

**By Laws of
The Optimist Club of Cooper City,
An Affiliate of Optimist International**

Last Amended: January 2, 2026

ARTICLE I

NAME AND OFFICE

SECTION 1. Name. The name of the corporation is Optimist Club of Cooper City, Inc., a Florida not-for-profit corporation (“**Club**”). The Club is a recognized branch of Optimist International.

SECTION 2. Incorporation; Registered Office. The registered office and principal place of business shall be located within Broward County, Florida, as determined from time to time by the Board of Directors (the "**Board**"). The registered agent shall serve at the pleasure of the Board and may be changed at any time by majority vote of the Board. Any change to the registered office or registered agent shall be promptly reported to the Florida Division of Corporations in compliance with Applicable Law.

SECTION 3. Purpose. The Club is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "**Code**"). The Club’s mission is to provide youth programs, including athletic, educational, and recreational initiatives, to promote the development of good character, citizenship, leadership, and healthy lifestyles among youth and families in Cooper City, Florida, and surrounding communities.

**ARTICLE II
DEFINITIONS**

SECTION 1. Definitions.

- A. “**Applicable Law**” means all governing law affecting Florida not for profit corporations, federal tax-exempt organizations, and any other law applicable to the Club’s operations.
- B. “**Articles**” means the Articles of Incorporation of the Club, as amended from time to time.
- C. “**Authorized Officer**” means any Officer or other individual formally authorized by Board resolution (or, in the case of the Secretary, as approved by the President) to sign, approve, or certify documents on behalf of the Club.
- D. “**Board of Directors**” or “**Board**” means the Board of Directors of the Club.
- E. “**Code of Conduct**” means the code of conduct adopted by the Board governing

expected behavior of Members, volunteers, Officers, and Directors, as amended.

- F. **“Conflict of Interest Policy”** means the Club’s conflict of interest policy attached (or incorporated by reference) as **Exhibit A**, as amended by the Board.
- G. **“Director”** means an individual serving on the Board.
- H. **“Document Retention Policy”** means the Club’s document retention and destruction policy attached (or incorporated by reference) as **Exhibit B**, as amended by the Board.
- I. **“Executive Committee”** means any committee of Directors established by the Board under Article VIII with authority delegated by the Board.
- J. **“Life Member”** means a Member who (a) has been in good standing for at least ten (10) consecutive years; (b) has served on the Board for at least six (6) years (consecutively or non-consecutively); and (c) has been approved as a Life Member by at least a two-thirds (2/3) vote of the Board. Life Members are exempt from annual dues unless a different policy is adopted by two-thirds (2/3) vote of the Board.
- K. **“Member in Good Standing”** means a Member whose membership rights have not been suspended by the Club and who is current in all financial and compliance obligations.
- A. **“Member”** means a Member of the Club admitted under Article III.
- L. **“Optimist International Bylaws”** means the bylaws of Optimist International, as amended from time to time.
- M. **“Optimist International”** means Optimist International, a Missouri nonprofit corporation.
- N. **“Policies & Procedures Manual”** means the Club’s policies and procedures manual attached (or incorporated by reference) as **Exhibit C**, as amended by the Board. In the event of a conflict between the Policies & Procedures Manual and these Bylaws, these Bylaws shall supersede and govern.

“Sports Commissioner” means a Member who volunteers to operate an individual sports program (including operations and budgets) for the Club and who has been approved by majority vote of the Board and general membership. Sports Commissioners must remain Members in Good Standing and comply with all background check requirements in accordance with Article III.

ARTICLE III MEMBERSHIP

SECTION 1. General Requirements. Applications for membership in the Club shall be approved in accordance with the terms of the Club Bylaws, Optimist International Bylaws, and such rules, procedures, and limitations as may be established by the Board of Directors, from time to time. Membership is open to any individual who: (a) is at least eighteen (18) years of age; (b) completes and submits a membership application; (c) is sponsored by a current Member in good standing; (d) successfully passes and maintains a Level 2 background check (or such other screening standard as the Board may adopt); and (e) is approved by majority vote of the Board. The Board may establish additional reasonable procedures or limitations for admission. Membership must be renewed annually in the manner established by the Board. All Members agree to uphold the principles and values of the Club and shall act in good faith to support its mission.

SECTION 2. Classes of Membership. The Club shall have the following classes of membership:

- A. **At-Large Members:** Individuals admitted under Section 1.

- B. **LifeMembers:**
See Article II, Section 1(J). No more than two (2) Life Members may be approved in any calendar year unless the Board authorizes an exception for good cause by majority vote.

SECTION 3. Compliance with Policies. All Directors, Officers, committee members, and volunteers must comply with the Club's Conflict of Interest Policy, Document Retention Policy, Code of Conduct, and Policies & Procedures Manual (collectively, the "**Club Policies**").

SECTION 4. Rights and Privileges. Each Member in good standing is entitled to one (1) vote on each matter submitted to the Members and shall have such other rights, privileges, and responsibilities as the Board may determine, subject to these Bylaws. Subject to eligibility requirements and available seats, any Member in Good Standing may be nominated to serve on the Board or participate on Club committees.

SECTION 5. Suspension for Nonpayment. If any Member fails to pay amounts due to the Club within ninety (90) days after written notice, the Board may suspend some or all membership rights, privileges, and benefits until all amounts are paid. Examples include withholding directory listings, advertising, and attendance at events. A Member suspended for nonpayment is ineligible to run for the Board or hold Club office and may be suspended from any current Board seat until the delinquency is cured. Any such suspension shall be noted in the Club's membership records.

SECTION 6. Suspension or Termination for Cause. Membership may be suspended or terminated by a two-thirds (2/3) vote of the Board for: (a) failure to pass or maintain required background screening; (b) conduct materially detrimental to the Club's mission or reputation; or (c) material violation of the Club Policies, these Bylaws, or other governing documents. The

Member shall be given notice of the proposed action and an opportunity to be heard (in writing or at a meeting) before the Board acts.

SECTION 7. Resignation. A Member may resign at any time by written notice to the Secretary. Resignation does not relieve the Member of obligations incurred and unpaid before resignation became effective.

SECTION 8. Reinstatement. A former Member (whether resigned, lapsed, or suspended) may apply for reinstatement under the then-current admission procedures. The Board may condition reinstatement on satisfaction of prior obligations. Reinstatement may also be conditioned on signing a new acknowledgment of the Club Policies.

SECTION 9. Membership Records. The Club shall maintain an alphabetical list (or database) of all Members and their voting status. Access to membership records shall be provided in the manner and to the extent required by Applicable Law and Board policy. No Member shall use membership records for personal, commercial, or political purposes.

ARTICLE IV ANNUAL DUES

SECTION 1. Setting Dues. The Board shall determine the amount of annual dues, fees, and other assessments payable by Members and shall publish a dues schedule. *The dues schedule shall be published annually and made available to all Members upon request.*

SECTION 2. Payment: Renewal. All dues are payable on or before each Member's renewal date, or such unified billing cycle as may be adopted by the Board and shall be deemed late after thirty (30) days of nonpayment unless otherwise determined by the Board. Unless terminated, membership renews automatically from year to year upon timely payment. Dues are generally payable in advance for the twelve (12) month period to which they relate, unless the Board authorizes payment in installments, grace periods, or alternate billing schedules.

SECTION 3. Waivers: Adjustments: Life Member Exemption. The Board may waive, reduce, or defer dues, fees, or charges for particular Members upon written request and a showing of good cause. Life Members are exempt from annual dues unless a different policy is adopted by a two-thirds (2/3) vote of the Board.

ARTICLE V MEETING OF MEMBERS

SECTION 1. Annual Meeting. An annual meeting of Members shall be held each year in the month of May (or such other month as the Board may designate) for the election of Directors, Officers, and the transaction of such other business as may properly come before the Members. Written notice stating the date, time, place (or platform), and agenda items to be voted upon shall be sent to each Member at least thirty (30) days before the meeting.

SECTION 2. Regular Meetings. The Club should hold at least ten (10) general membership meetings each year on a regular schedule established by the Board (for example, the first Thursday of each month, with adjustments for holidays). Meetings are open to all Members

and shall be open to the public per the current Field Use Agreement.

SECTION 3. Special Meetings. Special meetings of the Members may be called by: (i) the President; (ii) the Board, by majority vote; or (iii) Members representing at least twenty five percent (25%) of the total membership by written demand stating the purpose of the meeting. If the Board does not issue notice of a Member-demanded special meeting within thirty (30) days after receipt of the demand, the Member(s) signing the demand may set the time and place and issue the notice.

SECTION 4. Notices. Unless otherwise prohibited in these Bylaws or by state law, all notices and other communications required by these Bylaws or state law shall be in writing and shall be deemed to have been duly given if delivered by:

- A. Personal delivery to the addressee; or
- B. United States mail, first class, postage prepaid; or
- C. Electronic mail; or
- D. Any means permitted by law.

SECTION 5. Quorum. A Quorum shall consist of twenty-five percent (25%) of the Members entitled to vote, which shall not be reduced below the minimum required by Fla. Stat. § 617.0725. At any duly called meeting of the Members at which a quorum is present, the act of a majority of the Members present shall be the act of the Members on any matter, except where the act of a greater number of Members is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Members, a majority of the Members present may adjourn the meeting from time to time, without further notice, until a quorum is present. For purposes of these Bylaws, the term “**present**” or “**presence**” means physical attendance at a meeting.

SECTION 6. Voting and Proxies; Virtual Attendance. Each Member in good standing shall be entitled to one (1) vote on each matter submitted to the Members. Voting on all matters may be conducted by mail, telephone call or electronic mail, or any other means of electronic or telephonic transmission; provided, that the Member shall state, or submit information from which it can be determined, that the method of voting chosen was authorized by the Member. No proxy voting shall be permitted under any circumstances. Only the Member entitled to vote may cast their vote. Any vote by proxy, whether written, verbal, or electronic, shall be invalid and not accepted. Members may attend meetings remotely using electronic means approved by the Board. Remote attendance does not count as voting unless physical presence is waived by Board resolution in advance. Remote attendance shall not count toward quorum or voting unless explicitly authorized in advance by Board resolution and in compliance with Fla. Stat. § 617.0721.

SECTION 7. Electronic Signatures. Whenever these Bylaws require a signature on a document, record or instrument, an electronic signature satisfies that requirement only if: (a) the

Board of Directors has affirmatively published regulations permitting an electronic signature as a substitute for a written signature; and (b) the electronic signature is easily recognizable as a secure electronic signature which is capable of verification, under the sole control of the signatory, and attached to the electronic document in such a way that the document cannot be modified without invalidating the signature; or (c) the Board of Directors reasonably believes that the signatory affixed the electronic signature with the intent to sign the electronic document, and that the electronic document has not been modified since the signature was affixed. The Board of Directors may require reasonable verification of any electronic signature, document, record or instrument. Absent or pending verification, the Board may refuse to accept any electronic signature or electronic record that, in the Board's sole discretion, is not clearly authentic. Neither the Board of Directors nor the Club shall be liable to any Member for accepting or acting in reliance upon an electronic signature or electronic record that the Board reasonably believes to be authentic or rejecting any such item which the Board reasonably believes not to be authentic. Any Member who negligently, recklessly, or intentionally submits any falsified electronic record or unauthorized electronic signature shall fully indemnify the Club for actual damages, reasonable attorneys' fees actually incurred, and expenses incurred as a result of such acts. Electronic signatures may be used in lieu of written signatures for ballots, consents, and attendance logs if authorized by Board resolution.

SECTION 8. Action Taken Without A Meeting. In the Board's discretion, any action that may be taken by the Members at any annual or special membership meeting may be taken without a meeting by written ballot or written consent as provided below.

- A. Written Ballot. A written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only if: (i) the number of ballots returned meets the quorum requirement for a meeting; and (ii) the number of affirmative votes meets the same threshold that would apply if the action were taken at a meeting. All solicitations for votes by written ballot shall: (a) indicate the number of responses needed to meet the quorum requirements; (b) state the percentage of approvals necessary to approve each matter, other than election of Directors; and (c) specify the time by which such ballot must be received by the Board of Directors in order to be counted. A ballot may not be revoked. The Club shall maintain such ballots in its file for at least three years. Approval of any action taken by written ballot shall be effective upon the receipt of the affirmative vote necessary to take such action.
- B. Written Consent. Approval by written consent shall be valid only when the affirmative written consents received equals or exceeds the vote that would be required to approve the matter at a meeting. Consents shall be filed with the minutes of the next following membership meetings. Approval of any action taken by written consent shall be effective ten (10) days after sending the notice of approval described below, unless a different effective date is stated in the consent.
- C. Notice to Members of Approval. If an action of the Club's membership is approved by written ballot or written consent, the Board of Directors shall issue notice of such approval to all Members.

SECTION 9. Order and Conduct of Business. The President shall establish the agenda for, and preside at, and the Secretary shall keep the minutes of, all membership meetings. The

Board of Directors may establish rules of conduct and the order of business for all membership meetings. When not in conflict with these Bylaws, the Articles of Incorporation, or meeting procedures adopted by the Board of Directors, Robert's Rules of Order (latest edition) shall govern all membership meetings. The Board, acting by majority vote, excluding the vote of any person sought to be removed, if applicable, may order the removal of anyone attending a membership meeting who, in the opinion of the Board, disrupts the conduct of the business at such a meeting. The use of Robert's Rules of Order may be partially or wholly suspended by majority vote of the Members. In the event of any dispute concerning the meaning of any meeting rules, including Robert's Rules of Order, the decision of the President, who may consult with counsel, shall be final and binding.

ARTICLE VI BOARD OF DIRECTORS

SECTION 1. Powers of the Board of Directors. The affairs of the Club shall be managed under the direction of the Board of Directors. The Board of Directors shall have supervision, control, and direction of the affairs and property of the Club, shall determine the policies of the Club, shall actively pursue the purposes and objectives of the Club, and shall ensure that the Club and its Bylaws comply with the policies and procedures of Optimist International, and shall have discretion in the use and disbursement of Club funds. The Board of Directors may adopt such rules, regulations and procedures for the conduct of its business, for the execution of its powers, for the implementation of these Bylaws, and for the fulfillment of the purposes and objectives of the Club as it shall deem necessary or advisable. The Board shall ensure that all policies, resolutions, and expenditures are recorded in the Club's official records and meeting minutes.

SECTION 2. Composition of the Board.

- A. Generally. The Board of Directors shall consist of not fewer than fifteen (15) and not more than twenty-five (25) Directors, as set by Member vote at the Annual Meeting. To be eligible to run for a seat on the Board of Directors, a Member must be a Sports Commissioner or be a Member in Good Standing and have attended at least seventy-five (75%) percent of general membership meetings in the previous calendar year, unless waived for good cause by majority vote of the Board.

- B. Composition. Eight (8) seats are reserved for Sports Commissioners (or the number of active sports programs, if greater or fewer). Five (5) seats are reserved for Life Members who attended at least seventy-five (75%) percent of general membership meetings in the previous calendar year, unless waived for good cause by a majority vote of the Board. All remaining seats are At-Large. Notwithstanding anything herein to the contrary and subject to modification by any field use agreement in place with the City of Cooper City, the board shall have at least seventy-five percent (75%) of its members Cooper City residents.

Member seats. If a reserved seat is unfilled, it converts to an At-Large seat until a qualified candidate is available. Such conversion shall be temporary and revert automatically upon nomination and election of a qualified Sports Commissioner or Life Member.

SECTION 3. Term of the Board; Staggering. Sports Commissioner Directors, in good standing, serve five (5) year terms. All other Directors serve two (2) year terms. Terms shall be staggered so that, as nearly as practicable, half (1/2) of the Board Seats, excluding the seats reserved for the Sports Commissioners, expire each year. Directors may serve unlimited successive terms unless the Members adopt term limits.

SECTION 4. Election of Directors. Directors and Sports Commissioners are elected by the Members at the annual meeting. Each nominee must be a Member in Good Standing who has been a Member of the Club for at least three (3) months and meet the eligibility requirements set forth herein. The Board shall issue a call for nominations at least thirty (30) days before the annual meeting. Nominations may be made (i) by a Nominating Committee if established, (ii) from the floor by any Member in Good Standing, or (iii) by timely written petition signed by at least five (5) Members. Directors and Sports Commissioners are elected by majority vote of the Members present and voting, provided that a quorum is present. If the number of nominees does not exceed the number of open seats, the presiding officer may declare the slate elected by acclamation and direct the Secretary to cast a unanimous ballot. Ties are resolved by run off; if still tied, by lot.

SECTION 5. Meetings. The Board shall hold a meeting immediately after each of the ten (10) scheduled general meetings, that shall be open to all Members in Good Standing. Additionally, the Board shall schedule Board meetings on the third (3rd) Thursday of every month, or at such time and place as determined by the Board. These regular board meetings shall be closed to all Members not currently on the Board, unless otherwise directed by the current Field Use Agreement with the City of Cooper City. Special meetings may be called by the President or upon written request of one third (1/3) of Directors. Notice of each regular or special meeting shall be given at least forty-eight (48) hours in advance (twenty-four (24) hours in an emergency) by mail, electronic transmission, telephone, hand delivery, or other reasonable method. The Board may establish a standing schedule (for example, monthly on a stated day and time) in lieu of individual notices once adopted. Agendas for regular meetings should be distributed at least forty-eight (48) hours in advance. The Board may permit participation by telephone, video conference, or other real time communications that allow all participants to hear and be heard; such participation constitutes presence in person. The Board may record meetings for purposes of minutes and record keeping in accordance with the Document Retention Policy. Attendance at a recorded meeting constitutes consent to recording

SECTION 6. Waiver of Notice. Whenever notice is required to be given to any Director under these Bylaws, a written waiver thereof, signed by the Director or Directors entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection also waives notice.

SECTION 7. Action by Written Consent in Lieu of Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent shall have the same force and effect as a vote at a meeting of the Board of Directors or at a meeting of such committee, as the case may be. All such actions shall be reported at the next duly called meeting of the Board of Directors.

SECTION 8. Quorum; Acts of the Board. A majority of the Directors then in office (50% plus one) shall constitute a quorum for the transaction of business. At any duly called meeting of the Board of Directors at which a quorum is present, the act of a majority of the Directors present and voting shall be the act of the Board of Directors on any matter, except with respect to public policy issues or where the act of a greater number of Directors is required by law, the Articles of Incorporation or these Bylaws. If a quorum is not present at any duly called meeting of the Board of Directors, the President shall adjourn the meeting, without further notice, until a quorum is present.

SECTION 9. Good Faith Requirements. Directors shall act in good faith and in the best interest of the Club, using reasonable care in the performance of their duties.

SECTION 10. Resignation; Absences. A Director may resign at any time by written notice to the President or Secretary, effective when received unless a later date is stated. Directors are expected to attend meetings. If a Director misses three (3) meetings in any six (6) month period without Board excuse, the Board may deem the Director to have resigned and declare the seat vacant.

SECTION 11. Removal. Subject to the provisions of F.S. 617.0808, as may be amended from time to time, and as otherwise set forth herein, any member of the Board of Directors may be removed from office with or without cause by a majority of all votes of the Directors, if the director was elected or appointed by the Directors, or a majority of all votes of the Members, if the Director was elected or appointed by the Members; provided, however that such Director shall be afforded an opportunity to be heard, either orally or in writing, prior to any such action. The notice of a meeting to recall a member or members of the Board of Directors shall state the specific Director(s) sought to be removed. The proposed removal of a Director at a meeting shall require a separate vote for each director whose removal is sought. Where removal is sought by written consent, a separate consent is required for each Director to be removed. If removal is affected at a meeting, any vacancies created shall be filled by the Members or Directors eligible to vote for the removal, pursuant to the terms of these Bylaws. Any Director who is removed from the Board is not eligible to stand for reelection until the next annual meeting at which Directors are elected. Any Director removed from office shall turn over to the Board of Directors, within seventy-two (72) hours therefrom, any and all records of the Club in his or her possession. If a Director who is removed does not relinquish his or her office or turn over records as required under this section, the Circuit Court in the County where the Club's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records upon application of any Member or Director. Failure to comply may result in civil action or referral to counsel and may disqualify the individual from future office.

SECTION 12. Suspension.

Suspension for Cause. Any Director may be suspended by majority vote of the Board (excluding the vote of the Director in question) pending a vote of the Members or Board to remove them. In the event that the Board votes to suspend a Director for cause, the Board shall call a Special Meeting of the Members solely for the purpose of voting on the removal of said Director within thirty (30) days of suspension. If the Board fails to call the Special Meeting of the Members within thirty (30) days or if the Members do not vote to remove or reinstate the suspended Director within ninety (90) days after his or her suspension, the Director shall immediately be reinstated. Any Director so removed

shall return all Club property and records in their possession within seventy-two (72) hours of removal, pursuant to Fla. Stat. § 617.0808(6).

- A. Definitions. For purposes of these Bylaws, the term “**cause**” shall mean a Director’s: (i) material breach of these Bylaws that is not corrected within ten (10) days beginning upon delivery to such Director of a written demand from the Board that describes the basis for the Board’s belief that said Director has materially breached these Bylaws, unless, such breach, in the Board’s discretion is incapable of being cured; (ii) any willful act of fraud or dishonesty that causes material damage or harm to the Club; (iii) any violation of the Club’s Code of Conduct, as may be amended from time to time; (iv) any violation of the Club’s Conflict of Interest Policy, as may be amended from time to time; (v) any unauthorized use or disclosure of trade secrets or other confidential information of the Club or Optimist International; (vi) arrest, conviction, or plea of *nolo contendere* of a felony, (vii) any willful, intentional or negligent act having the effect of materially injuring (whether financially or otherwise) the business or reputation of the Club or Optimist International or any of its affiliates, including but not limited to, any senior officer, director or executive the Club or Optimist International; (viii) willful misconduct with respect to any material duties or obligations assigned to a Director, including, without limitation, willful insubordination with respect to directions received from the Board; (ix) the good faith determination by the Board that a Director engaged in some form of harassment or discrimination prohibited by law (including, without limitation, age, sex, or race harassment or discrimination; or (x) suspension as a Member due to non-payment, as further set forth in Section 5 above. The foregoing shall not be deemed an exclusive list of all acts or omissions that the Board or the Members may consider as grounds for the removal of a Director, but it is an exclusive list of the acts or omissions that shall be considered “cause” for the suspension of a Director, pending a vote of the governing body entitled to remove said Director from office.
- B. Removal after Suspension. If a Members has been suspended for “cause” by the Board of Directors, the Board of Directors shall call a special meeting of the governing body that elected said Director for the purposes of removing said Director from office within thirty (30) days of his or her suspension, as further set forth in Section 11. The Director shall remain suspended and shall not be entitled to participate in any meetings of the Board of Directors or other affairs of the Club until a special meeting is held for the purposes of his or her removal. If the Board of Directors fails to call a special meeting for the purpose of removing the suspended Director within thirty (30) days or if the governing body that elected or appointed said Director does not remove said Director at the special meeting, said Director shall be automatically reinstated as a Director.

SECTION 13. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the then members of the Board of Directors, including if the remaining Directors constitute fewer members than required to achieve a quorum. The Board of Directors shall vote to fill any such vacancy within sixty (60) days from the resignation or removal of any Director. Any Director elected to fill a vacancy shall serve the

remainder of the unexpired term of his or her predecessor in office. However, no vacancy shall be filled within ninety (90) days before a scheduled election unless quorum is at risk.

SECTION 14. Salaries, Compensation, Reimbursements or Prizes. No Director of the Club shall be compensated for serving as a Director. Directors may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as Directors, as budgeted and authorized by the Board of Directors, provided such reimbursements are approved by the Treasurer and consistent with Board-approved budgets. Directors shall be ineligible to win any prizes at events sponsored by the Club, except for regularly held raffles in which all participants are randomly provided with a ticket or entry without favoritism. Discounts applied to registration fees or performing as a game official shall not be deemed compensation provided the act is approved by the Board of Directors.

SECTION 15 . Advisory Positions: Directors Ex Officio. The Board may designate non-voting Advisors or Observers pursuant to Fla. Stat. § 617.0825, who may attend meetings and provide input but shall not vote or count toward quorum. Advisors shall not vote, count toward quorum, or hold office, but may serve on committees at the Board's discretion.

ARTICLE VII OFFICERS

SECTION 1. Officers. Officers shall be elected by a majority vote of the general membership. The elected officers of the Club shall be a President, a First Vice President, a Second Vice President/Secretary and a Treasurer whom all shall not have voting rights, other than the President in the case of a tie in any vote. The general membership may appoint such other officers as the Board may deem necessary or advisable. The duties of each Officer shall be as described herein and in the Club's Policies & Procedures Manual and may be further defined or amended by resolution of the Board. All Officers shall serve under the oversight of the Board and may be required to submit periodic reports on their activities and delegated responsibilities.

SECTION 2. Qualifications, Election and Term of Office. The Officers of the Club shall be elected from among the Members each year by a majority of the Members entitled to vote at the Annual Meeting. Each Officer shall serve for a term of one (1) year, unless removed earlier, or until their successor has been duly elected and qualified. With the exception of the Secretary, no Officer shall hold more than one office concurrently.

SECTION 3. Removal. Any Officer may be removed, with or without cause, by a majority vote of the Board of Directors and general membership. Resignation must be submitted in writing and delivered to the Board.

SECTION 4. Vacancies. Vacancies in any office may be filled for the balance of the remaining term by the Board of Directors at a meeting of the Board in accordance with such rules and procedures as may be established by the Board. With respect to any vacancy in the office of the Secretary, the President may appoint a replacement.

SECTION 5. President. The President shall be the chief elected officer of the Club, and shall

preside at all meetings of the Members, the Board of Directors and the Executive Committee, if applicable. Unless otherwise provided in these Bylaws or directed by the Board of Directors, the President, subject to the approval of the Board, shall appoint all committees. The President shall have the authority to represent the Club and act in its name in accordance with declared policies of the Club. The President shall communicate to the Members of the Club and to the Board of Directors such matters and make suggestions as may tend to promote and further the purposes and objectives of the Club, and the President shall perform such other duties as are necessary or incident to the office of President or as may be assigned by the Board of Directors or required by law. The President shall be responsible for satisfying the directives of the Board of Directors. The President shall only have a voting right in the case of a tie vote.

SECTION 6. First Vice Presidents. The First Vice President shall be responsible for maintaining the Club's physical clubhouse, including but not limited to office and janitorial supplies, and furniture, and overseeing and assisting with the operation, maintenance, and upkeep of all equipment, and concession stands used for the various sports of the Club. The First Vice President shall perform the duties of the President in the President's absence or in the event of resignation, removal or inability or refusal to act as the President. The First Vice President, when so acting, shall have all the power and responsibility of the President. The First Vice President shall also perform such other duties as may be assigned by the President or the Board of Directors. The Vice President shall not succeed to the presidency, unless so determined by a majority vote of the Board pursuant to the terms of these Bylaws. The First Vice President shall not have any voting rights.

SECTION 7. Second Vice President/Secretary. The Second Vice President/Secretary shall be responsible for serving as the Club's primary liaison with City of Cooper City, coordinating all field use requests and required logistics. Additionally, the Second Vice President/Secretary shall assist the President and First Vice President in the performance of their duties and shall carry out such additional duties as may be assigned by the Board. In the absence or incapacity of both the President and First Vice President, the Second Vice President/Secretary may be designated to act as interim President by majority vote of the Board. In addition, the Second Vice President shall also act as the Secretary. The Secretary shall be responsible for the keeping of complete and accurate minutes of all meetings of the Members, the Board of Directors, and the Executive Committee, and performing all other duties incident to the office of the Secretary. The Second Vice President/Secretary shall not have any voting rights.

SECTION 8. Treasurer. The Treasurer shall be the custodian of Club funds and securities, shall oversee the establishment of proper accounting procedures for the handling of the Club's funds, shall be the disbursing officer for the Club and shall report on the financial condition of the Club at all meetings of the Board of Directors and at other times as called upon by the President of the Club. The Treasurer shall ensure that all expenditures are properly documented, and that financial reports are presented at least quarterly, and shall perform all other duties incident to the office of Treasurer.

SECTION 9. Recording Volunteer. At the request of the **Secretary**, the Board may appoint a Member to act as the Recording Volunteer. The Recording Volunteer shall be responsible for the keeping of complete and accurate minutes of all meetings of the Members, the Board of Directors, and the Executive Committee, as instructed by the Secretary. The Recording

Volunteer shall not be an Officer of the Club.

SECTION 10. Executive Director; Club Staff. The Board of Directors may appoint and hire an Executive Director and other such staff as the Board of Directors may deem necessary and proper, to manage the operations of the Club who shall serve the Club, within the authority delegated by the Board of Directors. The Executive Director shall serve under the supervision of the Board and shall not be deemed an Officer unless separately elected.

SECTION 11. Salaries, Compensation, Reimbursements or Prizes. No Officer of the Club shall be compensated for serving as an Officer, provided Officers may be reimbursed for reasonable out-of-pocket expenses incurred by them in performing their duties as Officers, as budgeted and authorized by the Board of Directors, provided such reimbursements are approved by the Treasurer and consistent with Board-approved budgets. Officer shall be ineligible to win any prizes at events sponsored by the Club, except for regularly held raffles in which all participants are randomly provided with a ticket or entry without favoritism. Discounts applied to registration fees or performing as a game official shall not be deemed compensation provided the act is approved by the Board of Directors.

ARTICLE VIII COMMITTEES

SECTION 1. Designation, Powers and Name. The Board of Directors may, by resolution passed by a majority of the whole Board of Directors, designate one or more committees, including, if they shall so determine, an Executive Committee, each such committee to consist of one or more of the directors of the corporation. Unless prohibited by Applicable Law, the committee shall have and may exercise such of the powers of the Board of Directors in the management of the business and affairs of the corporation as may be provided in such resolution. The committee may authorize the seal of the corporation (if any) to be affixed to all papers that may require it. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. In the absence or disqualification of any member of such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she, or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Such committee or committees shall have such name or names, and such limitations of authority as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 2. Minutes. Each committee of the Board of Directors shall keep regular minutes of its proceedings and actions and report on its proceedings and actions to the Board of Directors when required.

SECTION 3. Authority. No committee shall have the power to bind the Club contractually, expend funds, or adopt policies unless expressly authorized in writing by the Board of Directors

SECTION 4. Term and Dissolution. The term of each committee shall be determined by the Board. Committees may be dissolved at any time by majority vote of the Board.

ARTICLE IX
LIMITATIONS OF
LIABILITY;

SECTION 1. Limitations of Liability. Nothing herein shall constitute Members of the Club as partners for any purpose. No Member, officer, director, agent, representative or employee of the Club shall be liable for any act or failure to act on the part of any other Member, officer, director, agent, representative or employee of the Club, nor shall any Member, officer, director, agent, representative or employee of the Club be liable for any act or failure to act under these Bylaws, except acts or failures to act arising out of such person's (i) gross negligence or willful misconduct; (ii) knowing violation of the law; (iii) a transaction that resulted in an improper personal benefit, including but not limited to money, property or services to that person; or (iv) an act or omission not taken in good faith or beyond the scope of authority of the Club, these Bylaws, or Applicable Law.

SECTION 2. Indemnification. Unless due to any act or omission set forth in Section 1, Subsections (i)-(iv), the Club shall indemnify and hold harmless, to the fullest extent now or hereafter permitted by law, each current and former Director, Officer, employee, agent, and representative of the Club who was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director, officer, employee, agent or representative of the Club, whether the basis of such proceeding is alleged action or failure to take action in an official capacity, against any and all expenses (including attorneys' fees and disbursements), liabilities (including judgments, fines, excise taxes and penalties), amounts paid in settlement, and amounts expended in seeking indemnification granted to such person under Applicable Law or these Bylaws, actually and reasonably incurred by such person in connection with such proceedings. The Club shall pay expenses (including attorneys' fees and disbursements) incurred by a current or former director, officer, employee, agent or representative of the Club in connection with the investigation, defense, settlement or appeal of any proceeding that such person was or is made a party to or a witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, by reason of the fact that such person is or was a director, officer, employee, agent or representative of the Club. The rights of indemnification and advancement of expenses provided herein shall not be deemed exclusive of any other rights that any person seeking indemnification or advancement of expenses may have or hereafter be entitled to claim or exercise. This indemnity shall not be deemed to extend to any action where indemnification is prohibited under Fla. Stat. § 617.0834 or any successor statute. Indemnification shall be conditioned upon the person acting in good faith and in a manner reasonably believed to be in the best interests of the Club.

SECTION 3. Advance of Expenses. Expenses incurred in defending a proceeding may be advanced by the Club upon receipt of: (i) a written affirmation of the individual's good faith belief that they have met the standard of conduct required for indemnification; and (ii) an undertaking, in form satisfactory to the Board, to repay the amounts advanced if it is ultimately determined that the individual is not entitled to indemnification

SECTION 4. Insurance. The Club may purchase and maintain Directors and Officers liability insurance (D&O insurance) or other insurance to protect its Board members, Officers,

volunteers, and employees against liability arising from their service to the Club. The decision to purchase or renew such insurance shall be approved annually by the Board.

ARTICLE X CONFLICTS OF INTEREST

SECTION 1. Statement of Policy. The Club shall maintain a written Conflict of Interest Policy that complies with Internal Revenue Service guidelines for tax-exempt organizations and Florida law. The Club's current Conflict of Interest Policy is attached hereto as **Exhibit A** and incorporated by reference. If the policy is updated, the revised version shall be deemed incorporated automatically without further amendment to these Bylaws.

SECTION 2. Disclosure and Recusal. Any actual or potential conflict of interest shall be promptly disclosed to the Board of Directors. A conflicted individual shall abstain from participating in any discussion or vote on the matter, and the Board shall document such abstention in the meeting minutes, in compliance with Fla. Stat. § 617.0832. The Second Vice President/Secretary shall ensure that the abstention and nature of the conflict are documented in the official minutes.

SECTION 3. Annual Disclosures. Each Director and Officer shall complete a conflict-of-interest disclosure form annually and submit it to the Second Vice President/Secretary or designee.

SECTION 4. Oversight. The Board shall review all conflict disclosures annually and oversee compliance. Failure to disclose a known conflict may be deemed "cause" for removal pursuant to Article VI, Section 11(b).

ARTICLE XI FINANCIAL OVERSIGHT

SECTION 1. Fiscal Year. The fiscal year of the Club shall begin on October 1 and end on September 30 of each year.

SECTION 2. Budget and Financial Management. The Board of Directors shall adopt an annual operating budget prior to the start of each fiscal year. The budget shall include projected revenues, anticipated expenses, and any planned capital improvements or restricted funds. No material expenditure shall be made outside the approved budget without prior Board approval.

SECTION 3. Treasurer's Duties. The Treasurer shall oversee the collection, custody, and disbursement of Club funds, maintain accurate financial records, and provide regular financial reports to the Board. The Treasurer shall also ensure the timely submission of all tax filings, including the IRS Form 990, and shall notify the Board of any compliance issues or delays.

SECTION 4. Bank Accounts and Disbursements. All funds of the Club shall be deposited to the credit of the Club in financial institutions approved by the Board. Disbursements shall be made only upon authorization by such Officers made to the President or Second Vice President/Secretary and Treasurer or Directors as designated by Board resolution. All checks above Five Thousand dollars (\$5,000.00 shall require dual signatures of at least two (2) authorized Officers or Directors, as set by

Board policy. No individual may sign a check to themselves or to an entity in which they have a financial interest.

ARTICLE XII AMENDMENTS

SECTION 1. Proposing Amendments. Amendments to these Bylaws or the Articles of Incorporation of the Club may be proposed by a majority vote of the Board of Directors or by written petition signed by at least twenty-five percent (25%) of the Members in Good Standing. Notice of such Special Meeting must state the text or summary of the proposed amendments and be delivered to all Members at least fifteen (15) days in advance.

SECTION 2. Board Review and Approval. All proposed amendments must first be reviewed and approved by a majority vote of the Board of Directors at a duly noticed meeting.

SECTION 3. Member Adoption. After Board approval, proposed amendments must be approved by a vote of two thirds (2/3) of the Members present at a Special Meeting called specifically for purposes of amended these Bylaws or the Articles of Incorporation.

SECTION 4. Filing and Notice. All adopted amendments shall be dated and maintained in the official records of the Club. Any approved Articles of Amendment shall be promptly filed with the Secretary of State by the President of the Club. The Secretary shall notify all members of any amendments adopted.

SECTION 5. Non-Substantive Corrections. The Board may correct typographical, formatting, and cross reference errors in these Bylaws without Member approval provided the corrections do not change substance.

ARTICLE XIII DISSOLUTION

SECTION 1. Voluntary Dissolution. The Club may be dissolved by a two-thirds (2/3) vote of the Board of Directors and a two-thirds (2/3) vote of the members present at a duly noticed meeting, provided that notice of the proposed dissolution and a summary of the plan of dissolution are included in the meeting notice delivered at least thirty (30) days in advance.

SECTION 2. Distribution of Assets. Upon dissolution of the Club, all assets remaining after payment of all liabilities shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made to (a) Optimist International, if permitted under Applicable Law, (b) charitable or educational organizations recognized as tax-exempt under Section 501(c)(3), or (b) governmental entities for a public purpose. Under no circumstances shall any assets be distributed to any individual, member, Officer, Director, or private person, except for the reasonable compensation of services rendered or the return of property contributed with conditions. Under no circumstances shall any assets be distributed to any individual, Member, Officer, Director, or private person, except for the reimbursement of reasonable expenses or return of property contributed with documented conditions.

ARTICLE XIV MISCELLANEOUS

SECTION 1. Procedures: Robert's Rules of Order. All meetings of the Members, the Board of Directors, and any committee, shall be governed by the rules set forth in the latest edition of Robert's Rules of Order, as long as such rules are not in conflict with these Bylaws, Applicable Law, or with rules and procedures established by the Board or the Executive Committee. By majority vote, the Board of Directors may vote to suspend Robert's Rules of Order.

SECTION 2. Seal. The Club shall have a seal of such design as the Board of Directors may adopt, and it may be used by the Secretary in accordance with such rules and procedures as may be adopted by the Board of Directors.

SECTION 3. Waiver of Notice. Whenever any notice is required to be given under Applicable Law, the Articles of Incorporation or these Bylaws, a waiver of such notice in writing signed by the person entitled to such notice, whether such waiver is signed before or after the time for notice has expired, shall be deemed the equivalent of the giving of such notice.

SECTION 4. Transitional Procedures.

- A. Any and all actions taken pursuant to the Bylaws of the Club as in effect prior to the date of adoption hereof shall remain in full force and effect unless and until expressly changed or revoked pursuant to these Amended and Restated Bylaws. Upon ratification of these Bylaws, all current Directors' terms shall terminate, and a new Board of Directors shall be elected at a Special Meeting of the Members called within ninety (90) days from the effective date hereof. All existing Directors shall serve until their successors have been elected and are duly qualified. In order to implement the staggered board structure required by Article VI, Section 3, the newly elected Directors shall be assigned initial terms as follows: (i) all Sports Commissioner Directors shall serve the full five (5) year term set forth in Article VI, Section 3; (ii) half of the remaining Directors (including Life Member and At-Large seats) shall serve an initial term of two (2) years; and (iii) the other half shall serve an initial term of one (1) year.
- B. The method for assigning one and two-year terms shall be determined by resolution of the Board prior to the election and may include random lot, vote totals, or pre-designated ballot groupings. The Board of Directors shall adopt such transitional provisions as it deems necessary and proper to implement the requirements of these Bylaws, including without limitation those relating to the composition of the Board and the documentation of transitional term assignments in the Club's official records. Thereafter, all successors shall be elected to full two-year terms in accordance with Article VI, Section 3
- C. Upon ratification of these Amended and Restated Bylaws and at the Special Meeting electing a new Board, all current Directors' terms shall terminate and be replaced in accordance with the staggered term schedule set forth herein. Notwithstanding such termination, all individuals serving as Officers (President, Vice President(s), Secretary, Treasurer) immediately prior to the Special Meeting

shall continue to hold their respective offices and exercise all associated powers until either (a) they are re-elected to the Board and re-appointed as an Officer under the normal procedures, (b) they are replaced by the Board at any time thereafter, or (c) their office is otherwise vacated in accordance with these Bylaws. During this period, such Officers need not be Members of the newly elected Board, but must qualify as Directors before continuing beyond the transitional period.

SECTION 5. Notices. Unless prohibited by these Bylaws or Applicable Law, notice and other communications may be given by: personal delivery; United States mail (first class, postage prepaid); recognized overnight courier; electronic mail to the last address on record; or secure website posting (notice deemed given when the addressee accesses or acknowledges the posting). The Board may adopt additional notice rules.

SECTION 6. Rules of Construction. The following rules of construction shall apply to the interpretation of these Bylaws:

- A. The use of the masculine gender in these Bylaws shall be deemed to refer to the feminine gender and the use of the singular shall be deemed to refer to the plural, and vice versa, whenever the context so requires. The captions and headings contained in these Bylaws are for convenience of reference only and shall not be construed as a limitation on the scope of any particular article, section or subsection of these Bylaws. The captions may not be used in interpreting the meaning of any article, section, or subsection of these Bylaws.
- B. Wherever these Bylaws grant the authority to act or exercise any right or privilege by the Board of Directors, its officers, the Club's Executive Director or any person referred to in these Bylaws (the "**Authorized Party**"), there shall be no limitation on the number of times the Authorized Party may exercise the authority, right or privilege granted, unless these Bylaws expressly provide otherwise.
- C. Wherever these Bylaws use the word "**including,**" it shall be deemed to be followed by the words "**without limitation,**" unless expressly stated to the contrary.
- D. If any time period or deadline stated in these Bylaws falls on a Saturday, Sunday or legal holiday, the time period or deadline shall be extended until the next business day.

SECTION 7. Severability. If any provision of these Bylaws is held invalid, the remaining provisions continue in full force to the maximum extent permitted.

[CERTIFICATE OF ADOPTION FOLLOWS]

CERTIFICATE OF ADOPTION

These Amended and Restated Bylaws of the Optimist Club of Cooper City, Inc. were adopted by the Board of Directors and approved by the Members on the dates set forth below and supersede all prior bylaws.

Board Approval Date:

Member Approval Date:

By:

Print:

Title: Secretary