

**BYLAWS
OF
TIMBER PINES GEN X CLUB, INC.
(a Florida not-for-profit corporation)**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Timber Pines Gen X Club, Inc. The principal office of the corporation shall be located at 6412 Pine Meadows Drive, Spring Hill, Florida, 34606, but meetings of Members and Directors may be held at such places within the State of Florida as may be designated from time to time by the Board of Directors. The address of the principal office may be changed from time to time by the Board of Directors.

**ARTICLE II
DEFINITIONS**

2.1 "Club" means Timber Pines Gen X Club, Inc., a Florida not-for-profit corporation, its successors and assigns.

2.2 "Directors" means the members of the Board of Directors of the Club and their duly elected successors serving in that capacity in accordance with the Bylaws.

2.3 "Member" means every person who holds membership in the Club.

**ARTICLE III
PURPOSE**

The purpose of the Club is to raise funds for charitable purposes and community improvement through activities that provide the Members the opportunity to participate in planned events which enrich the lives of the Members while raising funds for the Club's charitable purposes. The activities of the Club shall at all times be consistent with the Club's mission of community support and Member enrichment in accordance with the Articles of Incorporation, Bylaws, the Club's Rules & Regulations, and the governing documents of the Timber Pines Community Association, Inc.

**ARTICLE IV
MEMBERS**

4.1. Membership in the Club. Club membership is open to any Timber Pines resident, as defined by the Timber Pines Community Association, Inc. ("TPCA") Resident Handbook, Section 2 Definitions (such person hereinafter referred to as a "TP Resident"), as follows:

(a) Primary Members are persons born between 1965-1980. At least one household member must meet this criteria by providing ID when registering. Dues are paid per household member.

(b) Associate Members are members of the same household as the Primary Member who do not meet the criteria to be a Primary Member.

(c) Friends of Gen X Members are persons who are TP Residents who do not meet the criteria to be a Primary Member or an Associate Member.

Any Member who does not renew before the end of the Club year (December 31), will be considered a new applicant. Additional information may be set out in the Club's Rules and Regulations.

4.2. Waiver of Liability, et al. As a condition of admission to the Club or renewal of an existing membership, the applicant or renewing Member must sign the Club's *Waiver, Release, Hold Harmless and Covenant Not To Sue Agreement*.

4.3. Transfer of Membership. Membership in the Club is not transferable or assignable.

4.4. Zero Tolerance Policy. The Club follows TPCA policies regarding unacceptable behavior by any person, Member or non-Member, attending or participating in a Club event. This includes, but not by way of limitation, bullying, intimidation, threats, threatening actions, sexual harassment or violent behavior. Subject to applicable TPCA policies, the Club reserves the right to have an offending person removed from the event, banned from future events, or, if a Member, temporarily suspended or permanently expelled from the Club, at the sole discretion of the Club's Board of Directors. The suspended or expelled Member may appeal in writing for a review of the action at the next meeting of the Primary Members. Action taken at such meeting shall be final. No refund of ticket price shall be made for a person removed from an event and no refund of dues shall be made for a person suspended or expelled from the Club.

4.5. Dues. Dues are payable annually and Members must renew their membership prior to the end of the Club year which runs from January 1 through December 31. Dues may be revised at any time by the Club's Board of Directors and any change in the amount of dues will be communicated by email, social media or the Club's website.

4.6. Suspension or Expulsion. Subject to applicable TPCA policies, in addition to suspension and expulsion under the Club's Zero Tolerance Policy, a Member may be temporarily suspended or permanently expelled from the Club for cause as determined by the Club's Board of Directors. Written notification of such suspension or expulsion will be sent to the Member. The Member may appeal in writing for a review of the action at the next meeting of the Primary Members. Action taken at such meeting shall be final. Additional information may be updated in the Club's Rules and Regulations. No refund of dues shall be made for a person suspended or expelled from the Club under this Section.

4.7. Voting Rights. Only Primary Members In good standing may vote on Club matters. "In good standing" means the Primary Member's dues are fully paid at the time of the vote, the Primary Member is not currently suspended, and there are no disciplinary actions pending against the Primary Member (referred to hereinafter as a "Primary Member In Good Standing"). New memberships and renewals will be suspended on voting days.

4.8. Non-Discrimination. The Club does not discriminate on the basis of race, color, national origin, religion, marital status, gender, sexual orientation or disability as to membership. The Club will not accept any member under the age of 21, and only members born between 1965-1980 are eligible to be Primary Members.

ARTICLE V MEETINGS OF MEMBERS

5.1. Annual Meetings. The annual meeting of Primary Members shall be held each November on a date established by the Club's Board of Directors. The Club's Board of Directors has the authority to change the month of the annual meeting.

5.2. Member Participation. Any Primary Member in Good Standing may address the Club's Board of Directors at a Member meeting. Additional information regarding Primary Member participation at meetings is set out in the Club's Rules & Regulations.

5.3. Special Meetings. Special meetings of Primary Members may be called at any time by the President or by a majority of the Board of Directors, or upon written request of no less than ten percent (10%) of the Primary Members In Good Standing of the Club.

5.4. Place of Meetings. The Board of Directors may designate any place within or outside the Timber Pines community as the location for any annual, general or special meeting.

5.5. Notice of Meetings. Notice of each meeting of Primary Members shall be given by, or at the direction of, the Secretary of the Club or other person authorized to call the meeting, by email, social media or the Club's website at least fourteen (14) days prior to such meeting. The Notice shall be sent to the Primary Member's email address as it appears on the books of the Club. Such notice shall specify the date, time and place of the meeting and, in the case of a special meeting, the purpose of the meeting.

5.6. Quorum. The presence at the meeting in person or by proxy of at least ten percent (10%) of all Primary Members In Good Standing shall constitute a quorum for authorization of any action. After a quorum has been established at a Member's meeting, the subsequent withdrawal of Primary Members In Good Standing so as to reduce the number of Primary Members In Good Standing entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof. If a quorum is not present at the commencement of any meeting, the Primary Members In Good Standing at such meeting shall have power to adjourn the meeting to a later time, without notice other than announcement at the meeting, until a quorum is present or is represented.

5.7. Proxies. At all meetings of Primary Members, a Primary Member In Good Standing may vote in person, by mail clearly identifying the sender and the matter being voted on, by email clearly identifying the sender and the matter being voted on, or by written proxy. All proxies must be in writing, designate the Secretary of the Club as the proxy for the Primary Member In Good Standing, and received by Secretary of the Club no later than the commencement of the meeting. Proxies shall be irrevocable after the meeting is called to order. An email sent to the Secretary of the Club clearly identifying the sender is sufficient to appoint the Secretary of the Club as a proxy for the sender.

5.8. Waiver of Notice. A written Waiver of Notice signed by a Primary Member In Good Standing, whether before or after the meeting, shall be equivalent to the giving of proper notice of the meeting. Further, the attendance of a Primary Member In Good Standing at a meeting shall constitute that Primary Member's waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Primary Member In Good Standing formally states, prior to the stated start time of the meeting, any objection to the transaction of business because the meeting is not properly called or convened.

5.9. Action Without Meeting. Any action of the Primary Members In Good Standing that could be taken at a meeting of the Members may be taken without a meeting, without prior notice and without vote, if a consent in writing setting forth the action so taken is signed by a majority of the Primary Members In Good Standing of the Club unless these Bylaws require a greater number of votes to take the action which is the subject of the consent.

5.10. Order of Business. The order of business at a meeting of the Members and as far as practicable at other meetings, shall be:

- (a) Call to Order,
- (b) Secretary's Statement of Notice of meeting,
- (c) Determination of a quorum,
- (d) Reading and Disposition of any unapproved minutes of prior meetings,
- (e) Review and approval of financial report,
- (f) Reports of Officers,
- (g) Reports of Advisory Committees,
- (h) Appointment of Inspectors of Election, (at annual meeting)
- (i) Election of Directors, (at annual meeting)
- (j) Unfinished Business,
- (k) New Business,
- (l) Adjournment.

5.11. Parliamentary Rules. Roberts' Rule of Order (latest edition) shall govern the conduct of the meetings of the Members when not in conflict with these Bylaws.

ARTICLE VI BOARD OF DIRECTORS

6.1. Number of Directors. The affairs of the Club shall be managed by a board of no less than three (3) and no more five (5) Directors. There shall be three (3) initial Directors

6.2. Change in Number of Directors. The number of Directors may be changed by the majority vote of the Primary Members In Good Standing at the annual meeting or at a special meeting called for that purpose; provided, however, at no time can there be less than three (3) Directors.

6.3. Term of Office. Directors shall hold office for terms of three (3) calendar years, commencing on January 1 of the calendar year immediately following the annual meeting at which they are elected. To ensure continuity, the terms of the initial Directors shall be staggered as follows:

- (a) One Director shall hold office for an initial term ending on December 31, 2026, after which term that Director position shall be for a term of three (3) calendar years.
- (b) One Director shall hold office for an initial term ending on December 31, 2027, after which term that Director position shall be for a term of three (3) calendar years.
- (c) One Director shall hold office for an initial term ending on December 31, 2028, after which term that Director position shall be for a term of three (3) calendar years.

6.4. Compensation. No Director shall receive compensation for any service he or she may render to the Club. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

6.5. Election of Directors. All Primary Members In Good Standing are eligible to place their names in nomination for a Director position by sending written notification of interest to the Secretary of the Club no less than ten (10) days prior to the date of the upcoming annual meeting stating their intentions to have their names placed on the ballot for a Director, subject to the following:

- (a) No two Members of the same household may seek nomination for, or be a Director at the same time.
- (b) Only Primary Members In Good Standing may be nominees for Director.
- (c) It is preferred that Directors be full-time residents of Timber Pines.
- (d) There shall be no cumulative voting.

6.6. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as, and immediately following each annual meeting of Members. If a majority of the Directors are present at the annual meeting of Members, no prior notice of the annual meeting of the Board of Directors shall be required. However, another place and time for such meeting may be fixed by written consent of all of the Directors.

6.7. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly on a day and time agreed upon by the Directors.

6.8. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Club or any Director. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them and shall provide at least fourteen (14) days notice to the Directors of the date, time, place and subject of the meeting.

6.9. Member Attendance. Members may attend any meeting of the Club's Board of Directors; however, there is no provision on the agenda of a Board meeting for Member comments or input.

6.10. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors and is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

6.11. Quorum and Voting. A majority of Directors of the Club shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Club's Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting to a later time without notice until a quorum is present.

6.12. Vacancies. Any vacancy occurring in the Club's Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors even though it is less than a quorum of the Club's Board of Directors. The replacement Director shall hold office for the remainder of the term of the replaced Director. Each Director shall hold office until his or her successor shall have been elected and qualified, or until removed by a majority vote of the Members for misfeasance or malfeasance, at a special meeting of the Members called for that purpose. Any Directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting of Members or a special meeting of Members called for that purpose.

6.13. Resignations. Any Director may resign at any time by submitting a written resignation to the other Directors and the President of the Club which resignation shall take effect at the time and as specified

in the notice of resignation or if no time is specified, at the time of receipt of such resignation by the President of the Club. The acceptance of a resignation shall not be necessary to make it effective.

6.14. Presumption of Assent. A Director of the Club who is present at a meeting of the Board of Directors at which action on any Club matter is taken shall be presumed to have assented to the action taken unless such Director votes against such action or abstains from voting because of an asserted conflict of interest.

6.15. Powers. All corporate powers shall be vested in and exercised under the authority of the Board of Directors and the management and affairs of the Club shall be controlled by the Board of Directors. The Board of Directors shall have all powers given to Directors by the Articles of Incorporation, these Bylaws and the Florida Not For Profit Corporation Act and, in addition, and not by way of limitation, shall have the power to:

(a) Suspend the voting rights of a Primary Member during any period in which such Member shall be in default in the payment of any assessment or fine levied by the Club or shall otherwise have violated any provision of the Bylaws, which violation has not been cured;

(b) Exercise on behalf of the Club all powers, duties and authority vested in or delegated to the Club and not specifically reserved to the Membership by the Articles of Incorporation or by other provisions of these Bylaws;

(c) Declare the office of a Director to be vacant in the event that such member is absent from three (3) consecutive regular meetings of the Board of Directors;

(d) Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Primary Members at each annual meeting or at any special meeting at which such a statement is requested in writing by a majority of the Primary Members In Good Standing;

(e) Supervise all officers and agents of the Club and see to it that their duties are properly performed;

(f) Fix the amount of the annual dues from time to time and, in the event the dues change, shall provide the Members notice of such change in the dues at least thirty (30) days in advance of the upcoming Club year;

(g) Post the amount of the annual dues on social media or the Club's website at least thirty (30) days in advance of the Club year;

(h) Promulgate Rules & Regulations relative to the operation of the Club;

(i) Procure and maintain adequate liability insurance for the Club; and

(j) Obtain such other insurance as the Board, in its sole discretion, determines is appropriate for the Club.

ARTICLE VII OFFICERS AND THEIR DUTIES

7.1. Officers. The initial officers of the Club shall be a President, Secretary and Treasurer, each of whom shall be appointed by the Board of Directors. Such other officers and assistant officers as may be

deemed appropriate may be selected by the Board of Directors from time to time. Any two or more offices may be held by the same person. A failure to appoint a President, Secretary or Treasurer shall not affect the existence of the Club.

7.2. Election and Term of Office. Each officer's term of office shall commence upon appointment by the Club's Board of Directors and shall continue until the Board, at its sole discretion, appoints his or her successor.

7.3. Removal. Any officer may be removed from office at any time, with cause, on the affirmative vote of a majority of the Board of Directors whenever, in its judgment, the best interests of the Club will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an officer shall not of itself create contract rights.

7.4. Vacancies. Vacancies in offices may be filled at any time by appointment by the Board of Directors for the unexpired terms of such offices.

7.5. Duties.

(a) President. The President of the Club shall preside at all meetings of the Board of Directors and of the Members. The President shall be the chief executive officer of the Club, and shall, in general, control all of the business and affairs of the Club. The President is an ad hoc member of all Club committees.

(b) Vice President. In the event the Board appoints a Vice President of the Club, the Vice President shall, in the case of the absence or disability of the President, perform all of the duties of the President. The Vice President shall perform such other duties as may be assigned by the Board of Directors or the President.

(c) Secretary. The Secretary of the Club shall keep a record of the proceedings of the meetings of the Board of Directors and the meetings of the Members of the Club. The Secretary shall also keep an accurate record of the attendance at meetings and shall maintain all records of the Club. The Secretary shall bring all correspondence to the Club's Board of Directors meetings and Member meetings. The Secretary will timely issue any required notices to Directors and/or Members of future meetings or other matters as may be required by these Bylaws, applicable Florida law, or otherwise at the direction of the Club's Board of Directors.

(d) Treasurer. The Treasurer of the Club shall have charge of the funds of the Club and shall keep a correct account of all monies received and disbursed by the Club. The Treasurer shall present a financial report to the Board of Directors at each regular board meeting for the period since the date of the last board meeting. The Treasurer shall also present a report of the receipts and disbursements for the previous year at each annual meeting of the Club in such detail and providing such information as may be required by the Club's Board of Directors. The Treasurer shall be responsible for all reporting required by the State of Florida and the Internal Revenue Service and other applicable governmental bodies.

Subject to the foregoing, the officers of the Club shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by the Board of Directors.

7.6. Delegation of Duties. In the absence or disability of any officer of the Club or for any other reason deemed sufficient by the Board of Directors, the Board may delegate his or her powers or duties to any other officer or to any other Director.

7.7. Compensation. Officers of the Club shall not receive any compensation for acting as such. However, any officer may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

ARTICLE VIII COMMITTEES

8.1. Creation of Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate an Executive Committee and one or more other committees.

8.2. Standing Committee. By these Bylaws, the advisory committee to be known as the “Charitable Giving Advisory Committee” is hereby created. The Charitable Giving Advisory Committee is responsible for:

- (a) bringing to the Club’s Board of Directors for approval proposed requests and recommendations for donation of the Club’s charitable funds that are consistent with the Club’s charitable giving goals; and
- (b) overseeing the donation of charitable funds to those charities or community groups as approved by the Club’s Board of Directors.

8.3. Other Committees. The Club’s Board of Directors can create such other advisory committees as it may deem appropriate, approve the members and chairperson of such committees, and outline the functions of such committees.

8.4. Chairpersons. Any Member is eligible to be a chairperson of an advisory committee.

8.5. Meetings. Regular meetings of advisory committees shall be as outlined by the Club’s Board of Directors, and may be held without notice at such time and at such place as shall from time to time be determined by the respective committee chairperson.

8.6. Vacancies. Vacancies on a committee shall be filled by the Board at any regular or special meeting of the Club’s Board of Directors.

8.7. Quorum. If any rule-making authority is delegated to a committee, a majority of the members of the committee shall constitute a quorum of the committee for the transaction of business. No quorum is required to have a valid meeting of an advisory committee.

8.8. Minutes. The committees shall keep regular minutes of their proceedings and report the same to the Board of Directors when required.

ARTICLE IX INDEMNIFICATION

Every director, officer or committee member of the Club shall be indemnified by the Club against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party

or to which he or she may become involved by reason of his or her being or having been a director, officer, or committee member of the Club, whether or not he or she is a director, officer or committee member at the time such expenses are incurred. The foregoing right of indemnification is not a limitation, rather it shall be in addition to and not exclusive of all other rights to which such directors, officers or committee members may be entitled under applicable Florida law.

ARTICLE X FINANCIAL MATTERS, RECORDS AND REPORTS

10.1. Financial Matters. The Treasurer of the Club shall maintain the appropriate financial records and reports of the financial activities of the Club. All financial records shall be maintained for a minimum of seven (7) years.

10.2. Disbursements. Other than cash prizes at Singo, all disbursements must be by check or Zelle and only for those purposes approved by the Club's Board of Directors. All Club checks must be signed by either the Treasurer or other authorized signer appointed by the Board of Directors. All disbursements must be supported by purchase receipts, an invoice or other acceptable documentation. All disbursements must be approved as follows:

- (a) Other than normal operating expenses, any expenditure exceeding the specified amount as set out from time to time in the Club's Rules & Regulations must be approved by the Board and entered into the Board minutes.
- (b) Notwithstanding subsection 8.2(a), any talent expenditure exceeding the specified amount as set out from time to time in the Club's Rules & Regulations must be approved by the Club's Board of Directors and entered into the Board minutes.
- (c) Prior to a Member expending personal funds as a member of a committee, he or she must obtain prior approval from one (1) of the Club's Directors. To be reimbursed, the Member must provide the Treasurer of the Club with a purchase receipt, an invoice or other acceptable documentation.
- (d) All off-site trips must be (1) related to the Club's mission and purpose; (2) be open to all Club Members; and (3) be approved by the Club's Board of Directors and entered into the Board minutes. All Club expenditures for an off-site trip must be supported by purchase receipts, an invoice or other acceptable documentation.

10.3. No part of any Club funds shall inure to benefit of, or be distributed to, any Member, other than an approved reimbursement to a Member who has expended personal funds on behalf of the Club for a Club purpose.

ARTICLE XI FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

**ARTICLE XII
AMENDMENTS**

These Bylaws may be amended at a regular or special meeting of the Club's Board of Directors. These Bylaws and any amendments hereto shall only become effective upon approval in accordance with this Article.

**ARTICLE XIII
CONFLICTS**

In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control. In the case of any conflict between these Bylaws and a Club Rule or Regulation, these Bylaws shall control.

**ARTICLE XIV
DISSOLUTION**

In the event of the dissolution of the Club, any amounts remaining in the Club's accounts shall either be depleted by charitable donations or be transferred to another charitable or civic organization.