

BYLAWS OF
FLORIDA G35 CLUB, INC.

ARTICLE I
Corporate Name

The name of the corporation is **Florida G35 Club, Inc.**, a Florida corporation, Not-For-Profit, referred to below as the “Club”. The principal office of the Club shall be located in Oviedo, Florida, but meetings of members and directors may be held at places within the State of Florida as may be designated by the Board of Directors from time to time. The principal mailing address of the Club is PO Box 622798, Oviedo, FL 32762-2798.

ARTICLE II
Classes of Membership

1. Classes of members. The Club shall have six (6) classes of members. The member classes shall be described as follows:
 - A. Charter Member
 1. A Charter Member is any member who joined on or before January 31, 2005 and paid for a minimum one (1) year membership.
 2. Each Charter Member must remain in “good standing” to maintain their Charter Member status.
 3. All Charter Members may, prior to the expiration of their current membership, renew their membership at either the General or Premier Membership level while maintaining their Charter Member status and benefits.
 4. Each Charter Member will receive any and all benefits and privileges of a Premier Member, described in more detail below.
 5. All Charter Members receive an automatic ten percent (10%) reduction on membership renewal.
 6. Every Charter Member must be a current Florida resident and proof of such residence shall be given upon the request of any Officer or Director. If and when a Charter Member no longer resides in the State of Florida, their Charter Member status shall automatically revert to an Out-of-State Member status.
 - B. General Member
 1. A General Member is one who pays the required dues for either a one (1) year or (2) year membership.

2. Every General Member must be a current Florida resident and proof of such residence shall be given upon the request of any Officer or Director. If and when a General Member no longer resides in the State of Florida, their General Member status shall automatically revert to an Out-of-State Member status.

C. Premier Member

1. A Premier Member is one who pays the required dues for a three (3) year membership.
2. Every Premier Member must be a current Florida resident and proof of such residence shall be given upon the request of any Officer or Director. If and when a Premier Member no longer resides in the State of Florida, their Premier Member status shall automatically revert to an Out-of-State Member status.

D. Family Member

1. Any General or Premier Member can upgrade their membership to include any one (1) additional immediate family member.
2. Immediate family members will be defines as spouse, mother, father, daughter, son or a legal guardian.
3. As with any General or Premier membership, all Family Members must be a current Florida resident. When one of the Family Members no longer reside in Florida, then both family members lose Family Member status and the family member who no longer resides in the State of Florida shall automatically revert to an Out-of-Member status.

E. Honorary Member

1. An Honorary Member is a membership status that can only be designated by the Directors at their full discretion.
2. An Honorary Member has no required dues or fees.
3. An Honorary Member maintains its status for a period of one (1) year or until the status is revoked by the Directors at their full discretion, whichever is shorter.
4. An Honorary Member has no voting privileges within the Club.
5. An Honorary Member is not entitled to any benefits of the Club.

F. Out-of-State Member

1. An Out-of-State Member is any person who does not reside within the State of Florida who wishes to contribute to the Florida G35 Club.
2. An Out-of-State Member must pay an amount equivalent to either the

- General or Premier membership dues.
3. An Out-of-State Member has no voting privileges within the Club.
 4. At the sole discretion of the Board, an Out-of-State Member may be eligible for certain Club benefits.
2. **Qualifications.** Any individual that pays the dues as sanctioned by the Board and that agrees to be bound by the Articles of Incorporation of this organization, by these Bylaws and by any rules and regulations adopted by the Board, is eligible for membership in the Club.
 3. **Admission to Membership.** The Board shall prescribe the form and manner in which application may be made for membership. The Board, by majority vote, shall have the vested power to accept or deny any membership application, with or without cause.
 4. **Property Rights.** No member shall have any right, title, or interest in any of the property or assets of the Club, nor shall any of the Club's property or assets be divided to any member on its dissolution or winding up.
 5. **Liability of Members.** No member of the Club shall be personally liable for any of its debts, liabilities, or obligations.
 6. **Transfer, Termination, and Reinstatement.** Membership in the Club is not transferable. Membership shall terminate on the resignation or death of a member, expulsion of the member or on a member's failure to pay the dues required by the Club prior to the expiration of their membership. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

ARTICLE III

Membership Fees and Dues

1. **Amount.** The amount of the annual membership dues for each class of membership shall be determined by the Board at their annual meeting.
2. **Payment of Fees and Dues.** All fees and dues shall be due and payable prior to accepting membership within the Club. All membership renewals must be paid on or before the day on which the current membership expires. If the member fails to renew prior to the expiration of the membership, then that membership is in default and automatically terminated.

ARTICLE IV

Membership Cards

1. Membership Cards. The Board may provide for the issuance of Membership Cards evidencing membership in the Club in a form determined by the Board. All membership cards shall be consecutively numbered and describe the class of membership purchased or issued as the case may be. The name and address of each member and the date of issuance of the membership card shall be entered on the records of the Club. If any membership card becomes lost, mutilated, or destroyed, a new membership card may be purchased to replace it on terms and conditions determined by the Board

ARTICLE V

Meetings of Members

1. Member Meeting. Meeting of the members shall be held at a time and place to be determined by the Board.
2. Special Meetings. Special meetings of the members may be called at any time by the President or by the Board, or on written request of a majority of the members.
3. Notice of Meeting. Written notice of each meeting of members shall be given by or at the direction of the Secretary or person authorized to call the meeting, by mailing, either by regular US Mail or by email, a copy of the notice at least two (2) days before the meeting to each member entitled to vote, addressed to the members postal address or email address last appearing on the books of the Club, or supplied by the member to the Club for the purpose of the notice. The notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
4. Quorum. The presence at the meeting of the members entitled to cast votes equal to one-third (1/3) of all members shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation or these Bylaws. If, however, the quorum shall not be present or represented at the meeting, the members entitled to vote 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.
5. Proxies. At all meetings of members, each member may vote in person or by proxy. All proxies shall be signed in writing and filed with the Secretary before the appointed time of the meeting in order to be effective. Every proxy shall be revocable prior to the time a vote is cast according to the proxy and shall automatically cease on conveyance of the member's vote.
6. Vote Required. At every meeting of the members, the owner or owners of each vote, either in person or by proxy shall have the right to cast one vote. Provided a quorum is present, the vote of the majority of those present, in person or by proxy, shall decide any

question brought before the meeting, unless the question is one which, by expressed provision of these Bylaws, a different vote is required. In that case, the expressed provisions shall govern and control. Any vote may be taken by proxy, written ballot, a show of hands, or by any other means prescribed by the Board.

7. In the Event of a Tie. In the event there is a tie of a vote, the President shall cast a tie-breaking vote, which shall be in addition to the vote to which he or she may be entitled as a member of the Club.
8. Minutes. Minutes of all meetings shall be kept in a professional manner and be available for inspection by the members and Board at all reasonable times.

ARTICLE VI

Membership Status

1. Good Standing. All members must remain in good standing and uphold and comply with these bylaws and the Club's Articles of Incorporation. A member ceases to be in good standing if the member falls into any of the following categories:
 - A. If the member has been banned from the Club's official Forum, as designated by the Board;
 - B. If the member has failed to pay his/her annual dues, renewal fee for their membership or any other debt due and owing by the member to the Club; or
 - C. If, by majority vote, the Board elects to terminate a member's membership status.
2. Expulsion. Any member may be expelled with or without cause by special resolution of the Board. The procedure shall be set forth as follows:
 - A. A special Board meeting for expulsion of a member must be called for and noticed, either by regular US Mail, email or a posting on the Club's official forum, by any director.
 - B. The notice shall state that a special meeting of the Board has been called upon for the expulsion of a member and such meeting must be convened seven (7) days from the date of the notice.
 - C. Upon notice being sent out, the member in question is automatically put on probation, wherein that member temporarily loses all benefits and privileges.
 - D. The member in question is allowed to submit a written report to the Board no later than twenty-four (24) hours prior to the noticed special Board meeting discussing the issues at hand.
 - E. At the expulsion meeting, the Board shall discuss the issues at hand and

then take a vote. An expulsion of a member must be done by majority vote of the directors in attendance at the expulsion meeting.

ARTICLE VII

Chapter Designation

1. Chapter Designation. Every member shall be placed, for any and all purposes designated by the Board, into one of three (3) Florida Chapters, which are to be assigned by the member's current Florida address. The designations are as follows:
 - A. North Florida ("NFL") shall be comprised of the following counties: Escambia, Santa Rosa, Okaloosa, Walton, Holmes, Washington, Bay, Jackson, Calhoun, Gulf, Gadsden, Leon, Liberty, Franklin, Wakulla, Jefferson, Madison, Taylor, Hamilton, Suwannee, Lafayette, Dixie, Gilchrist, Levy, Columbia, Baker, Nassau, Duval, Union, Clay, Bradford, St. Johns, Putnam, Alachua, Marion and Flagler.
 - B. Central Florida ("CFL") shall be comprised of the following counties: Citrus, Sumter, Lake, Volusia, Hernando, Pasco, Seminole, Orange, Brevard, Indian River, Osceola, Polk, Hillsborough and Pinellas.
 - C. South Florida ("SFL") shall be comprised of the following counties: Manatee, Hardee, Highlands, Sarasota, Desoto, Okeechobee, St. Lucie, Martin, Charlotte, Glades, Lee, Hendry, Palm Beach, Collier, Broward, Monroe and Miami-Dade.

ARTICLE VIII

Board of Directors: Selection - Term of Office

1. Number of Directors: The affairs of the Club shall be managed and governed by a Board of Directors composed of a maximum of nine (9) members. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or these bylaws, but the corporation must never have fewer than three (3) directors.
2. Term of Office. Each member of the Board shall serve for a term of one (1) year or until such a time as a successor is chosen.
3. Removal. Any director may be removed from the Board with or without cause by a majority vote of the membership or of the Board.

4. Compensation. No director shall receive compensation for any service rendered to the Club. However, any director may be reimbursed for actual expenses incurred in performance of the director's duties.

ARTICLE IX
Nomination and Election of Directors

1. Nomination. Nomination to the Board of Directors shall be made by any member.
2. Qualifications. Any member in good standing who is of twenty-one (21) years of age or older at the time of the election may be nominated for the position of director for his or her Chapter.
3. Election. Election to the Board of Directors shall be by secret written ballot. The ballots shall be mailed out to the voting members, either by regular US Mail or by email. All ballots must be signed in writing and received by the Secretary no later than three (3) days prior to the noticed meeting at which the election results will be certified. The persons receiving a majority of the votes cast for that position shall be elected. Cumulative voting is not permitted.
4. Vote for Directors by Chapter. Every member who is entitled to vote for their representative to the Board may only use his or her votes towards the Board of Director candidates in their own Chapter. Each member shall only be entitled to the same number of votes as there are director positions available in their Chapter.

ARTICLE X
Powers and Duties of the Board of Directors

1. Except as otherwise provided in the Articles of Incorporation or Bylaws, the powers of the Club shall be exercised, and its affairs conducted by the Board of Directors, which may, however, delegate the performance of any duties or the exercise of any powers to officers and agents designated by resolution of the Board of Directors.
2. Committees. The Board shall appoint any standing committees as are required under the Articles of Incorporation or these Bylaws, as well as any other committees as are necessary or desirable from time to time. The committees shall exist for a period of time, have any authority, and perform any duties as the Board determines, from time to time, in its discretion.

ARTICLE XI
Meetings of Directors

1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, at a place and hour as may be fixed from time to time by the Board. Regular meetings of the Board may be held without notice of the date, time, place, or purpose of the meeting. Such meetings can be held in person, via phone conference, via electronic forums or by any other means available to communicate electronically.
2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Club or by any two directors after at least two days notice of the date, time, and place of the meeting to each director. The notice need not describe the purpose of the special meeting unless required by the Articles of Incorporation or these Bylaws.
3. Quorum. One-third (1/3) of the directors shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors unless the Articles of Incorporation or these Bylaws require the vote of a greater number of directors. If at any meetings of the Board there shall be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present.
4. Attendance at Meeting. A director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless:
 - A. The director objects, at the beginning of the meeting or promptly upon his or her arrival, to holding the meeting or transacting specified affairs at the meeting; or
 - B. The director votes against or abstains from the action taken.

ARTICLE XII

Officers and Their Duties

1. Enumeration of Officers. The officers of the Club shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and any other officers as the Board may from time to time by resolution create.
2. Members of the Board of Directors may also serve as officers of the Club.
3. Election of Officers.
 - A. President/Vice-President. The election of the President and Vice President shall be by vote of the members and be placed on the same ballot as the elections for the Board of Directors. A President/Vice President election ticket should be nominated by any member. Both the President and Vice-President must be from the same Chapter and run on the same platform.

Each member shall be entitled to one (1) vote for the President/Vice-President of their choice. The President/Vice President ticket that receives the greatest number of votes shall be elected. The winning President/Vice-President ticket shall automatically take two (2) spots on the Board of Directors as representatives of their respective Chapter. Any remaining director spots for that Chapter shall be filled by the next director nomination receiving the most votes.

- B. Secretary. The Secretary shall be appointed by the President as his or her first act of business
 - C. Treasurer. The Treasurer shall be appointed by the President as his or her first act of business.
4. Term. The officers of the Club shall be elected annually and shall each hold office for one year unless that officer resigns sooner, or is removed or otherwise disqualified to serve.
 5. Special Appointments. The Board may appoint any other officers as the affairs of the Club may require, each of whom shall hold office for any period, have any authority, and perform any duties as the Board determines from time to time.
 6. Resignation and Removal. Any officer may be removed from office with or without cause, by the vote of the majority of the board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. The resignation shall take effect on the date of receipt of the notice or at any later time specified in it, the acceptance of the resignation shall not be necessary to make it effective.
 7. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the board. The officer appointed to the vacancy shall serve for the remainder of the term of the officer replaced.
 8. Multiple Offices. The offices of President and Secretary may not be held by the same person.
 9. Duties. The duties of the officers are as follows:
 - A. The President, who shall also serve as Chairman of the Board, shall preside at all meetings of the Board of Directors and meetings of the members; shall see that orders and resolutions of the board are carried out; shall appoint a Secretary and a Treasure for any meeting in which the appointed Secretary or appointed Treasure is not in attendance or otherwise absent; shall sign all leases, mortgages, deeds and other written instruments and shall cosign all checks and promissory notes; and shall have all of the powers and duties which are easily vested in the office of the president of a corporation. The

President shall be the spokesman of the Club at all public and private functions endorsed by the Board.

- B. The Vice President shall act in the place and stead of the President in the event of absence, or inability of the President to act, and shall exercise and discharge any other duties as may be required of the Vice President by the Board of Directors.
 - C. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board of Directors and of the members; serve notice of meetings of the Board of Directors and of the members; keep appropriate current records showing the members of the Club together with their addresses; and shall perform any other duties as may required by the Board of Directors.
 - D. The Treasurer shall receive and deposit in appropriate bank accounts, all monies of the Club and shall disburse any funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the Club along with the President; keep proper books of accounts; and shall prepare a statement of income and expenditures to be presented to the membership at its regular meeting, and deliver a copy or make a copy available to each member.
 - E. Officers shall serve without compensation. This provision shall not preclude the Board from hiring a director as an employee of the Club or preclude the contracting with a director or a party affiliated with a director for the management or performance of contract services for all and part of the duties and obligations described in the declaration.
10. Checks or Other Expense. Any check written or other expense of the Club over \$250.00 requires prior approval from the Board. All checks written for any Club expense shall be cosigned by the President and at least one other officer of the Club.

ARTICLE XIII **Committees**

- 1. The Board of Directors shall have power to appoint by resolution special or regular committees on an as needed basis.

2. Terms of Office. Each member of a committee shall continue as a member of the committee for a period of one year and/or until his or her successor is appointed, unless the committee shall, sooner abolish, or unless the member is removed or ceases to qualify as a member of the committee.
3. Chairperson. One member of each committee shall be appointed chairperson by the President of the Club.
4. Vacancies. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as provided in the case of original appointments, and any member elected in this manner shall be elected for the unexpired term of his or her predecessor.
5. Quorum. A majority of the whole committee shall constitute a quorum and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.
6. Rules. Each committee may adopt rules and regulations for its meetings and the conduct of its activities which it deems appropriate; provided, however, that the rules and regulations are consistent with these Bylaws, and provided further that regular minutes of all proceedings are kept.

ARTICLE XIV Miscellaneous

1. Books and Records. The Club shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors, and committees, and shall keep at the registered principal office a membership book giving the names and addresses of members entitled to vote. All books and records of the Club may be inspected by any director or member or the agent or attorney of either, or any proper person, at any reasonable time.
2. Fiscal Year. The fiscal year of the Foundation shall begin on January 1 and end on December 31st of each year.

ARTICLE XV Amendments

1. Power of Directors to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws and the Florida Not-For-Profit Corporation Act, concerning Club action that must be authorized or approved by the members of the Club, the Bylaws of the Club may be amended, repealed, added to or new Bylaws may be adopted, by a

resolution of the Board of Directors.

2. Powers of Members to Amend Bylaws. The Bylaws of this Club may be amended, repealed, or added to, or new Bylaws may be adopted by the vote of two-thirds (2/3) of the members entitled to vote at a meeting duly called for the purpose according the Articles of Bylaws or by two-thirds (2/3) vote of the Board.

ARTICLE XVI
Dissolution

1. The Club may be dissolved by the vote of a two-thirds majority of its members or by unanimous vote of the Board. In the event of dissolution, the property of the Club shall be distributed according to the Articles of Incorporation.

FLORIDA G35 CLUB, INC.

By: _____
Todd Neff
President and Chairman of the Board