GOLD LEAF CIGAR CLUB, LLC

2026 Bylaws

(APPROVED AUGUST 10, 2026)

Gold Leaf Cigar Club, LLC

2026 Bylaws

A 501(c)(7) Social Club

San Antonio, Texas

Established: 2013

Originally Founded As: Helotes Cigar Club

Renamed: Gold Leaf Cigar Club in 2016

501(c)(7) Recognition: 2021

Tagline:

A Legacy Refined. A Future Defined.

PREAMBLE

Gold Leaf Cigar Club, LLC, also known as Gold Leaf Cigar Club or GLCC, was established to promote fellowship, premium cigar culture, education, responsible enjoyment, and community among adult cigar enthusiasts.

The Club exists to provide a private social environment for members to gather, network, learn, and enjoy premium cigars in a spirit of respect, camaraderie, and shared appreciation for the cigar lifestyle.

The Club supports education and regulatory awareness concerning premium cigars, including issues affecting adult consumers, lounges, retailers, manufacturers, and the broader premium cigar community.

The Club encourages networking, personal development, professional growth, volunteerism, and meaningful relationships among its members.

The Club may also support philanthropic and charitable initiatives through the Gold Leaf Cigar Club Foundation or other approved charitable efforts, consistent with the Club's mission and applicable law.

These bylaws establish the governance structure, membership standards, officer responsibilities,

meeting procedures, financial controls, disciplinary processes, and operating rules of Gold Leaf Cigar Club, LLC.

ARTICLE 1

NAME, PURPOSE, IDENTITY, AND GOVERNANCE

Section 1. Name

The name of the organization shall be **Gold Leaf Cigar Club, LLC**.

The organization may also be referred to as:

1. Gold Leaf Cigar Club

2. GLCC

3. The Club

Section 2. Purpose

The purpose of the Club is to promote fellowship, premium cigar culture, education, responsible enjoyment, networking, volunteerism, and community among adult cigar enthusiasts.

The Club shall operate as a private social club and shall conduct activities consistent with its status as a 501(c)(7) social club.

Section 3. Club Identity

Gold Leaf Cigar Club was founded in 2013 as Helotes Cigar Club and was later renamed Gold Leaf Cigar Club in 2016.

The Club received recognition as a 501(c)(7) social club in 2021.

The Club maintains its identity as a private membership organization rooted in fellowship, cigar culture, volunteerism, leadership, and community.

Section 4. Principal Location

The Club's primary gathering location shall be known as **The Clubhouse**. Detailed Clubhouse access, rules, and facility expectations are addressed in Article 7.

Section 5. Governance

The Club shall be governed by its elected officers in accordance with these bylaws.

The elected officers shall have authority to manage the business, operations, membership matters, finances, rules, events, and affairs of the Club, subject to these bylaws and applicable law.

The elected officers shall have authority to create additional sub-organizations such as a 501(c)(3) charitable organization (e.g., Gold Leaf Cigar Club Foundation), and/or a retail business (e.g., Gold Leaf

Cigar Club - Private Label Cigars).

Section 6. Elected Officers

The elected officers of the Club shall consist of:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Membership Director
6. Communications Director
7. Events Director
8. Sergeant-at-Arms

Section 7. Advisory Board

The Club shall maintain an Advisory Board. The composition, appointment, role, and authority of the Advisory Board are addressed in Article 10.

ARTICLE 2

MEMBERSHIP

Section 1. Membership Eligibility

Membership in the Club shall be limited to individuals who are at least twenty-one years of age.

Members must comply with all applicable federal, state, and local laws concerning tobacco, alcohol, private club activity, and licensed business operations.

Membership is a privilege and not a right.

Section 2. Primary Membership Categories

The primary membership categories of the Club shall be:

1. Full Active Membership
2. Grandfathered Full Active Membership

Legacy titles or historical designations, including Founding Member, Charter Member, Lifetime Member, or similar titles, may be recognized for historical or honorary purposes but shall not constitute separate membership categories unless expressly authorized by these bylaws.

Section 3. Full Active Membership

Full Active Members are members in good standing who pay the regular dues established by the Club.

Full Active Members shall have 24/7/365 access to The Clubhouse, subject to these bylaws, Club rules, facility rules, access control procedures, applicable law, and any temporary restrictions approved by the elected officers.

Full Active Members may vote in Club elections, hold office if otherwise eligible, participate in Club activities, and receive the rights and privileges associated with membership.

Section 4. Grandfathered Full Active Membership

Grandfathered Full Active Membership applies only to members who were previously approved under a grandfathered dues structure.

This category is closed to new applicants.

Grandfathered Full Active Members shall have the same access and membership privileges as Full Active Members, provided they remain in good standing.

The grandfathered dues schedule shall transition as follows:

1. Until January 31, 2028: $600 per year or $55 per month

2. Beginning February 1, 2028: $700 per year or $65 per month

3. Beginning February 1, 2029: $800 per year or $75 per month

Effective February 1, 2029, the Grandfathered Full Active Membership category shall end, and all Full Active Members shall be subject to the same regular dues structure unless otherwise approved by the elected officers.

Section 5. Spouse or Significant Other Clubhouse Access

The Club may offer spouse or significant-other Clubhouse access as an access privilege only.

Spouse or significant-other access does not constitute Club membership.

Individuals with spouse or significant-other access shall not vote, hold office, or exercise membership rights unless separately approved as members.

The approved access fee shall be $400 per year or $40 per month, unless changed by the elected officers.

Section 6. Membership Application and Approval

The Membership Director shall receive, review, and process membership applications.

The Membership Director shall communicate with the President, Vice President, and Treasurer regarding applications, payment status, eligibility, and membership readiness.

Final approval authority for new members shall rest with the President.

A general membership vote shall not be required for approval of new members.

Section 7. Membership Good Standing

A member in good standing is a member who:

1. Has paid required dues and fees;

2. Complies with these bylaws;

3. Complies with Club rules and facility rules;

4. Maintains conduct consistent with the best interests of the Club; and

5. Has not been suspended or terminated.

Section 8. Membership Dues

Membership dues shall be established by the elected officers.

The elected officers may approve changes to dues, fees, payment schedules, or access fees when necessary for the financial stability and operational needs of the Club.

Section 9. Delinquency

The Membership Director shall monitor membership accounts and communicate with members regarding delinquent dues or fees.

The Membership Director shall coordinate delinquency matters with the President, Vice President, and Treasurer.

The President may suspend or reinstate membership privileges, including Clubhouse access, due to delinquency.

Section 10. Hardship Pause

A Full Active Member or Grandfathered Full Active Member may request a temporary hardship pause due to financial hardship, medical hardship, or other circumstances approved by the President.

A hardship pause shall generally not exceed ninety days unless extended by the President after consultation with the elected officers.

The President shall approve or deny hardship pause requests and notify the elected officers.

A hardship pause may affect billing, access, voting, or other privileges as determined by the President and elected officers.

Section 11. Guests

Members may bring guests to The Clubhouse, subject to Club rules, facility rules, and leadership discretion.

After approximately three visits, a cigar aficionado guest should be encouraged to make a decision regarding membership.

Guest access may be restricted for certain events, signature events, private functions, or member-only activities.

Section 12. Suspension, Termination, and Reconsideration

Membership suspension, termination, and reconsideration are governed by Article 8.

ARTICLE 3

OFFICERS

Section 1. Elected Officers

The elected officers of the Club shall be:

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Membership Director
6. Communications Director
7. Events Director
8. Sergeant-at-Arms

Section 2. Officer Eligibility

Only members in good standing may serve as elected officers.

Officers must remain in good standing throughout their term of office.

Section 3. Term of Office

Officers shall serve for the term established by the Club's election cycle unless they resign, are removed, or are otherwise unable to serve.

Section 4. President

The President shall serve as the principal officer of the Club and shall oversee Club operations, preside over meetings, coordinate with elected officers, approve membership applications, represent the Club, and exercise authority consistent with these bylaws.

The President may act on behalf of the Club in routine operational matters and urgent matters requiring timely action, subject to these bylaws and reporting requirements.

Section 5. Vice President

The Vice President shall assist the President, perform duties assigned by the President or elected officers, and act in the absence or incapacity of the President.

The Vice President shall support operations, membership coordination, facility coordination, events, and officer communication.

Section 6. Secretary

The Secretary shall maintain Club records, meeting minutes, notices, officer records, and official documentation.

The Secretary shall ensure that meeting minutes and official actions are recorded and preserved.

Section 7. Treasurer

The Treasurer shall maintain financial records, track Club income and expenses, provide financial reports, monitor accounts, coordinate reimbursements, and support responsible financial management.

The Treasurer shall report financial activity to the elected officers and membership as appropriate.

Section 8. Membership Director

The Membership Director shall manage membership intake, applications, account monitoring, member communication, delinquency tracking, and membership records.

The Membership Director shall coordinate membership matters with the President, Vice President, and Treasurer.

Section 9. Communications Director

The Communications Director shall manage Club communications, announcements, digital platforms, flyers, social media coordination, event promotions, and member messaging.

The Communications Director shall ensure communication is accurate, timely, and consistent with Club branding and officer direction.

Section 10. Events Director

The Events Director shall coordinate Club events, recurring activities, signature events, potlucks, watch parties, and special functions.

The Events Director shall coordinate with elected officers and facility representatives as necessary.

Section 11. Sergeant-at-Arms

The Sergeant-at-Arms shall support order, decorum, safety, rule compliance, meeting conduct, and Clubhouse expectations.

The Sergeant-at-Arms shall coordinate signature event set-up and tear down activities, in coordination with the Events Director.

The Sergeant-at-Arms may assist with member conduct issues, guest management, and enforcement of Club rules as directed by the President or elected officers.

ARTICLE 4

ELECTIONS

Section 1. Election Cycle

Club elections shall be conducted every two years unless otherwise approved by the elected officers.

The next election is scheduled for June 2027.

The nominating process shall begin in April.

Section 2. Nominating Committee

A nominating committee will be established in April to identify eligible candidates for officer positions.

The nominating committee shall coordinate with the President and elected officers.

Section 3. Voting Period

Voting shall occur electronically through a designated platform from June 1 through June 7.

Election results shall be announced on June 8.

Section 4. Voting Eligibility

Only members in good standing who are eligible to vote may participate in Club elections.

Section 5. Electronic Voting

Electronic voting is authorized.

The elected officers may approve the method, platform, procedures, and safeguards for electronic voting.

Section 6. Proxy Voting

Proxy voting shall not be permitted unless expressly authorized by these bylaws or approved by the elected officers for a specific purpose.

Section 7. Election Results

Election results shall be reviewed and announced by the appropriate officer or committee designated by the elected officers.

The candidate receiving the highest number of valid votes for each office shall be elected.

ARTICLE 5

MEETINGS

Section 1. Business Meetings

The Club shall hold a monthly Business Meeting on the third Wednesday of each month unless changed by the President in consultation with the elected officers.

Section 2. Monthly Potluck

The Club may hold a monthly potluck on the last Saturday of each month unless changed by the elected officers.

Section 3. Special Meetings

Special meetings may be called by the President or by a majority of the elected officers.

Section 4. Notice

Notice of meetings shall be provided through Club communication channels, which may include Discord, GroupMe, email, text message, social media, or other approved platforms.

Section 5. Quorum

For the monthly business meeting, a quorum shall consist of a simple majority of the elected officers.

Section 6. Voting by Officers

Unless otherwise required by these bylaws, decisions of the elected officers shall be made by majority vote of those participating, provided quorum is met when required.

Section 7. Electronic Meetings and Votes

Meetings, discussions, and votes may occur electronically through approved platforms.

Electronic votes shall carry the same authority as votes conducted in person.

ARTICLE 6

FINANCES

Section 1. Financial Oversight

The elected officers shall oversee the financial affairs of the Club.

Club funds shall be used for purposes consistent with the Club's mission, operations, events, facility obligations, member services, and approved activities.

Section 2. Treasurer Responsibilities

The Treasurer shall maintain financial records, monitor income and expenses, track reimbursements, provide financial reports, and ensure accurate accounting of Club funds.

Section 3. Authorized Debit Cards

Debit cards may be issued to the following officers:

1. President

2. Vice President

3. Treasurer

Debit cards shall be used only for authorized Club expenses.

Section 4. Emergency Spending Authority

The President may authorize emergency spending up to $300 when immediate action is required.

Notice of emergency spending shall be provided to the elected officers as soon as practical.

Section 5. Contracts and Major Financial Obligations

Contracts, agreements, purchases, or financial obligations of $1,000 or more shall require approval by the elected officers.

This requirement includes significant agreements such as subleases, service agreements, major purchases, or recurring financial commitments.

Section 6. Reimbursements

Reimbursements shall require review by the Treasurer and concurrence consistent with procedures approved by the elected officers.

Receipts or documentation shall be provided when reasonably available.

Section 7. Financial Reports

The Treasurer shall provide financial reports to the elected officers and may provide summaries to the membership as appropriate.

ARTICLE 7

THE CLUBHOUSE

Section 1. The Clubhouse

The Club's primary gathering location shall be known as **The Clubhouse**.

The Clubhouse is the space identified in the subleased agreement and located inside Limited Edition

Cigars Lounge unless otherwise changed or approved by the elected officers.

Section 2. Access

Full Active Members and Grandfathered Full Active Members in good standing shall have 24/7/365 access to The Clubhouse, subject to Club rules, facility rules, access control procedures, applicable law, and temporary restrictions.

Section 3. Facility Rules

Members and guests shall comply with all Club rules, facility rules, and reasonable instructions concerning The Clubhouse.

Section 4. Access Control

Clubhouse access may be managed through access systems controlled by the facility or approved service provider.

Members shall not share app access with unauthorized individuals.

Section 5. Guest Conduct

Members are responsible for the conduct of their guests.

Guests may be denied access or removed for violation of Club rules, facility rules, or conduct inconsistent with the Club's standards.

Section 6. Cleanliness and Care

Members shall maintain The Clubhouse in a clean, respectful, and responsible condition.

Members shall dispose of trash, empty ashtrays, secure the facility, and follow closing or access procedures as applicable.

ARTICLE 8

CONDUCT, DISCIPLINE, AND STANDARDS

Section 1. Conduct Expectations

Members and guests shall conduct themselves in a respectful, lawful, and responsible manner.

Conduct that disrupts Club operations, damages Club relationships, violates rules, or harms the reputation or best interests of the Club may result in disciplinary action.

Section 2. Violations

Violations may include, but are not limited to:

1. Violation of these bylaws;

2. Violation of Club rules;

3. Violation of facility rules;

4. Unlawful activity;

5. Nonpayment of dues or fees;

6. Misuse of Club property or access;

7. Conduct determined by the elected officers to be contrary to the best interests of the Club.

Section 3. Disciplinary Actions

Disciplinary actions may include:

1. Verbal or written warning;

2. Temporary suspension of privileges;

3. Suspension of Clubhouse access;

4. Termination of membership;

5. Other corrective action approved by the elected officers.

Section 4. Suspension

The President may suspend membership privileges after consultation with the elected officers.

Suspension may include loss of access to The Clubhouse, events, voting, or other privileges.

Section 5. Termination

Termination of membership shall require approval by a majority of the elected officers.

Termination may include loss of Clubhouse access, event participation, voting rights, and other Club privileges.

Section 6. Reconsideration

A member may request reconsideration of a disciplinary decision.

The elected officers may determine whether reconsideration is appropriate and whether to affirm, modify, or reverse the decision.

There shall be no formal appeal process unless approved by the elected officers.

ARTICLE 9

RESIGNATION, REMOVAL, AND VACANCIES

Section 1. Officer Resignation

An officer may resign by providing notice to the President and other elected officers.

Section 2. Officer Removal

An officer may be removed by majority vote of the elected officers for failure to perform duties, misconduct, loss of good standing, violation of bylaws, or conduct contrary to the best interests of the Club.

Section 3. Vacancy

A vacancy in an elected office may be filled by appointment or other process approved by the elected officers.

The appointed officer shall serve for the remainder of the term unless otherwise determined by the elected officers.

Section 4. Member Resignation

A member may resign from membership by providing notice to the Membership Director, President, or Vice President.

Resignation does not automatically relieve the member of outstanding dues, fees, or obligations incurred before resignation unless waived by the elected officers.

ARTICLE 10

ADVISORY BOARD

Section 1. Establishment

The President shall appoint and maintain an Advisory Board to provide advice, recommendations, historical perspective, leadership support, and strategic guidance.

Section 2. Composition

The Advisory Board shall consist of no more than ten members.

Advisory Board members may include past officers, long-standing members, or members selected for their experience, service, or institutional knowledge.

Section 3. Appointment

Advisory Board members shall be appointed through a process approved by the President.

The President may appoint an Advisory Board Chair, if desired.

Section 4. Role

The Advisory Board may provide recommendations concerning:

1. Member recognition;
2. Club history and traditions;
3. Membership culture;
4. Strategic planning;
5. Events and programs;
6. Facility matters;
7. Community engagement;
8. Business matters referred by the President or elected officers.

Section 5. Advisory Capacity Only

The Advisory Board shall serve in an advisory capacity only.

The Advisory Board shall not have voting authority over Club business, officer decisions, finances, discipline, membership approval, contracts, or governance matters unless specifically authorized by these bylaws or by the elected officers for a specific purpose.

ARTICLE 11

EVENTS AND PROGRAMS

Section 1. Club Events

The Club may host recurring events, signature events, watch parties, potlucks, educational programs, networking activities, social gatherings, and charitable or community activities.

Section 2. Event Coordination

The Events Director shall coordinate Club events with support from the President, Vice President, Communications Director, and other elected officers as needed.

Section 3. Signature Events

The Club may designate certain events as signature events, member-only events, or restricted events.

Guest attendance at signature events may be limited or prohibited at the discretion of the elected

officers.

Section 4. Communications

Event communications shall be coordinated through approved Club communication channels.

The Communications Director shall support event promotion and messaging consistent with Club branding and officer direction.

Section 5. Partnerships

The Club may coordinate events or activities with Limited Edition Cigars, LLC, subject to elected officer approval.

ARTICLE 12

RECORDS, ASSETS, AND PROPERTY

Section 1. Records

The Club shall maintain records reasonably necessary for governance, finances, membership, meetings, and operations.

Section 2. Custody of Records

The Secretary shall maintain official governance records and meeting minutes.

The Treasurer shall maintain financial records.

The Membership Director shall maintain membership records.

Section 3. Club Assets

Club assets shall be limited to property, funds, supplies, equipment, records, branding materials, and other items acquired or maintained for Club purposes.

Club assets shall be used only for authorized Club purposes.

Section 4. Asset Control

The elected officers shall oversee the use, protection, disposition, and accountability of Club assets.

No member shall remove, transfer, dispose of, or use Club assets for personal purposes without authorization.

Section 5. Branding and Intellectual Property

The Club's name, logos, marks, images, slogans, and official branding shall be used only for authorized Club purposes.

Use of Club branding must be approved by the President or elected officers.

ARTICLE 13

AMENDMENTS, INTERPRETATION, AND FINAL AUTHORITY

Section 1. Amendments

These bylaws may be amended by approval of the membership, subject to a simple majority vote using the procedures established by the elected officers.

Section 2. Interpretation

The elected officers shall have authority to interpret these bylaws.

Any interpretation shall be consistent with the Club's purpose, mission, governance structure, and best interests.

Section 3. Conflicts

In the event of a conflict between these bylaws and Club rules, these bylaws shall control.

In the event of a conflict between these bylaws and applicable law, applicable law shall control.

Section 4. Policies and Rules

The elected officers may establish policies, procedures, rules, and operating guidance consistent with these bylaws.

Section 5. Final Authority

Final authority for Club governance, operations, finances, membership, discipline, access, and official action shall rest with the elected officers, except where these bylaws specifically assign authority to a particular officer.

CERTIFICATION

These bylaws were reviewed, revised, and adopted as the governing bylaws of Gold Leaf Cigar Club, LLC.

Adopted by the membership of Gold Leaf Cigar Club, LLC.

Date: AUGUST 10, 2026

Certified by:

Secretary: Raquel Beasley <<electronically signed>>