applicant for membership must complete the requisite membership application form. The sponsoring member shall be a member in good standing of ACRES who has been a member for a minimum of three (3) years. The sponsoring member is responsible for making sure that the applicant complies with all of the requirements for membership. The sponsoring member is responsible for sending a written letter of process. The sponsoring member is responsible for having an applicant fill out the application form and delivering it to the President. Two (2) additional written letters of recommendation must be obtained from current ACRES members. The recommendation letters must not simply be an accommodation, but a genuine recommendation based on personal acquaintance with the prospective member gained in a business related situation. The recommendation letters should indicate: 1) how long the member has known the applicant; 2) the nature of their business relationship; 3) an objective evaluation of the applicant's professional and technical knowledge of the commercial real estate business; and, 4) a statement attesting to the applicant's integrity and ethics.

The Board of Directors shall not take any action until the membership application form, the sponsor's written recommendation, and the two recommendation letters have been received by the President.

Section 5. The approval of a new member to ACRES will be at the discretion of the Board of Directors. The applicant must be approved for membership by a two thirds vote and there must be a minimum of five (5) directors at a meeting to vote on a membership application. An application for membership to ACRES in which the applicant meets the required criteria does not guarantee approval by the Board.

Section 6. The maximum number of members shall be ninety (90). The number of Real Estate Agents shall be no more than 25% of the maximum number of members allowed for under this Section 6. The Board of Directors shall review all completed membership applications during the second and fourth quarters of each year. A list of all eligible candidates shall be sent to each member of ACRES no later than May 1 and November 1 requesting any pertinent comments relative to each candidate and responses due no later than June 1 and December 1. Silence shall be assumed approval. Candidates approved by the Board of Directors shall become members of ACRES effective the following July 1 or January 1 upon payment of dues.

Section 7. There shall be two (2) classes of members of ACRES. Regular members and Emeritus members. Regular members are all applicants approved for membership under the above

Sections of this Article 3. Emeritus members are all Regular members who become Emeritus members pursuant to Section 8 below. All references to "members" and "membership" in these Bylaws shall refer solely to Regular members.

Section 8. The Emeritus membership category is for retired members with the goal of moving them to inactive status while allowing their continued interaction with the membership, thereby creating room for new members. This classification will recognize their contribution to ACRES by having an Emeritus link on the website with their names listed. To be considered Emeritus, members must have been a member for at least 10 years and they must be retired from active business, as determined by the Board of Directors. Emeritus members are permitted to attend monthly lunches and the Holiday Party, but shall pay per event, as determined by the Board of Directors each year. Emeritus members will have no voting rights. The Board of Directors will vote once per year to select Emeritus candidates. The first vote will consider all past members who might be eligible. Emeritus members will not be included in the maximum member number of 90 under Section 6 above.

ARTICLE FOUR

Admissions Procedure

Section 1. The admissions procedure shall be handled in accordance with procedures established from time to time by the Board of Directors.

ARTICLE FIVE

Dues

Section 1. Dues, fees, and assessments shall be in amounts established from time to time in various categories by the Board of Directors. Dues will be prorated semi-annually for new members admitted in July.

Section 2. All dues shall become payable on or before March 1 of each year and failure to make such payment within fifteen (15) days from that date shall subject delinquent members to removal from the membership roll.

ARTICLE SIX

Board of Directors

Section 1. The business and affairs of ACRES shall be managed and controlled by a Board of Directors all of whom shall be elected from the membership of ACRES. The Board of Directors shall be empowered to do all such lawful acts and things as are not by statute or by these Bylaws required to be exercised or done by members and shall consist of:

A. Ten members as herein provided:

1. Three members of the Board of Directors to be nominated and elected each year to three (3) year terms each, whereby nine (9) elected Directors shall be serving concurrently.

2. The tenth member shall be the immediate past President.
3. No firm may have more than two members on the Board of Directors in a service year.
4. All members of the Board of Directors must have been a member in good standing of ACRES for a minimum of three (3) years immediately prior to being nominated for election to the Board of Directors.

B. In the event the immediate past President is also an elected Director, the Board of Directors shall be deemed to consist of only the nine (9) members elected pursuant to Section 1.A.1. above.

C. In the event the Vice President/President Elect's three year term as a Board member would expire prior to assuming office of President, the Vice President/President Elect's Board term shall automatically be extended by one year and the Board of Directors shall be deemed to consist of eleven (11) members during that time.

Section 2. The positions on the Board of Directors then up for election shall be filled upon election by ACRES membership pursuant to Article Nine hereof. Only members in good standing shall be entitled to vote in such election. The term of office for each Director shall begin January 1.

Section 3. Any Director may be removed either with or without cause at any special meeting of members by the affirmative vote of a two thirds majority of the members entitled to vote for the election of such director, if notice of the intention to act upon such matter shall have been given in the notice calling such meeting. Any vacancy occurring in the Board of Directors, resulting from the death, resignation, retirement, disqualification or removal from office of any director or as a result of an increase in the number of directors, shall be filled in accordance with the requirements in Article 6, Section 1 by a majority vote of the Board of Directors. Any vacancy occurring on the Board of Directors shall be filled as soon as possible after such vacancy occurs. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4. Meetings of the Board of Directors, annual, regular or special, may be held either within or without the State of Texas.

Section 5. Regular meetings of the Board of Directors, of which no notice shall be necessary, shall be held at such times and places as may be fixed from time to time by resolution adopted by the Board and communicated to all directors. Except as otherwise provided by statute or by these Bylaws, any and all business may be transacted at any regular meeting.

Section 6. Special meetings of the Board of Directors may be called by the President on twenty-four (24) hours notice to each director, either personally or by mail, electronic mail, fax, or by telegram. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two (2) directors. Except as may be otherwise expressly provided by statute or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors need be specified in the notice or the waiver of notice of such meeting.

Section 7. At all meetings of the Board of Directors the presence of fifty percent (50%) of the number of directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by statute or these Bylaws. The act of a majority of the number of directors fixed by these Bylaws shall be the act of the Board of Directors, unless the act of a greater number is required by statute or by these Bylaws, in which case the act of such greater number shall be requisite to constitute the act of the Board. If a quorum shall not be present at any meeting of the

directors, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting any business may be transacted which might have been transacted at the meeting originally convened.

Section 8. The Board of Directors shall have authority to determine, from time to time, the amount of compensation, if any, which shall be paid to its members for their services as directors and as members of standing or special committees. The Board of Directors shall also have the power in its discretion to provide for and to pay to directors rendering services to ACRES not ordinarily rendered by directors as such, special compensation appropriate to the value of such services as determined by the Board of Directors from time to time. Nothing herein contained shall be construed to preclude any directors from serving ACRES in any other capacity and receiving compensation therefore.

Section 9. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document.

Section 10. Members of the Board of Directors, or members of any committee designated by the Board of Directors, may participate in and hold a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE SEVEN

Other Committees of the Board of Directors

Section 1. The Board of Directors may, by resolution adopted by affirmative vote of a majority of the directors, designate two or more directors (with such alternatives, if any, as may be deemed desirable) to constitute another committee or committees for any purpose; provided that any such other committee or committees shall have and may exercise only the power of the recommending action to the Board of Directors and of carrying out and implementing any instructions or any policies, plans and programs theretofore approved, authorized and adopted by the Board of Directors.

ARTICLE EIGHT

Officers

Section 1. Officers of ACRES shall be a President, Vice President/President Elect, Secretary and Treasurer who shall be elected for a term of one year. All officers shall be elected from the Board of Directors by the current Board of Directors at their annual meeting held in December.

Section 2. The President of ACRES shall be the chief executive officer of ACRES and shall have general supervision of the affairs of ACRES and shall have general and active control of all its business and operations, as well as carry out those duties of leadership as required by the office. The President shall conduct all general and special meetings of the Board of Directors, and shall direct the affairs of ACRES in compliance with its rules and regulations.

Section 3. The Vice President/President Elect shall cooperate with and assist the President in the discharge of the President's duties. The Vice President/President Elect shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated to the Vice-President/President Elect by the President or the Board of Directors, and shall perform the duties of President in the event of such President's absence of disability.

Section 4. The Secretary shall supervise the minutes, keep an up-to-date membership directory, keep and account for all books, records, documents and papers of ACRES except those for which some other officer or agent is properly accountable, and perform such other duties as assigned by the President or Board of Directors.

Section 5. The Treasurer shall be the chief accounting and financial officer of ACRES and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of ACRES. The Treasurer shall receive, audit and consolidate all operating and financial statements of ACRES and its various committees, shall have supervision of the books of account of ACRES, their arrangement and classification, and shall have charge of all matters relating to taxation. The Treasurer shall have the care and custody of all monies, funds and securities of ACRES, shall deposit or cause to be deposited all such funds in and with such depositories as the Board of Directors shall from time to time direct or as shall be selected in accordance with procedures established by the Board of Directors, shall advise upon all terms or credit granted by ACRES, shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts and disbursements of ACRES. The Treasurer shall have the power to endorse for deposit or collection or other commercial papers payable to ACRES and to give proper receipts or discharges for all payments to ACRES.

Section 6. In addition to the foregoing, especially enumerated duties, services and powers, the several elected and appointed officers of ACRES shall perform such other duties and services and exercise such further powers as may be provided by statute or these Bylaws, or as the Board of Directors may from time to time determine or as may be assigned by competent superior officers.

ARTICLE NINE

Nominating Committee

Section 1. The Nominating Committee shall be appointed by the Board of Directors no later than the fifteenth day of the tenth month of the fiscal year for the purpose of selecting a list of nominees for appointment to the Board of Directors in accordance with these rules and regulations. The Nominating Committee shall be comprised of five members, including a Chairman. At least two members of the nominating Committee shall be members of the Board of Directors. No member of the Nominating Committee may serve two successive terms.

Section 2. Each member of ACRES shall be sent a ballot listing the names of all nominees no later than the fifteenth day of the eleventh month of each fiscal year. Election ballots must be returned to the Board of Directors no later than the tenth day of the twelfth month of the fiscal year to be valid.

Section 3. The nominees receiving the highest number of votes shall be declared elected by the Board of Directors. Any tie shall be decided by a majority vote of the Board of Directors.

ARTICLE TEN

Resignations, Delinquencies, Reinstatements and Leaves of Absence

Section 1. All resignations of members shall be made to the Board of Directors in writing and may be accepted on a majority vote, subject to the payment of all outstanding dues and obligations of the resigning member.

Section 2. Any member who fails to pay dues or other indebtedness within fifteen days after the same becomes due shall be classified as a Defaulting Member (Defaulting Member") and automatically suspended. At the time of the Defaulting Member's suspension, the Treasurer shall give a written Notification Letter ("Notification Letter") to the Defaulting Member, delivered either personally, or by mail, or electronic mail outlining the conditions preceding the suspension of the Defaulting Member and establishing a date for the Defaulting Member to cure the conditions of default, which date shall be at least ten (10) but no more than twenty-one (21) days from the date of the Notification Letter. If such conditions of default have not been cured at the first subsequent meeting of the Board of Directors, after the termination of the period set forth in the Notification Letter, the Defaulting Member shall be dropped from the membership roll of ACRES.

Section 3. Any member, who resigns, is suspended, or whose membership is otherwise terminated by ACRES shall be automatically dropped from the rolls of ACRES and shall have no further privileges of membership.

ARTICLE ELEVEN

Termination of Membership

Section 1. Any member, after due notice and hearing, may be reprimanded, suspended, or have his/her membership terminated for sufficient cause.

Section 2. Sufficient cause is hereby declared to be any one of the following:

- A. Violation of the rules and regulations of ACRES.
- B. Violation of Standards of Practice of ACRES if any, or any action or conduct considered by the Board of Directors to be discreditable to the profession.
- C. Refusal or willful neglect to comply with any order or decision of the Board of Directors.
- D. Any member who does not attend at least three meetings or functions in a calendar year. The Board of Directors shall have the right to waive this requirement for justifiable causes.

Section 3. Any member terminated by ACRES shall have thirty days in which to appeal termination to the Board of Directors.

ARTICLE TWELVE

Meetings and Quorums

Section 1. The annual meeting of ACRES shall be held each year during the last month of each fiscal year on a day specified by the Board of Directors.

Section 2. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute or by these Bylaws, may be called by the President, the Board of Directors, or the holders of not less than 15% in number of all members.

Section 3. Meetings of members shall be held at such place, within or without the State of Texas as may from time to time be fixed by the Board of Directors or as shall be specified or fixed in the respective notices of waivers of notices thereof.

Section 4. Fifteen percent (15%) of the members, present in person or represented by proxy, shall be requisite to and shall constitute a quorum at each meeting of members for the transaction of business, except as otherwise provided by statute, or by these Bylaws. If, however such quorum shall not be present or represented at any meeting of the members, the members, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented, any business may be transacted which might have transacted at the meeting as originally notified. When a quorum is present at any meeting, the vote of a majority of the quorum shall be the act of the members meeting, unless the vote of a greater number is required by statute or by these Bylaws, in which case the vote of such greater number shall be requisite to constitute the act of the meeting.

Section 5. Each person who acts as a director or officer of ACRES shall be indemnified by ACRES against any costs, expenses and liabilities which may be imposed upon or reasonably incurred by him/her in connection with any civil or criminal action, suit or proceeding in which he/she may be named as a party defendant by reason of his/her being or having been such director or officer or by reason of any action alleged to have been taken or omitted by him/her in such capacity. Any person who, at the request of ACRES, acts as a director or officer of any of its subsidiaries or affiliate corporations shall likewise be indemnified by ACRES against any such costs, expenses and liabilities, provided that in any case, the right or liabilities herein provided for shall not extend to any costs, expenses or liabilities imposed upon or incurred by any director or officer of ACRES in relation to matters as to which he/she shall be finally adjudged to be liable for negligence or misconduct in the performance of his/her duties as such director or officer or to any sum paid by him/her to ACRES as the case may be, in settlement of any action, suit or proceeding based on his/her alleged dereliction of duty. The right of indemnification herein provided for shall insure to each of the directors and officers of ACRES, whether or not the respective director or officer is acting as such at the time such costs, expenses or liabilities are imposed or incurred and whether or not the claim asserted against him/her is based on matters which antedate the adoption of this section of the Bylaws and in the event of his/her death shall extend to his/her legal representatives, but such rights shall not be exclusive of any other rights to which he/she may be entitled.

Section 6. Whenever, under the provisions of the statutes or of these Bylaws, notice is required to be given to any committee member or director of ACRES and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by mail, postage prepaid, addressed to such member or director at his address as it appears on the records of ACRES. Any notice required or permitted to be given by mail shall be deemed to be delivered at the time when the same shall be thus deposited by mail at least two weeks in advance of the time and place of the annual and special meetings and the matters to be considered.

ARTICLE THIRTEEN

Fiscal and Elective Terms

Section 1. The fiscal and elective year of ACRES shall be January 1 through December 31.

ARTICLE FOURTEEN

Amendments

Section 1. These bylaws may only be amended by a two-thirds vote of the membership, provided that a majority of the members vote. Prior to the submission of any amendments to the membership, such amendments must receive approval by a majority vote of the Board of Directors. The Board of Directors shall be required to provide thirty days advance notice to all members before the membership vote and a written copy of the proposed amendments must be included with such notice.

Approved, Amended, and Restated December, 2014