

THE FAIR TRADE CIGAR CLUB BYLAWS

ARTICLE I NAME AND OBJECTIVES

SECTION 1. NAME

The name of the club shall be "THE FAIR TRADE CIGAR CLUB".

SECTION 2. OBJECTIVES

The objectives of the club shall be to promote the appreciation of fine cigars and provide a venue for the smoking of cigars in the club-facility, which shall not be open to the public.

SECTION 3. NON-PROFIT

The club shall not be conducted or operated for profit and no part of any profits, remainder or residue from dues or donations to the club from any other source shall inure to the benefit of any member or individual. The club shall apply for recognition as a non-profit corporation pursuant to IRC Section 501(C)(7) and shall conform its operations to the conditions of that statute.

SECTION 4. PRINCIPAL OFFICE

The principal office of the Fair Trade Cigar Club shall be 7430 Tyler Boulevard, Mentor, OH 44060

ARTICLE II CLUB MEMBERSHIP

SECTION 1. ELIGIBILITY

Memberships shall be open to all persons twenty-one (21) years of age and older, who are cigar smokers and who subscribe to the objective of the club. The club will not discriminate in offering memberships to any person based on race, religion, sex or political beliefs or affiliations.

SECTION 2. DUES

Membership dues are to be paid monthly. Any issues regarding the paying of dues monthly will be considered on a case by case basis. The board shall set dues annually. All members will pay dues, including board members.

SECTION 3. ELECTION TO MEMBERSHIP

Applicants for membership shall apply on a form approved by the Board. The form shall provide that the applicant agrees to abide by the bylaws and rules of the club. Applications shall be filed with the board who will present them to the current members for consideration. Applicants will become probationary members of the club after filling out the required membership applications. After the probationary period of no more than 90 days, those elected to membership by no less than 90% of the current regular members, shall be entitled to exercise all the benefits of membership as defined herein. Club membership shall be nontransferable. The board may create different types of membership as appropriate.

SECTION 4. TYPES OF MEMBERSHIP

There are five (5) different types of members in the club:

(a) ONE DAY MEMBERS

One day members pay a per-day fee to be in the club. They must follow the club rules and bylaws. They can only be in the club when a regular member is present. A one day membership expires at 12 midnight the day of purchase. Out of town guests would fall under this type of membership.

(b) PROBATIONARY MEMBERS

Probationary Members pay a reduced dues amount per month. Their only access to the club will be when a regular member is present and must leave the club when the last regular member leaves. Probationary Members do not vote on new members or on changes to the bylaws. Probationary membership will last for a period of no more than 90 days. After 90 days, if the person is voted into the club by no less than 90% of the regular members, they become either a Weekly Member or Regular Member. The Probationary Member chooses which level of full membership he/she would like to be.

(c) WEEKLY MEMBERS

Weekly Members pay monthly dues. They may only use the club facility one (1) day a week. For these purposes, a week is Sunday through Saturday. A Regular Member must be present when Weekly Members are using the facility. Weekly Members must first have been probationary members.

(d) REGULAR MEMBERS

Regular Members pay monthly dues and are issued the code for the building keypad for twenty four (24) hour access. Regular members may hold a spot on a committee and vote on any club issues. Regular members must first have been probationary members.

(e) SEASONAL MEMBERSHIP

Seasonal members pay monthly dues and are given the code to the building for 24 hour access. Seasonal members may not hold a position on the board or committees, and do not have voting rights. Seasonal members must first be a probationary member. Once voted to seasonal status, the member does not have to repeat the probationary period. Seasonal members can upgrade to full membership without repeating the probationary period. Seasonal members are given access to the club from September 1 to March 1st each year. The board may decide to extend the ending period on a per month basis.

SECTION 5. TERMINATION OF MEMBERSHIP

Membership may be terminated by any of the following:

(a) BY RESIGNATION

Any member in good standing may resign from the club upon written notice to the board, but no member may resign while indebted to the club. Dues obligations are considered indebtedness to the club and are incurred on the last day of each club official month.

(b) BY LAPSING

A membership will be considered as lapsed and automatically terminated if a member's dues remain unpaid for 30 days after the last day of the club official month. The board may grant an additional grace period to such delinquent member in meritorious cases

(c) BY EXPULSION

A membership may be terminated by expulsion by the board for violation of club rules or bylaws, adopted by the Board, or for any reason deemed deleterious to the interests of the club.

(d) SUSPENSION

All violations of club rules and/or disputes between members shall be reported to the Sergeant of Arms. After investigating the matter, the Sergeant of Arms shall submit the matter to the board for disposition. Any violations of club rules may result in suspension and/or termination of membership.

SECTION 6. REINSTATEMENT OF MEMBERSHIP

Any member who leaves the club in good standing, can return to the club by completing an updated application and shall not need to complete the probationary period. The Board shall have make the final determination if the member left in good standing.

ARTICLE III
THE BOARD AND COMMITTEES

SECTION 1. THE BOARD

The board shall be comprised of five (5) Regular Members who are in good standing. General management of the club's affairs shall be entrusted to the board. The board shall consist of the following positions:

- President - The president shall direct the affairs and meetings of the Fair Trade Cigar Club in cooperation with the other members of the board. The President does not have the authority to act on behalf of the club without the approval of the board and/or membership, except for in cases of emergency.
- Vice-President - The Vice-President shall assist the President in directing the affairs of the club and shall run the meetings when the President is not present.
- Secretary - The Secretary shall take minutes of all meetings and shall be the official record keeper of the Fair Trade Cigar Club
- Treasurer - The Treasurer shall be responsible for the finances and financial reporting for the Fair Trade Cigar Club
- Sergeant of Arms - The Sergeant of Arms shall be responsible for enforcing the rules of the club and investigating all infractions of club rules. After investigating any rule violations, the Sergeant of Arms shall submit his report to the board for disposition.

All board officers shall be nominated by a member during an election cycle. The nominee has the right to accept or reject the nomination. The five nominees receiving the most votes shall be elected to the board. In the event there are an

equal number of votes cast for two or more candidates, a run-off election shall be held within seven days.

The five elected members shall meet and prior to the upcoming term to establish which members shall serve in each office. If there is a dispute between the members, a vote shall be taken among the five elected with a simple majority deciding the matter.

SECTION 2. COMMITTEES OF THE BOARD

Each committee is responsible for a specific aspect of the club's operation:

(a) EVENTS COMMITTEE

The events committee shall consist of at least three (3) Regular Members in good standing. The events committee is responsible for coordinating and planning special events that will be held at the Club building.

(b) VOTING COMMITTEE

The voting committee shall consist of three (3) Regular Members in good standing. The voting committee shall oversee each and every regular election and all matters that require a vote of the club. All voting shall take place in the principal office and shall be conducted by the rules set forth by the voting committee. The rules adopted by the voting committee shall be at their discretion subject to the limitations of these articles, and the fundamental fairness and due process consistent with a democratic election and the secret ballot.

SECTION 3. COMMITTEES NOT YET FORMED

The board may, at any point create a new committee, should the need arise, for the advancement of the club.

SECTION 4. VACANCIES ON A COMMITTEE

Any vacancy occurring on a committee of the board will be filled with a regular member in good standing. Each committee is responsible for picking their new committee member.

SECTION 5. TERMINATION OF COMMITTEE APPOINTMENTS

A committee appointment may be terminated by a unanimous vote of the current committee members, upon notice to the appointee, if they do not perform duties and tasks assigned to them.

ARTICLE IV **MEETINGS AND VOTING**

SECTION 1. BOARD MEETINGS

Meetings of the board shall be held in the principal office on the last Sunday of every month at eight o'clock pm (8pm), unless another day and/or time be designated by the board.

SECTION 2. FULL CLUB MEETINGS

Club meetings involving all members in good standing will be held on as needed or emergency basis. All Members in good standing will be notified via email by the Board no later than one (1) week before the meeting.

SECTION 3. ANNUAL MEETING

The annual meeting shall be held during the second week of November. A date for the annual meeting will be set no later than the first Saturday of October. Financials from the current year and any changes to the club for the next year will be discussed.

SECTION 4. NOMINATION AND VOTING OF BOARD MEMBERS

Beginning in the year 2013, the members of the board will serve a one (1) year term. Nominations for the board shall be submitted to the Voting Committee during the first week of November. All members nominated shall indicate their intention to accept or decline the nomination to the Voting Committee. Elections shall take place during the second week in November under the rules set forth by the voting committee. The Voting Committee, upon tallying of the ballots, shall declare an election completed and certify the results in writing to the members. The newly elected board shall commence at the beginning of the new club year.

SECTION 5. QUORUMS

A quorum shall consist of the total number of members present at a full club meeting or annual meeting, and no less than two (2) board members present.

ARTICLE V **THE CLUB YEAR AND CLUB MONTH**

SECTION 1. CLUB YEAR

The club's fiscal year and official year shall begin on the first day of January and end on the thirty-first day of December.

SECTION 2. CLUB MONTH

The club's official month, for dues purposes, starts on the first day of the calendar month and ends on the last day of the calendar month.

ARTICLE VI **AMENDMENTS**

SECTION 1. PROPOSED AMENDMENTS

Amendments to these bylaws may be proposed by the Board or by written petition addressed to the Board signed by the member requesting the amendment and containing no less than fifty percent (50%) of the signatures of members.

SECTION 2. AMENDING BYLAWS

The bylaws may be amended by a simple majority vote of the Regular Members, provided that the proposed amendments have been included in a notice to all members.

Section 3. Amending Rules

New rules and amendments to the rules can be submitted to the board to be voted on by the club. The rules may be added or amended by a simple majority vote of the regular members provided that the proposed rules have been included in a notice to all members.

ARTICLES VII
DISSOLUTION

SECTION I. DISSOLUTION

The club may be dissolved at any time by the written consent of not less than 2/3 of the members. In the event of dissolution of the club, other than for purposes of reorganization, whether voluntary or involuntary or by operation of law, none of the property of the club nor any proceeds thereof nor any assets of the club shall be distributed by any members of the club; but, after payment of the debts of the club, its property and assets shall be given to a charitable organization selected by the board.