

EUSTIS GUN CLUB, INC.

Bylaws

Revised December 3, 2023

PREAMBLE

The following Bylaws shall be subject to, and governed by, Florida Statutes Chapter 617 and Articles of Incorporation of the Eustis Gun Club, Inc. Unless otherwise stated or prohibited, the Eustis Gun Club bylaws prevail over Florida Statutes 617. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of the Eustis Gun Club, Inc., it shall then be these Bylaws that shall be controlling.

ARTICLE 1 - NAME

The Corporation's legal name shall be known as Eustis Gun Club, Inc., and shall herein be referred to as the "club."

ARTICLE 2 - PURPOSE

The club is established within the meaning of IRS Publication 557 Section 501(c)(7) Organization of the Internal Revenue Code of 1986 (the Code), as amended or the corresponding section of any future federal tax code and shall be operated exclusively for the benefit of its members.

The club is organized for the pleasure and recreation of its members to enjoy and learn the sport of recreational firearm and archery shooting. To encourage sportsmanship, fellowship and the safe use and handling of firearms and archery equipment.

The club will acquire, own, lease, dispose of or otherwise control such real and personal property as may be necessary or desirable to carry out the objectives of this Corporation.

The club will also support the youth of our state and county in the safe and responsible use and handling of firearms and archery equipment through programs sponsored by board approved youth organizations. In addition, this club has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the club shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary not-for-profit purposes.

The club shall hold and may exercise all such powers as may be conferred upon any not-for-profit organization by the laws of the State of Florida and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the club. At no time and in no event shall the club participate in any activities which have not been permitted to be carried out by a club exempt under Section 501(c)(7) of the Code.

It shall be the established policy of the club not to permit its meetings or assets to be used for the support of any commercial, political, or religious purpose or for the solicitation of funds not pertaining to the benefit of the members of the club. The club will not endorse or contribute to any religious entity or political organization, candidate or party.

This is a private club, and our facilities and meetings are not open to the general public outside of board-approved special events.

ARTICLE 3 - OFFICES

The principal office of the Club shall be located at 12950 Frankies Road, Tavares, Florida 32778. The club may have other such offices as the Board of Directors may determine or deem necessary or as the club's affairs may find a need from time to time.

ARTICLE 4 - DEDICATION OF ASSETS

The properties and assets of the club are irrevocably dedicated to and for not-for-profit purposes only. No part of the net earnings, properties, or assets of this club, on dissolution or otherwise, shall be to the benefit of any person or any member, director or officer of this club. On liquidation or dissolution, all remaining properties and assets of the club shall be distributed and paid over to an organization dedicated to purposes which has established its tax-exempt status pursuant to Section 501(c)(7) of the Code.

ARTICLE 5 - NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

Election of Officers and Directors

In the interest of minimizing loss of experience and maintaining continuity, 2 officers (President, Secretary) along with 3 Directors (Directors 1,2,3 according to club email addresses) to be elected every even year. On odd years, the remaining 2 officers (Vice President, Treasurer) and 2 Directors (Director 4,5 according to club email addresses) would be voted. No board member can serve more than 2 consecutive terms without 51% of the voting membership approval.

The election of Officers and Directors shall be held in January.

In the month of October the President of the club will appoint a nominating committee consisting of up to three (3) members of the club who at the December meeting will present nominees for officers and directors for the next two (2) years.

Recommendations

No Officer or Director will make any official recommendation of any candidate for any office. No employee of the club will recommend any candidate while on duty. Employees may campaign for a candidate when they are off duty but may not wear any badge or item of apparel (i.e. Range Safety Officer shirts or badges) that show their official position.

Nominations

Nominations must be submitted in writing to the nominating committee Chairman by December 1. The nominees will be vetted by the approved Standard Operating Procedure established by the board of directors. The vetted nominees will be announced at the December general membership meeting. Nominees must be an unrestricted member or spouse/partner of their membership plan, a current member for at least two (2) consecutive years prior to the date of the election, in good financial standing and with no written or disciplinary actions against them for safety or conduct in the last three (3) years leading to their nomination. The purpose of the nominating committee is to determine if the Member seeking nomination meets the minimum qualifications and that Member is subject to a background check for the position.

Elections

Elections will be by secret written ballot in person, mail-in or online via a ballot through a secure online system. Nominees for Directors shall be voted for on one ballot. The nominees for Directors receiving the highest number of votes shall be declared elected to fill the available seats. Mail-in ballots must be received at the designated address by the appointed election representative based on dates provided yearly.

ARTICLE 6 - BOARD OF DIRECTORS

General Powers and Responsibilities

The club shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of directors of a corporation organized under Florida Statutes 617. The

Board shall establish policies and directives governing business and programs of the club and shall delegate to the President and Club staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board of Directors shall consist of the four (4) Officers of the club, and no less than three (3) but up to five (5) Directors. A board member must be able to attend up to two (2) meetings each month of their two-year term and be reasonably available for any additional meetings scheduled throughout the Term.

Board Compensation

The Board shall receive no compensation for Board duty, which is strictly a volunteer position. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the club in any other capacity and receiving compensation for services rendered, including paid employees.

Term of Board

All Board members shall enter upon their official duties in January and serve for a term of two (2) years or until successors shall be duly qualified and elected.

Vacancies

In case of a vacancy in the office of the President, the Vice President will succeed to that office. In case of vacancy in the office of the Vice President, Secretary, Treasurer, or Director, the vacancy shall be filled by the vote of the Board of Directors for the remainder of the term of that position.

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a. The death, resignation, or removal of any Director or Officer.
- b. Has missed three (3) consecutive meetings of the Board of Directors and/or Membership Meetings. Board members that can attend virtually may do so with approval by the President.
- c. A Director or Officer may be removed regardless of election or appointment if the remaining majority of the board votes he/she is not fulfilling his obligatory duties.

Any vacancy on the Board of Directors will be filled by vote of a two-thirds majority.

Resignation

Each Board member shall have the right to resign at any time upon written notice thereof to the Secretary or the President of the club. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of such resignation shall not be necessary to make it effective. Any resignation accepted may not include stipulations to said resignation and may not be rescinded without a two-thirds majority vote of the Board of Directors.

Removal

A two-thirds majority vote by the Board of Directors can force the removal of any Officer or Director with due process. Due process will follow the guidelines of disciplinary hearings.

Meetings

The Board’s regular meetings may be held at such time and place as shall be determined by the Board. The President or any three (3) regular board members may call a special meeting of the Board with five (5) days written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board. Meetings can be in-person and/or virtual.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board, in which business shall be transacted, in such order as the Board may determine from time to time. Recording of minutes can be written, audio and/or visual by equipment monitored by the Secretary. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary shall prepare the minutes of the meeting which shall be placed in the minute book, posted to the website and delivered to each Board member as soon as possible.

Action by Written Consent

Motions can be made via written electronic communications, seconded and voted by majority approval of the Board.

Quorum

At each meeting of the Board of Directors or Board Committees the presence of five (5) persons shall constitute a quorum for the transaction of business. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he is present via telephone or web conferencing with the other Board members participating in the meeting.

Voting

Each Board member shall only have one vote. In the event of a tie, a re-vote can be authorized by the Board.

ARTICLE 7 - OFFICERS

Structure and Term

The officers of the club shall be elected as set forth in Article - 5, Nomination and Election of Officers and Directors.

The same person may not hold any two officer positions concurrently. The President or a selected member of the board will run the meetings.

In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

All elected Officers shall hold office for two years or until their successors are elected.

President

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of the club subject to the control, advice and consent of the Board of Directors. The president must act on behalf of the board majority decisions and may not overrule decisions made during a meeting of the board without consulting the board in either a scheduled meeting or written notice to include all board members. The President may act once a majority vote is met.

The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the club, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the club between meetings of the Board.

The President shall be responsible for the hiring and firing of all personnel with the consent of the head of that department and/or one other officer of the Board.

The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of the club, to execute in the name of the club all contracts and other documents authorized either generally or specifically by the Board to be executed by the club, and to negotiate any and all material business transactions of the club. In addition to the duties in accordance with this Article, the President shall conduct all other duties typically pertaining to his office and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and he shall perform any other such additional duties which the Board of Directors may assign to him at their discretion.

Vice President

In the absence of the President, or in the event of his inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

Secretary

The Secretary, or his designee, shall be the custodian of all records and documents of the club, which are required to be kept at the principal office of the club, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. He shall attend to the giving and serving of all notices of the club and shall see that the seal of the club, if any, is affixed to all documents, the execution of which on behalf of the club under its seal is duly authorized in accordance with the provisions of these bylaws. In addition to the duties in accordance with this Article, the Secretary shall conduct all other duties typically pertaining to his office and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and he shall perform any other such additional duties which the Board of Directors may assign to him at their discretion.

Treasurer

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the club, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. In addition to the duties in accordance with this Article, the Treasurer shall conduct all other duties typically pertaining to his office and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and he shall perform any other such additional duties which the Board of Directors may assign to him at their discretion.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the club, as may be ordered by the Board of Directors, and shall render to the President, and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the club.

The Treasurer shall give the club a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the club of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The club shall pay the cost of such a bond.

ARTICLE 8 - MEMBERSHIP

The membership of this club shall consist of men and women of good character and community standing, eighteen (18) years of age and older, interested in a safe and family friendly place to shoot. Club membership shall be restricted to United States Citizens, and those non-citizens who have been admitted for Lawful Residence under the laws of the United States, and are not barred by any Federal, State, or local laws from owning or possessing a firearm. There will be no membership restrictions based on gender, sexual orientation, race, creed, skin color, national origin or religion. All applicants may be subject to a background check as is

stated in the membership application. However, the club is a private club and has wide discretion as to who it will admit to membership. It is recommended that members belong to a pro-Second Amendment organization.

Annual membership allows access to all club facilities, on an as available basis, for the member, his partner and immediate family under the age of eighteen (18) who have completed a safety briefing and have demonstrated safe gun handling as required of all prospective members.

The Board, at its discretion, can review and offer additional membership types.

Each primary membership shall have one vote.

Membership dues shall be payable prior to July 1st of each year. A grace period for renewals until July 15 will apply. Late fees may be imposed after July 15. If renewal dues are not received by July 15, the member's range privileges will be suspended until dues and fees for the current year have been paid in full.. After September 1 of the second (2nd) year of non-payment, the member will be removed from the rolls and must re-apply as a new member.

New members joining after July 31st will pay dues prorated based on the remaining months in the fiscal year plus an initiation fee. Said dues and fees are specified in the club's Safety and Range Rules (Range Rules) booklet and noted on the membership application.

Life membership allows access to all club facilities, for the life member, his partner and his immediate family under the age of eighteen (18) on an as available basis, for the remainder of the member's natural life. Under it's written voting process and majority vote, the board may offer new one-year plans instead of prorated new memberships.

Day Guests are allowed access to all club facilities, on an as available basis, as long as they are under the direct supervision of an Annual or Life member of the club and/or a Match Director. Members not in good standing may not attend as a guest to another member. A Day Guest fee must be paid for each guest per day. The board has set a maximum number of visits per year for Day Guests. The sponsoring member is to be completely responsible for the safe conduct of these guests per the Range Rules and must accompany said Day Guests at all times. This applies only to general range use and not scheduled matches.

If, upon presentation of evidence to the Board of Directors that an applicant or member presents a possible danger to other members, has a temperament or demeanor which tends to be offensive, or frequently uses offensive language or mannerisms, or has shown a disregard for club rules, or any other character or conduct flaws that could affect the safety of the membership or operation of the club, the Board of Directors, on its own discretion, may bar such applicant or member from membership.

Applicants shall be admitted to membership under the following procedures:

- a. A prospective member will present all necessary documentation, appropriate fees, valid ID, and proof of firearm training as detailed in the membership application.
- b. Completed a safety briefing.
- c. A probationary membership card will be issued that will be good for two (2) months.
- d. Probationary members are to demonstrate safe gun handling at the range and obtain a Range Safety Officer's signature attesting to the same on three (3) separate visits.
- e. This signed probationary card is then turned in and a permanent membership card will be issued.
- f. If an applicant is denied membership all dues and fees previously paid will be returned.

From time to time a Match, which will include non-club members, will be allowed at the club facilities. These non-club members will be assessed a nominal fee or other means of compensation with Board approval for a Day Guest status. Said day guests will be limited to five hundred (500) shooters who will have no voting rights and access will be limited to only those shooting ranges where the match is being held.

All members will abide by the rules as found in the club's Range Rules, Membership Application and Range Safety Signs.

ARTICLE 9 - COMMITTEES

Committees will be formed by the Board of Directors. A chairperson will be appointed to oversee the operation of the committee. The committee and chairperson will be appointed by formal vote.

ARTICLE 10 - MEETINGS

All meetings shall be conducted using the outline of Robert's Rules of Order.

The club shall hold membership meetings at a minimum on a quarterly basis. The Officers and Directors are authorized to change the day of the meeting.

The club may hold such other meetings as the President, Board of Directors or General Membership may desire. At no time may a meeting be held without the details being disclosed to the General Membership in the form of the minutes of the meeting. Meetings held for disciplinary matters may have some details withheld. At no time will any awards, memberships, gifts or cash be given to anyone for any reason without full disclosure to the General Membership in the minutes to include the reason for and the amount of the award. Fifteen (15) members shall constitute a quorum at any meeting of the General Membership, including five (5) Officers or Directors.

All meetings of the Board of Directors will be open to the General Membership with the exception of Disciplinary Hearings.

ARTICLE 11 - FINANCE

At the October meeting of the Board of Directors each year, a budget, in a form compatible with generally accepted accounting principles, will be prepared and presented by the Treasurer for discussion. The Treasurer will prepare and provide an advanced copy of the new budget prior to the November Board meeting for voting. The Board of Directors will present the budget for membership discussion at the December General Membership Meeting. Notice of the membership discussion of the budget must be announced to the General Membership in the customary way at least two weeks prior to the presentation of the budget to the membership.

All Treasurer's Reports and statements reflecting the balance of current assets will be available to the General Membership upon request.

The Board of Directors shall determine the official depository for club funds.

All checks must be signed by two (2) club Officers.

Expenditures for recurring operational and basic maintenance costs, approved by the Board of Directors, may be expended by the Treasurer without further approval.

Emergency expenditures not to exceed one thousand dollars (\$1000.00) may be approved by the President or Vice President. In such cases they will advise the Board of Directors of the expenditure and reason for it as soon as possible but no later than the next meeting of the Board of Directors.

ARTICLE 12 - MEMBERSHIP DISCIPLINE

No disciplinary action which could result in suspension of shooting privileges or loss of membership will be taken against any Member unless the Member is afforded due process. This does not include members asked to leave the range for the day by a Range Safety Officer.

In these cases, due process will consist of a hearing before the Board of Directors. The Member will be given written notice of the time, date, and place of the hearing, and the charges against him. The disciplinary hearing must be scheduled a minimum of two (2) weeks from the date of notifying the accused. He can elect if the hearing is to be open to the Membership or closed. He may also elect to be present or not to be present. In the event the member chooses to not be present, they may choose to elect another member to read a statement concerning their case.

The person bringing the charges against the Member is required to present clear evidence of the offense that the accused Member is charged with.

If either party of the complaint is a member of the Board of Directors, he may not vote. Both parties to the complaint also cannot be present during Board discussion or the vote. All votes will be by secret written ballot. The Vice President or Secretary will count the ballots and announce the verdict. The accused Member has the right to be present when the votes are counted and to verify the count.

The Board of Directors will decide what disciplinary action is to be imposed on the Member if found guilty. If a Letter of Reprimand is issued, it will be kept on file in the minutes of the meeting. All disciplinary hearings are to be kept confidential and are not to be discussed outside of the disciplinary hearing. It is the intention of the Board of Directors to maintain a safe and pleasant environment for the Members to enjoy the shooting sports, not to embarrass or intimidate.

ARTICLE 13 - AMENDMENTS

Written notice of the proposed amendments is given to the members at least two (2) weeks prior to voting. Amendments to these bylaws shall be adopted by the affirmative vote of two-thirds (2/3) of the total number of votes cast online or in person. Written notice of the proposed amendments shall be delivered online.

ARTICLE 14 - SHOOTING DISCIPLINES

Separate shooting disciplines within the club may be authorized by the Board of Directors. The Board of Directors will determine guidelines for procedures to be followed by the disciplines. Each shooting discipline will have a Match Director and/or Range Safety Officer on site at any time they are shooting.

ARTICLE 15 - STANDARD OF CARE

General

A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of the club and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a. One or more officers or employees of the club whom the Director deems to be reliable and competent in the matters presented;
- b. Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence; or
- c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence,

So long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 15 - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the club, or assets held by it, are dedicated.

Loans

The club shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer, unless approved by the Florida Attorney General; provided however, that the club may advance money to a Director or Officer of the club or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict-of-Interest policy is to protect the club's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its Officers or Directors, or that might otherwise result in a possible excess benefit transaction. Officers or Directors must recuse themselves if they are to benefit in any aspect of the situation. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to not-for-profit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

Restriction on Interested Directors

An interested person is:

1. Any person currently being compensated by the club for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director.
2. Any significant other/spouse, brother, sister, parent, ancestor, descendant, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of a personal or financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of a personal or financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

1. Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
2. The President or Vice President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Board shall determine whether the club can obtain with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under the circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the club, for its own benefit,

and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

Violations of Conflict-of-Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

1. The names of all the persons who disclosed or otherwise were found to have a personal or financial interest in connection with an actual or possible conflict of interest, the nature of the interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict-of-Interest Policy

Each Director, Officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

1. Has received a copy of the conflict-of-interest policy
2. Has read and understands the policy
3. Has agreed to comply with the policy
4. Understands that the club is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Violation of Loyalty - Self-Dealing Contracts

A self-dealing contract is any contract or transaction (1) between this club and one or more of its directors, or between this club and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or (2) between this club and a corporation, firm, or association of which one or more of its directors are Directors of this club. Said self-dealing shall not be void or voidable because such Directors of corporation, firm, or association are parties or because said Directors are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

1. All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the interested Director in good faith (without including the vote of any membership owned by said interested Director);
2. All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith, without counting the vote of the interested Director, and the contract is just and reasonable as to the club at the time it is authorized, approved, or ratified; or
3. As to contracts not approved as provided in above sections (1) and/or (2), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the club at the time it was authorized, approved, or ratified.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Indemnification

To the fullest extent permitted by law, the club shall indemnify its agents, as described by law, including its Directors, Officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any proceeding, and including any action by or in the right of the club, by reason of the fact that the person is or was a person as described in Florida Statutes. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any proceeding shall be advanced by the club of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the club for those expenses.

The club shall have the power to purchase and maintain insurance on behalf of any agent of the club, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 16 - FISCAL YEAR

The fiscal year for this club shall end on December 31, of each year.

ARTICLE 17 - CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Florida Statutes as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neutral, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Corporation/Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible the remainder of these bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Adopted January 13, 2019, Revised April 24, 2019, November 10, 2019, September 12, 2021, June 11, 2023

CERTIFICATE OF SECRETARY

I, _____, certify that I am the current elected and acting Secretary of the benefit club, and the above bylaws are the bylaws of this club as adopted by the Board of Directors on _____, and that they have not been amended or modified since the above date.

Executed on this day of _____, in the County of Lake in the State of Florida.

Duly Elected Secretary
