

**BYLAWS
of
THE TAMPA CLUB - DOWNTOWN, INC.**

ARTICLE I: Membership

Section 1: Membership:

- a) **Number of Members:** The Board of Directors shall, in their discretion, establish the number of members of The Tampa Club Downtown, Inc. (the “Club”).

- b) **Categories:** There shall be the following categories of members in the Club:
 1. **Resident:** Resident Members shall be composed of full paying dues members. Resident Members shall be voting members and be entitled to all the rights and privileges of the Club.

 2. **Non-Resident:** Non-Resident Members shall be limited to those persons who neither reside nor have their principal place of business in Hillsborough County, Florida, but are otherwise considered by the Board of Directors to meet the qualifications of the Resident category. Non-Resident Members shall be non-voting members.

 3. **Life:** Life Members shall be limited to those individuals who pay a one-time membership fee and otherwise meet the qualifications of the Resident class. Except as otherwise provided in these Bylaws, each Life member shall have the same rights and obligations as a Resident member, including voting rights.

 4. **Military:** Military Members shall be composed of Active and Retired Military within our community. Military Members shall be voting members and be entitled to all the rights and privileges of the Club

 5. **Other Categories:** The Board may designate other categories of membership. The Board of Directors shall establish the rights and privileges of each membership class.

Section 2: Membership Voting Rights: Each Resident, Military and Life member (the “Voting Members”) shall have one (1) vote at any membership meeting. No other category of Membership shall have voting rights, except as established by the Board of Directors. Voting Members have the right to review the respective minutes of each regular board meeting and membership meeting. The Voting Member is responsible for assuring the Club has a valid e-mail address for the Voting Member for purposes of notices and voting and if no e-mail exists, the Voting Member’s mailing address.

Section 3: Process of Review of Membership Applications: Any Member may propose any person or entity for membership in the Club by filing with the Club a membership proposal in the form prescribed by the Board of Directors. At intervals deemed proper by the Board, the Board shall consider the proposal for membership and may approve, postpone or reject it. Seventy-five percent of the Board of Directors at a meeting in which a quorum is present, must approve the proposal for membership before such individual or entity shall become a member of the Club.

Section 4: Inactive Status: A Member may be granted inactive status under the following circumstances:

- a) the Member submits a letter to Club requesting inactive status and stating in detail the reasons why he or she is requesting inactive status;
- b) management at its sole discretion, approves the request; and
- c) such person agrees to pay a monthly fee as set by the Board of Directors while the Membership is in inactive status.

A Member who has been granted inactive status, and who has not violated the terms of such inactive status, shall be removed from inactive status upon providing notice of such request to the Club. While on inactive status, the rights and privileges including voting rights associated with the membership are suspended.

Determinations of inactive status shall be on a case-by-case basis, and a determination in a particular case shall not be binding upon the Club in any subsequent determination.

Section 5: Spouses and Significant Others: Upon the written request of a member and until such request is withdrawn in writing, a spouse of a member in good standing (“Spouse”), or an individual involved in a long-term, committed relationship with a member in good standing who shares the same primary place of residence with that member in good standing (“Significant Other”) shall be entitled to full usage of the Club of the same membership level, provided that the Spouse or Significant Other makes application to the Club for such membership privileges and that the primary member agrees to be responsible for the charges of their Spouse or Significant Other. There shall be no initiation fee, vesting fee, quarterly minimums or monthly dues assessed against such Spouse/Significant Other memberships. Other than Voting Rights and election to the Board of Directors, the Spouses and Significant Others shall have all rights and obligations of members in the class of which their respective Spouse or Significant Other is a member.

ARTICLE II: Initiation Fees, Dues, Service Charge & Monthly Minimum

Section 1: Initiation Fees: The Board of Directors shall set the initiation fee for all membership levels. The Board, within its discretion, may provide for a discounted and/or deferred initiation fee, under specific criteria it develops.

Section 2: Dues: Dues for each category of membership shall be established by the Board of Directors, except no dues shall be assessed upon or required to be paid by Life members. Fees charged by the Club, unless specifically stated, do not include taxes or other charges as may be imposed by local, state or federal law.

Section 3: Service Charge: The Board of Directors may set and assess service charges on all meals and beverages served by the Club, and all other items and services provided by the Club to its members. Such charges shall be assessed taxes or other charges as may be imposed by local, state or federal law.

Section 4: Late Charge and Assessments: The Board may approve late charges and assessments as it deems appropriate.

Section 5: Sanctions for Failure to Pay Dues or Charges When Due: If any member fails to pay his or her Club dues, charges, or other indebtedness within sixty (60) days after the date of the bill (“Invoice Date”) is sent to the member, the Club shall mail or otherwise send to the member a notice stating that such member’s account is in arrears, and that unless payment in full is received by the Club within fifteen (15) days after the date of such notice, that his or her membership shall thereupon be suspended automatically. If the member does not pay in full the dues, charges or other indebtedness within such fifteen (15) days after the notice, a letter, signed by the President or, in his or her absence, another officer of the Club, shall be mailed or otherwise sent to the member stating that unless payment in full of such dues, charges or other indebtedness is made within fifteen (15) days after the date of the letter, such member shall be subject to being expelled from the Club by the Board of Directors. The Club may take all necessary or appropriate action to collect debts from its members.

Section 6: Survival of Member Obligations: The obligations of a member for payment of fees, dues, charges and any and all other obligations to the Club shall survive the termination or resignation of a person’s membership in the Club and any expulsion of a person from the Club, and none of such events shall constitute a waiver or forfeiture by the Club of its rights to payment thereof when due.

Section 7: Amendment and Waiver: The initiation fees, dues, service charges, late charges and any other charges imposed upon members of the Club pursuant to this Article II may be amended or waived by the Board; however, any such action shall not be deemed an amendment or waiver of the terms of these Bylaws and shall be effective only to the extent expressly designated and resolved by the Board. Notwithstanding the foregoing, no dues may be imposed upon an existing Life member at any time without the Life Member’s consent.

ARTICLE III: Disciplinary Rules

The Board shall have the power to suspend or expel any member for any misconduct which, in the sole discretion of the Board, endangers the welfare or character of the Club. No member shall be suspended (except for automatic suspensions under Article 11, Section 6 of these Bylaws) or expelled except upon affirmative vote to suspend or expel by two-thirds (2/3) vote of the entire Board of Directors. Any member considered for suspension or expulsion (except for automatic suspensions under Article II, Section 6 of these Bylaws) shall be provided written notice of such consideration prior to the Board of Directors voting to suspend or expel such member. Upon request in writing to the Board, a candidate for suspension or expulsion shall be given an opportunity to be heard before the Board in person or by his or her duly appointed representative.

ARTICLE IV: Membership Meetings

Section 1: Annual Meeting: There shall be an annual Club meeting held on a day to be selected by the Board. The Secretary shall cause to be posted on the Club's calendar, for at least thirty (30) days prior to such meeting, notice of the day and time of the regular annual meeting. The President, or in his absence, the Vice-President, shall preside at the annual meeting of the members.

Section 2: Special Meetings: The President may call special membership meetings on their own initiative and shall do so within thirty (30) days when they are requested to do so by at least five (5) members of the Board or upon receipt by them of a written petition signed by at least ten percent (10%) of the Voting Membership in good standing. The Secretary of the Club shall cause to be posted on the Club's calendar, for at least fourteen (14) days prior to such meeting, notice of the day and time and purpose of the special meeting and the agenda for the meeting and shall either (i) cause such notice of the meeting to be sent to each Voting Member of the Club at least fourteen (14) days before the special meeting, or (ii) publish such notice of the special meeting in the Club's newsletter or bulletin which is to be sent to each Voting Member of the Club at least fourteen (14) days before the special meeting, or (iii) cause notice of the meeting to be sent to each Voting Member by electronic mail at least fourteen (14) days before the meeting, provided that paper notice shall be sent to any Voting Member who does not have an electronic mail address on file with the Club. If the purpose of such meeting includes a vote of the Membership, the notice shall indicate such. Discussion and action at such meeting shall be confined to the

subject or subjects stated in the meeting notice. The President shall preside at all special meetings of the members.

Section 3: Quorum: Ten percent (10%) of Voting Members in good standing and in attendance shall constitute a quorum at any regular or special membership meeting of the Club. The order of business in each instance shall be left to the decision of the presiding officer. As to any matter to be voted upon by Voting Members at such meeting, a majority vote on such matter by Voting Members present at the meeting or voting by proxy shall prevail, so long as a quorum is present. Questions of parliamentary procedure shall be governed by application of Robert's Rules of order.

Section 4: Proxies: Every Voting Member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. The proxy must be executed in writing by the Voting Member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Club before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

Section 5: Robert's Rules: At the discretion of the president, all membership meetings may be conducted pursuant to the current edition of Robert's Rules of Order.

ARTICLE V: Board of Directors

Section 1: Number and Terms of Office: The Club shall have thirteen (13) directors. All Directors shall be Voting Members of the Club. The directors shall be divided into four categories. Three categories of directors, Categories A, B, and C shall be elected by the members of the Club. Each of these categories shall be as nearly equal in number as possible. One of such categories shall be elected each year as provided below. The terms of office for the Categories A, B, and C directors shall be for three (3) years. No director shall serve more than two (2) consecutive full terms. The fourth category of directors, Category D, shall consist of (i) the person who is currently serving as the President of the Club, who shall serve as a director while he or she is President, and (ii) the Past-President of the Club, who shall serve as a director for the

one year immediately following the expiration of his or her term of office as President, provided such person did not fail to complete his or her term as President by virtue of his or her removal or resignation, or otherwise. Categories A, B, C and D directors shall be elected from nominations made by the Club's Nominating Committee or by Voting Members as hereinafter provided and shall take office immediately upon election.

Section 2: Ex-officio Directors: The Board may have one or more ex-officio directors. Such directors shall neither count for purposes of a quorum of the Board nor shall they have a vote on any matter that may come before the Board. The term of any such director shall terminate concurrently with that of the President who appointed such director to the position through which he/she obtained ex-officio director status or at the will of such President.

Section 3: Nominating Committee/Method of Selection: The President shall appoint the Nominating Committee each year consisting of himself or herself, the President-Elect and three (3) other Voting Members, as he or she shall determine, subject to the approval of the Board. The Nominating Committee shall deliver its nominations for directors of the Club to the Secretary thirty (30) days prior to the Annual Meeting.

Any twenty (20) Voting Members of the Club may make independent nominations for directors to be elected as provided herein by filing a duly executed written nomination (setting forth the names of the nominating Voting Members and the name of the member so nominated, and executed by all nominating Voting Members) with the Secretary by October 15th. Such written nomination shall also be signed by the nominated member indicating his or her willingness to actively serve on the Board of Directors. The Secretary of the Club shall cause all complete and correct nominations including both the nominations of the Nominating Committee and any other complete and correct nominations to be placed on a Board-approved ballot for distribution to the Voting Members as set forth herein. No candidate shall be eligible for election to the Board unless he or she shall have been nominated under the provisions of this Article.

The election of members to the Board shall be conducted by written or e-mail ballot (as approved by the Board) distributed to Voting Members as set forth herein. Each Voting Member shall be entitled to vote for a single candidate for each open position. By way of illustration, if

three (3) Board positions are open, each Voting Member gets one (1) vote for each position, for a total of three (3) votes, no cumulative voting is allowed. The candidates receiving the highest number of votes for each position shall be declared to be elected prior to the end of the calendar year. The balloting and counting of ballots shall be under the supervision of a Board of Tellers, which may consist of not less than three (3) Voting Members who are not current Directors appointed by the President and the independent certified public accountant utilized by the Club.

Section 4: General Powers: The Board shall be the governing body of the Club and shall serve without compensation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be managed under the direction of, the Board of Directors, subject only to the Articles of Incorporation, these Bylaws and applicable laws.

Section 5: Meetings: The Board shall hold regular meetings at least once a month at the Club or at a place designated by the President. The President shall set the agenda for regular meetings of the Board, provided that any director may raise old or new business at the appropriate time designated by the President at such meetings. Special Board meetings may be called at any time by the President and shall be called by him upon the written request of three (3) or more directors. All directors shall use their best efforts to attend all regular and special meetings of the Board. Directors who are unable to attend any regular or special Board meeting shall use their best efforts to notify the President of their absence prior to the meeting. The Board may meet by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Meetings shall be conducted pursuant to the most recent edition of Robert's Rules of Order.

Section 6: Notice: The Board of Directors may provide by resolution the time and place for the holding of regular meetings without other notice than may be provided for in such resolution. Notice of any special meeting shall be given at least seven (7) days before the meeting by written notice delivered personally, by electronic mail or by telecopy, to each director, unless in case of emergency, the President shall prescribe a shorter notice to be given personally or by telecopying each director.

Section 7: Quorum: A majority of its members present at any meeting of the Board shall constitute a quorum of the Board.

Section 8: Manner of Acting: Except as expressly set forth otherwise herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9: Removal: The Board, at any regular or special meeting at which a quorum is present, or the membership, at any special meeting at which a quorum is present, may remove any director from office for any reason, by affirmative vote of two-thirds (2/3) of those Voting Members present at a special meeting of the members or by affirmative vote of nine (9) Directors present at any regular or special meeting of the Board.

Section 10: Vacancies: Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be appointed by the affirmative vote of a majority of the remaining directors. No vacancy shall be deemed to exist by virtue of the fact that a person is both a Category A, B, or C director and a Category D director, nor shall any vacancy be deemed to exist by virtue of the death, resignation or removal of a Category D director. A director appointed to fill a vacancy shall hold office for the remaining term of such category of directorship until his successor shall be elected and qualified, or until his earlier resignation, removal from office or death.

Section 10: Determinations not Binding on Board: Determinations by the Board of Directors with respect to the membership status or rights, privileges or responsibilities of any members shall be on a case-by-case basis, and a determination in a particular case by the Board of Directors with respect thereto shall not be binding upon the Board as precedent in any subsequent determination.

ARTICLE VI: Officers

Section 1: Enumeration of and Duties of Officers: The officers of the Club shall be a President, a President-Elect, a Past-President, a Secretary and a Treasurer, to be elected by the

Board from its own members. The same person may not hold more than one office of the Club at the same time. All officers, except (i) the President, who shall hold office by virtue of the ascension of the President-Elect as provided herein, and (ii) the Past-President who shall hold office by virtue of the ascension of the President as provided herein, shall be elected by the Board at the first Board meeting in the month following the month of the annual membership meeting, and shall take office immediately upon election. Each office shall have a term of one (1) year. No officer shall serve more than two (2) consecutive terms in the same position. Officers shall continue in office until the first Board meeting following the next succeeding annual membership meeting.

The officers shall have the following authority and duties:

- a) **President:** The President shall be the chief executive officer of the Club and shall preside at all meetings of the membership and of the Board. The President shall exercise overall supervision of Board affairs and shall provide leadership to the Board and its committees taking direction from the Board of Directors. He or she shall be an ex-officio member of all standing committees, and shall have such additional powers and duties as are prescribed by these Bylaws or, from time to time, by the Board.
- b) **President-Elect:** The President-Elect shall aid the President in the discharge of duties, shall, in the absence or disability of the President, performing the President's duties, and shall have such additional powers and duties as are prescribed by these Bylaws or, from time to time, by the Board. Upon the expiration of the President's term of office, or upon the President's earlier resignation, removal or death, the President-Elect shall become the President. The President-Elect's tenure as President shall not be shortened in the event that the President-Elect shall become the President by virtue of the prior President's resignation, removal or death.
- c) **Past-President:** The Past-President shall, in the absence or disability of both the President and the President-Elect, perform the President's duties, and shall have

such additional powers and duties as are prescribed by these Bylaws, or from time to time, the Board.

- d) **Secretary:** The Secretary shall be in charge of providing notice of all membership and board meetings, keeping the membership and Board meeting minutes and shall have such further powers and duties as are prescribed by these Bylaws or, from time to time, by the Board.
- e) **Treasurer:** The Treasurer shall be responsible for collecting, depositing and disbursing all moneys accruing to the Club. The Treasurer shall prepare and submit a report at each regularly scheduled Board meeting and shall prepare and submit at the annual meeting a statement showing the financial status of the Club.

Section 2: Nomination and Election of Officers: The President-Elect, shall make nominations for Club officers (except for President and Past-President). The President-Elect shall provide all directors written notice of its nominations at least ten (10) days prior to the Board meeting at which officers will be elected. Elections of officers shall be held at the Board meeting in the month immediately following the annual membership meeting, if practicable. The Board may elect officers from such nominations or from floor nominations made at the Board meeting. Each officer position shall be voted on individually at such Board meeting. Officers will be elected by majority vote of the Board members present at such meeting.

Section 3: Removal: The Board, at any regular or special meeting at which a quorum is present, or the membership, at any special meeting at which a quorum is present, may remove any officer from office for any reason, by affirmative vote of a two-thirds (2/3) of those Voting Members present at any special meeting of the members or by affirmative vote of nine (9) Directors present at any regular or special meeting of the Board.

ARTICLE VII: Committees

Section 1: Standing Committees: The Club shall have the following standing committees:

- a) **Executive Committee:** The Executive Committee shall be comprised of the President, the President-Elect, the Treasurer, the Secretary and one (1) other voting director designated by the President. The President shall chair the Executive Committee. The presence of at least three (3) Executive Committee members shall constitute a quorum. The Executive Committee shall act by vote of a majority of Executive Committee members present at any duly called Executive Committee meeting. The Executive Committee may consider and make recommendations to the Board on any matters of Club business. The Executive Committee may exercise the full powers of the Board, except as may be limited by law or by resolution of the Board, only during emergency situations or when time does not permit the Board to act. In such event, the Executive Committee shall communicate its decision to all Board members as soon as possible after such action is taken. The Secretary shall keep minutes of all Executive Committee meetings and shall timely provide such minutes to all Directors. The President shall give a report at each regularly scheduled Board meeting of all material business considered and actions taken by the Executive Committee.
- b) **Membership Committee:** The Membership Committee shall assist in the identification and development of new leads and prospects for Club membership and assist with membership matriculation projects. The committee chairperson shall periodically report Membership Committee findings and activities to the Board.
- c) **Food and Beverage Committee:** The Food and Beverage Committee shall make recommendations to the Board related to food and beverage service at the Club and related activity as designated by the Board of Directors. The committee chairperson shall periodically report Food and Beverage Committee findings and activities to the Board.
- d) **Member Relations Committee:** The Member Relations Committee shall assist in improving and enhancing member relations and undertake related activity. The

Committee chairperson shall periodically report Member Relations Committee findings and activities to the Board.

- e) **Finance Committee:** The Finance Committee shall consist of no less than three members appointed by the Board of Directors. The Treasurer of the Club shall be a member and chair of the Finance Committee. The Finance Committee shall be responsible for reviewing the initial draft of the Club's annual budget for the Board's consideration and review and shall advise and comment to the Board prior to the Board incurring any additional debt, along with other duties or responsibilities referred to it by the Board.

Section 2: Designation of Committee Chairs: Except as otherwise provided herein, all committee chairs for the year in which the President-Elect becomes President shall be appointed by the President-Elect and confirmed by a majority of the Board. The chair of each committee shall serve on the Board as an ex-officio member, if not otherwise serving on the Board, for a term commensurate with his/her term as a committee chairman. Committee chairs serve at the pleasure of the Board.

Section 2.1: Committee Membership: Notice shall be provided to all members identifying each committee chair and inviting members to volunteer for committee participation at least twenty (20) days before the committee members are selected. Members who are interested in participating on a committee may provide written notice of their interest to the respective committee chair. Each committee chair, in conjunction with the President-Elect, shall select the members of his or her committee.

Section 2.2: Duties and Authority of Committees: No committee except the Executive Committee shall incur any expense unless authorized by the Board, and the work of all committees shall be under the control, supervision, and direction of the Board. All committees shall keep minutes of their respective meetings and shall provide such minutes to all directors. The chair of each committee shall, at the discretion of the President, provide a report at each regularly scheduled Board meeting of all material business considered and actions taken by such committee. Committees may meet by means of a conference telephone or similar

communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Except for the Executive Committee, the presence of at least three (3) committee members shall constitute a quorum. Committees shall act by vote of a majority of committee members present at any duly called committee meeting.

Section 3: Other Committees: The President, with the advice and consent of the Board may from time to time authorize the creation of ad hoc committees that may be required to efficiently administer the Club's affairs. The chair of any such committee shall be appointed in the manner and upon the terms set forth in Section 2, above.

ARTICLE VIII: Name and Seal

The name of the Club shall be "The Tampa Club - Downtown, Inc." The Board may approve use of one or more fictitious names, which shall only be utilized as permitted by law. The corporate seal of the Club shall be circular in form with the corporate name on the face thereof, provided that such seal shall always contain the words, "Corporation Not For Profit."

ARTICLE IX: Fiscal Year

The fiscal year of the Club shall begin on January 1 and end on December 31 in each year.

ARTICLE X: Indemnification

The Club shall, and does hereby indemnify any person made a party to an action, suit or proceeding, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in their capacity as a director or officer of the Club against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Club or that he had reasonable ground for belief that such action was unlawful. The foregoing rights of

indemnification shall apply to the heirs and personal representatives of any such director or officer and shall not be exclusive of other rights to which any provision of the certificate of incorporation, by law, agreement, and vote of members or otherwise apply.

ARTICLE XI: Rules and Policies

The Board may, from time to time, implement these Bylaws with rules or policies consistent herewith relating to the Club's affairs, functions, and facilities. Any rule or policy adopted by the Board shall take effect upon posting of same on the Club bulletin board.


ARTICLE XII: Incurring of Debt

The Board shall hold a Special Meeting of the Voting Members to consider incurring of debt in excess of 10% of the prior year's annual budget and, after conclusion of such meeting: approval shall be made by no less than three quarters (75%) of the Board at a separate meeting.

ARTICLE XIII: Amendment

These Bylaws may be amended, altered, or repealed only by a majority vote of the Board at any regular or special meeting of the Board at which a quorum is present, or by all directors signing a written statement manifesting their intention that the Bylaws be amended, altered or repealed. Provided, however, that the Board shall give effect to any request to amend, alter or repeal any provision of the Bylaws upon written petition signed by a majority of the Voting Members of the Club and delivered to the Secretary. Voting Member status shall be determined as of the date any such petition is tendered to the Secretary.

ADOPTED by the Board of Directors on May 15, 2018.



Secretary