

BYLAWS
of
THE TAMPA CLUB - DOWNTOWN, INC.

ARTICLE I: Membership

Section 1: Classification of Membership: The Board of Directors shall establish the number of members of The Tampa Club Downtown, Inc. (the “Club”). There shall be the following categories of members in the Club:

- a) **Resident:** The Resident membership shall be composed of compatible persons elected by the Board of Directors. Each Resident member shall have all the rights and privileges of the Club.

- b) **Non-Resident:** Non-Resident membership shall be limited to those persons elected by the Board of Directors who neither reside nor have their principal place of business in Hillsborough County, Florida, but are considered by the Board of Directors to otherwise meet the qualifications of the Resident class.

- c) **Evening-Only:** Evening-Only membership shall be limited to those individuals who elect through the membership application process to only have usage of the Club after 4:00 p.m. during normal days of operation, and for all Club special events and/or functions. Evening-Only members shall be considered by the Board of Directors to otherwise meet the qualifications of the Resident class. Evening-Only members shall be required to pay Club dues, fees, and/or assessments equal to that of the Non-Resident member.

d) **Life**: Life membership shall be limited to those individuals who elect through the application process to pay a lifetime membership fee set by the Board of Directors from time to time. Life members shall be composed of compatible persons elected by the Board of Directors who otherwise meet the admission requirements of the Resident class. Except as otherwise provided in these Bylaws, each Life member shall have the same rights and obligations as a Resident member.

e) The Board may from time to time designate other categories of membership.

Section 2: Membership Voting Rights: Each Resident and Life member (the "Voting Members") shall have one (1) vote at any membership meeting. Non-Resident and Evening-Only members shall not have voting rights.

Section 3: Process of Review of Membership Applications: Any Member may propose any person for membership in the Club by filing with the Club a membership proposal in the form prescribed by the Board of Directors. At intervals deemed proper by the Board, the Board shall consider the application and may approve, postpone or reject it. If three (3) or more directors, in their unrestricted discretion, vote to disapprove or postpone an application, that action shall be taken.

Section 4: Inactive Status: An individual member or a Designated Individual of a Corporate member may be granted inactive status only under the following circumstances:

a) such person submits a letter to Club management requesting inactive status and stating in detail the reasons why he or she is requesting inactive status;

b) management reviews such request and, if satisfied in its sole discretion that the request has merit, grants inactive status; and

c) such person agrees to pay a per month fee as set from time to time by the Board of Directors for all inactive members to be paid during the period of inactive status.

A member who has been granted inactive status, and who has not violated the terms of such inactive status, shall be permitted to reapply to the Club, to resume the status that such person had immediately prior to being granted inactive status; provided that the inactive member first pays a reinstatement fee as set from time to time by the Board of Directors for all inactive members.

Determinations by Club management as to whether or not to grant inactive status shall be on a case-by-case basis, and a determination in a particular case shall not be binding upon the Club as precedent in any subsequent determination, whether or not the facts in any later case are similar or identical to the facts in any earlier case. Any member who is denied inactive status by Club management may appeal such decision to the Board of Directors by submitting a written request to the President requesting Board review. The decision of the Board shall be final and not subject to further appeal.

Section 5: Spouses and Significant Others: A spouse of a member in good standing, or an individual involved in a long-term, committed relationship with a member in good standing who shares the same primary place of residence with that member in good standing (“Significant Other”) shall be entitled to full usage of the Club of the same membership level, provided that the spouse or Significant Other makes application to the Club for such membership privileges and that the primary member agrees to be responsible for the charges of their spouse or Significant Other. There shall be no initiation fee, vesting fee, quarterly minimums or monthly dues assessed against such spousal/Significant Other memberships.

Except as expressly set forth herein, Spouses and Significant Others shall have all rights and obligations of members in the class of which their respective spouse or Significant Other is a member, provided that Spouses and Significant Others shall not be entitled to vote on any Club matters and shall not be considered Voting Members . In the event that the membership of the primary member terminates, or in the event of dissolution of the marriage or the relationship between the member and the Significant Other, the privileges of the spouse or Significant Other, as the case may be, shall terminate.

ARTICLE II: Initiation Fees, Dues, Service Charge & Monthly Minimum

Section 1: Initiation Fees: The Board of Directors shall set the initiation fee for Resident, Non-Resident, Evening-Only, and Life memberships. The Board may provide for a discounted initiation fee for members under an age or ages established by the Board from time to time. The Board may, from time to time, adopt a deferred initiation fee payment plan whereby the initiation fee is paid in installments over time through a vesting fee. The Board may provide for a discounted Corporate membership initiation fee for the second and subsequent Designated Individuals of a Corporate member.

Section 2: Dues: Dues shall be established from time to time by the Board of Directors. No dues shall be required to be paid by Life members. The Board may establish a discounted dues payment as it deems appropriate from time to time.

The fees enumerated above shall be supplemented by such taxes or other charges as may be imposed by local, state or federal law.

Section 3: Service Charge: The Board of Directors shall set all service charges on all meals and beverages served by the Club, and all other items and services provided by the Club to its members.

Section 4: Quarterly Minimum: Each member shall be subject to a quarterly minimum charge for food and beverage as set by the Board of Directors from time to time. Charges for food and beverage on such member's account shall be applied against the quarterly minimum. The Board of Directors shall communicate any such change to the members at least thirty (30) days prior to the implementation of such change.

Section 5: Late Charge: The Board may, from time to time, approve late charges and assessments as it deems appropriate.

Section 6: Sanctions for Failure to Pay Dues or Charges When Due: If any member fails to pay his or her Club dues, charges, or other indebtedness within sixty (60) days after the date of the bill ("Invoice Date") that is mailed or delivered to the member, the Club shall mail or deliver to the member a notice stating that such member's account is in arrears, and that unless payment in full is received by the Club within fifteen (15) days after the date of such notice, that his or her membership shall thereupon be suspended automatically. If the member does not pay in full the dues, charges or other indebtedness within such fifteen (15) days after the notice, a letter, signed by the President or, in his or her absence, another officer of the Club, shall be mailed or delivered to the member stating that unless payment in full of such dues, charges or other indebtedness is made within fifteen (15) days after the date of the letter, such member shall be subject to being expelled from the Club by the Board of Directors. The Club may take all necessary or appropriate action to collect debts from its members.

Section 7: Survival of Member Obligations: The obligations of a member for payment of fees, dues, charges and any and all other obligations to the Club shall survive the termination or resignation of a person's membership in the Club and any expulsion of a person from the

Club, and none of such events shall constitute a waiver or forfeiture by the Club of its rights to payment thereof when due.

Section 8: Amendment and Waiver: The initiation fees, dues, service charges, quarterly minimums, late charges and any other charges imposed upon members of the Club pursuant to this Article II may be amended or waived by the Board; however, any such action shall not be deemed an amendment or waiver of the terms of these Bylaws and shall be effective only to the extent expressly designated and resolved by the Board. Notwithstanding the foregoing, no dues may be imposed upon an existing Life member at any time without his or her consent.

ARTICLE III: Disciplinary Rules

The Board shall have the power to expel any member from the Club for continuing delinquency in payment of dues, charges or other indebtedness to the Club or if the member has not paid in full such dues, charges or other indebtedness within fifteen (15) days after the date of the letter from the President or other officer of the Club pursuant to these Bylaws. The Board shall also have the power to suspend or expel any member for any misconduct which, in the sole opinion of the Board, endangers the welfare or character of the Club. No member shall be suspended (except for automatic suspensions under Article II, Section 6 of these Bylaws) or expelled except upon affirmative vote to suspend or expel by two-thirds (2/3) vote of the entire Board of Directors. Any member considered for suspension or expulsion (except for automatic suspensions under Article II, Section 6 of these Bylaws) shall be provided written notification of such consideration prior to the Board of Directors voting to suspend or expel such member. Upon request in writing to the Board, a candidate for expulsion shall be given an opportunity to be heard before the Board in person or by his or her duly appointed representative.

ARTICLE IV: Membership Meetings

Section 1: Annual Meeting: There shall be an annual Club meeting held during the month of December on a day to be selected by the Board. The Secretary shall cause to be posted on the Club's bulletin board, for at least thirty (30) days prior to such meeting, notice of the day and time of the regular annual meeting and shall either (i) cause notice of the meeting to be mailed to each Voting Member, at least thirty (30) days before the meeting, or (ii) publish notice of such meeting in the Club's newsletter or bulletin which is to be mailed to each Voting Member at least thirty (30) days before the meeting, or (iii) cause notice of the meeting to be sent to each Voting Member by electronic mail at least thirty (30) days before the meeting, provided that paper notice shall be sent to any voting member who does not have an electronic mail address on file with the Club. The President shall preside at the annual meeting of the members.

Section 2: Special Meetings: The President may call special membership meetings on his or her own initiative and shall do so within thirty (30) days when he or she is requested to do so by at least five (5) members of the Board or upon receipt by him or her of a written petition signed by at least twenty (20) Voting Members in good standing. The Secretary of the Club shall cause to be posted on the Club's bulletin board, for at least fourteen (14) days prior to such meeting, notice of the day and time and purpose of the special meeting and shall either (i) cause such notice of the meeting to be mailed to each Voting Member of the Club at least fourteen (14) days before the special meeting, or (ii) publish such notice of the special meeting in the Club's newsletter or bulletin which is to be mailed to each Voting Member of the Club at least fourteen (14) days before the special meeting, or (iii) cause notice of the meeting to be sent to each Voting Member by electronic mail at least fourteen (14) days before the meeting, provided that paper notice shall be sent to any Voting Member who does not have an electronic mail address on file with the Club. The purpose of such meeting shall be to vote on matters expressly vested in the members as set forth herein or to make

recommendations to the Board. Discussion and action at such meeting shall be confined to the subject or subjects stated in the meeting notice. The President shall preside at all special meetings of the members.

Section 3: Quorum: Ten percent (10%) of the Voting Members in good standing shall constitute a quorum at any regular or special membership meeting of the Club. The order of business in each instance shall be left to the decision of the presiding officer. As to any matter to be voted upon by Voting Members at such meeting, a majority vote on such matter by Voting Members present at the meeting or voting by proxy shall prevail. Questions of parliamentary procedure shall be resolved by application of Robert's Rules of order.

Section 4: Proxies: Every Voting Member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or his duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. The proxy must be executed in writing by the Voting Member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Club before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

ARTICLE V: Board of Directors

Section 1: Number and Terms of Office: The Club shall have thirteen (13) directors. All Directors shall be Voting Members of the Club. The directors shall be divided into four categories. Three categories of directors, Categories A, B, and C shall be elected by the members of the Club. Each of these categories shall be as nearly equal in number as possible. One of such categories shall be elected each year as provided below. The terms of office for the Categories A, B, and C directors shall be for three (3) years. No director shall serve more than two (2) consecutive full terms. The fourth category of directors, Category D, shall consist of (i) the person who is currently serving as the President of the Club, who shall

serve as a director while he or she is President, and (ii) the Past-President of the Club, who shall serve as a director for the one year immediately following the expiration of his or her term of office as President, provided such person did not fail to complete his or her term as President by virtue of his or her removal or resignation, or otherwise. No director shall have his term of office shortened by virtue of being the President or the Past-President of the Club. Directors shall be elected from nominations made by the Club's Nominating Committee or by Voting Members as hereinafter provided and shall take office immediately upon election.

Section 2: Method of Selection: The President shall appoint the Nominating Committee by September 1st of each year consisting of himself or herself, the Past-President and three (3) other Voting Members, as he or she shall determine. The Nominating Committee shall deliver its nominations for directors of the Club to the Secretary by October 15th.

Any twenty (20) Voting Members of the Club may make independent nominations for directors to be elected as provided herein by filing a duly executed written nomination (setting forth the names of the nominating Voting Members and the name of the member so nominated, and executed by all nominating Voting Members) with the Secretary by October 15th. Such written nomination shall also be signed by the nominated member indicating his or her willingness to actively serve on the Board of Directors. The Secretary of the Club shall cause all complete and correct nominations including both the nominations of the Nominating Committee and any other complete and correct nominations to be placed on a Board-approved ballot for distribution to the Voting Members as set forth herein. No candidate shall be eligible for election to the Board unless he or she shall have been nominated under the provisions of this Article.

The election of members to the Board shall be conducted by written ballot (as approved by the Board) distributed to Voting Members as set forth herein. Each Voting Member shall be entitled to vote for a single candidate for each open position. By way of illustration, if three (3) Board positions are open, each Voting Member gets one (1) vote for each position, for a total of three (3) votes. The candidates receiving the highest number of

votes for each position shall be declared at the annual meeting to be elected. The balloting and counting of ballots shall be under the supervision of a Board of Tellers, which shall consist of not less than three (3) Voting Members who are not current Directors appointed by the President and the independent certified public accountant utilized by the Club.

Section 3: General Powers: The Board shall be the governing body of the Club and shall serve without compensation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Club shall be managed under the direction of, the Board of Directors, subject only to the Articles of Incorporation, these Bylaws and applicable laws.

Section 4: Meetings: The Board shall hold regular meetings at least once a month at the Club or at a place designated by the President. The President shall set the agenda for regular meetings of the Board, provided that any director may raise old or new business at the appropriate time designated by the President at such meetings. Special Board meetings may be called at any time by the President and shall be called by him upon the written request of three (3) or more directors. All directors shall use their best efforts to attend all regular and special meetings of the Board. Directors who are unable to attend any regular or special Board meeting shall use their best efforts to notify the President of their absence prior to the meeting, if practicable. The Board may meet by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 5: Notice: The Board of Directors may provide by resolution the time and place for the holding of regular meetings without other notice than may be provided for in such resolution. Notice of any special meeting shall be given at least seven (7) days before the meeting by written notice delivered personally, by electronic mail or by telecopy, to each

director, unless in case of emergency, the President shall prescribe a shorter notice to be given personally or by telecopying each director.

Section 6: Quorum: A majority of its members shall constitute a quorum of the Board.

Section 7: Manner of Acting: Except as expressly set forth otherwise herein, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8: Removal: The Board, at any regular or special meeting at which a quorum is present, and the membership, at any special meeting at which a quorum is present, may remove any director from office for any reason, by affirmative vote of two-thirds (2/3) of those Voting Members present at a special meeting of the members or by affirmative vote of nine (9) Directors.

Section 9: Vacancies: Any vacancy occurring on the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors. No vacancy shall be deemed to exist by virtue of the fact that a person is both a Category A, B, or C director and a Category D director, nor shall any vacancy be deemed to exist by virtue of the death, resignation or removal of a Category D director. A director elected to fill a vacancy shall hold office for the remaining term of such category of directorship until his successor shall be elected and qualified, or until his earlier resignation, removal from office or death.

Section 10: Determinations not Binding on Board: Determinations by the Board of Directors with respect to the membership status or rights, privileges or responsibilities of any members shall be on a case-by-case basis, and a determination in a particular case by the Board of Directors with respect thereto shall not be binding upon the Board as precedent in

any subsequent determination, whether or not the facts in any later case are similar or identical to the facts in any earlier case.

ARTICLE VI: Officers

Section 1: Enumeration of and Duties of Officers: The officers of the Club shall be a President, a President-Elect, a Past-President, a Secretary and a Treasurer, to be elected by the Board from its own members. The same person may not hold more than one office of the Club at the same time. All officers, except (i) the President, who shall hold office by virtue of the ascension of the President-Elect as provided herein, and (ii) the Past-President who shall hold office by virtue of the ascension of the President as provided herein, shall be elected by the Board at the first Board meeting in the month following the month of the annual membership meeting, and shall take office immediately upon election. Each office shall have a term of one (1) year. No officer shall serve more than two (2) consecutive terms in the same position. Officers shall continue in office until the first Board meeting following the next succeeding annual membership meeting.

The officers shall have the following authority and duties:

- a) **President:** The President shall be the chief executive officer of the Club and shall preside at all meetings of the membership and of the Board. The President shall exercise overall supervision of Board affairs and shall provide leadership to the Board and its committees. He or she shall be an ex-officio member of all standing committees, and shall have such additional powers and duties as are prescribed by these Bylaws or, from time to time, by the Board.
- b) **President-Elect:** The President-Elect shall aid the President in the discharge of duties, shall, in the absence or disability of the President, perform the President's duties, and

shall have such additional powers and duties as are prescribed by these Bylaws or, from time to time, by the Board. Upon the expiration of the President's term of office, or upon the President's earlier resignation, removal or death, the President-Elect shall become the President. The President-Elect's tenure as President shall not be shortened in the event that the President-Elect shall become the President by virtue of the prior President's resignation, removal or death.

c) **Past-President:** The Past-President shall aid the President in the discharge of duties, shall, in absence or disability of both the President and the President-Elect, perform the President's duties, and shall have such additional powers and duties as are prescribed by these Bylaws, or from time to time, the Board.

d) **Secretary:** The Secretary shall keep the membership meeting minutes and Board meeting minutes and shall have such further powers and duties as are prescribed by these Bylaws or, from time to time, by the Board.

e) **Treasurer:** The Treasurer shall be responsible for collecting, depositing and disbursing all moneys accruing to the Club. He or she shall cause to be deposited all moneys received in bank accounts designated by the Board and shall cause all disbursements to be made by check, signed by such officers, directors or employees as may be designated by the Board. He or she shall be responsible for keeping regular accounts and reporting same whenever required by the Board. The Treasurer shall prepare and submit a report at each regularly scheduled Board meeting and shall prepare and submit at the annual meeting a statement showing the financial status of the Club.

Section 2: Nomination and Election of Officers: The Club's Nominating Committee, appointed in accordance with Article V, shall make nominations for Club officers (except for President and Past-President). The Nominating Committee shall provide all directors written

notice of its nominations at least ten (10) days prior to the Board meeting at which officers will be elected. Elections of officers shall be held at the Board meeting in the month immediately following the annual membership meeting, if practicable. The Board may elect officers from such nominations or from floor nominations made at the Board meeting. Each officer position shall be voted on individually at such Board meeting. Officers will be elected by majority vote of the Board.

Section 3: Removal: The Board, at any regular or special meeting at which a quorum is present, and the membership, at any special meeting at which a quorum is present, may remove any officer from office for any reason, by affirmative vote of nine (9) Directors.

ARTICLE VII: COMMITTEES

Section 1: Standing Committees: The Club shall have the following standing committees:

- (a) **Executive Committee:** The Executive Committee shall be comprised of the President, the President-Elect, the Past-President, the Treasurer, the Secretary and at least one (1) other director designated by the President. The President shall chair the Executive Committee. The presence of at least four (4) Executive Committee members shall constitute a quorum. The Executive Committee shall act by vote or a majority of Executive Committee members present at any duly called Executive Committee meeting. The Executive Committee may consider and make recommendations to the Board on any matters of Club business. The Executive Committee may exercise the full powers of the Board, except as may be limited by law or by resolution of the Board, only during emergency situations or when time does not permit the Board to act. In such event, the Executive Committee shall communicate its decision to all Board members as soon as possible after such action is taken. Unless the President appoints a Finance Committee, the Executive

Committee shall be responsible for preparing the annual budget for presentation to and approval of the Board. The Secretary shall keep minutes of all Executive Committee meetings and shall timely provide such minutes to all directors. The President shall give a report at each regularly scheduled Board meeting of all material business considered and actions taken by the Executive Committee.

(b) **Membership Committee:** The Membership Enhancement and Marketing Committee shall assist in the identification and development of new leads and prospects for Club membership and assist with membership matriculation projects designated by the Board of Directors. The committee chairperson shall periodically report Membership Committee findings and activities to the Board.

(c) **Food and Beverage Committee:** The Food and Beverage Committee shall make recommendations to the Board related to food and beverage service at the Club and related activity as designated by the Board of Directors. The committee chairperson shall periodically report Food and Beverage Committee findings and activities to the Board.

(d) **Member Relations Committee:** The Member Relations Committee shall assist in improving and enhancing member relations and undertake related activity as designated by the Board of Directors. The Committee chairperson shall periodically report Member Relations Committee findings and activities to the Board.

Section 2: Designation of Committees: All committee chairs for the year in which the President-Elect becomes President shall be appointed by the President-Elect. The chair of each committee shall be a director. Notice shall be provided to all members identifying each committee chair and inviting members to volunteer for committee participation at least twenty (20) days before the committee members are selected. Members who are interested in participating on a committee may provide written notice of their interest to the respective

committee chair. Each committee chair, in conjunction with the President-Elect, shall select the members of his or her committee. No committee except the Executive Committee shall incur any expense unless authorized by the Board, and the work of all committees shall be under the control, supervision, and direction of the Board. All committees shall keep minutes of their respective meetings and shall provide such minutes to all directors. The chair of each committee shall, at the discretion of the President, provide a report at each regularly scheduled Board meeting of all material business considered and actions taken by such committee. Committees may meet by means of a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. Except for the Executive Committee, the presence of at least three (3) committee members shall constitute a quorum. Committees shall act by vote of a majority of committee members present at any duly called committee meeting.

Section 3: Other Committees: The President or the Board may from time to time authorize the creation of special committees required to efficiently administer the Club's affairs.

ARTICLE VIII: Name and Seal

The name of the Club shall be “The Tampa Club - Downtown, Inc.” The Board may approve use of one or more fictitious names, which shall only be utilized as permitted by law. The corporate seal of the Club shall be circular in form with the corporate name on the face thereof, provided that such seal shall always contain the words, “Corporation Not For Profit.”

ARTICLE IX: Fiscal Year

The fiscal year of the Club shall begin on January 1 and end on December 31 in each year.

ARTICLE X: Indemnification

The Club shall, and does hereby indemnify any person made a party to an action, suit or proceeding, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in their capacity as a director or officer of the Club against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of *nolo contendere* shall not in itself create a presumption that any director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Club or that he had reasonable ground for belief that such action was unlawful. The foregoing rights of indemnification shall apply to the heirs and personal representatives of any such director or officer and shall not be exclusive of other rights to which any provision of the certificate of incorporation, by law, agreement, and vote of members or otherwise apply.

ARTICLE: XI Rules and Policies

The Board may, from time to time, implement these Bylaws with rules or policies consistent herewith relating to the Club's affairs, functions, and facilities. Any rule or policy adopted by the Board shall take effect upon posting of same on the Club bulletin board.

ARTICLE XII: Amendment

These Bylaws may be amended, altered, or repealed only by majority vote of the Board at any regular or special meeting of the Board at which a quorum is present, or by all directors

signing a written statement manifesting their intention that the Bylaws be amended, altered or repealed.

ADOPTED by the Board of Directors on _____, 2006

Lana Barboza-Lum, Secretary

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