

BYLAWS

(As amended on October 10, 2013)

THE TWO HUNDRED CLUB OF GREATER MIAMI, INC.

(A Florida not-for-profit corporation)

ARTICLE I

NAME

Section 1.1 Name. This Corporation shall be known as THE TWO HUNDRED CLUB OF GREATER MIAMI, INC. (the “Club” or the “Corporation”).

ARTICLE II

OBJECTS

The objects of this Corporation are as follows:

Section 2.1 Generally. Generally to operate for charitable, literary, public safety testing and educational purposes.

Section 2.2 Specified Purposes. For the following specific purposes:

(a) To accept, receive, hold and dispose of, without limitation, gifts, donations, membership dues, devises and bequests of both real and personal property of any and every kind and character, and to sell, dispose of, invest, reinvest, loan, and otherwise deal in said property for the purposes and objects of the Corporation.

(b) To manage, administer and distribute the assets received and held by the Corporation as voluntary, gratuitous, and charitable gifts and contributions, solely to or for the benefit of dependents of the surviving dependents of formally duly sworn federal, state, county, municipal and university law enforcement officers and firefighting agencies including, without limitation, the Federal Bureau of Investigation, the Federal Drug Enforcement Agency and the United States Coast Guard; the Florida Highway Patrol; Miami-Dade County (the “County”) or municipal and university law enforcement officers and/or firefighters, employed in the geographical area of the County, who are killed in the line of duty while actively engaged in a law enforcement action, fighting a fire or performing a rescue in the County; provided, however, that the selection of the recipients of such gifts and contributions, and the determination of the amount(s) thereof, shall rest in the absolute and sole discretion of the Board of Directors of the Corporation.

ARTICLE III
MEMBERS

Section 3.1 New Members shall be proposed by an existing Member in good standing, who shall submit a completed Membership Nomination Form on behalf of the nominee. The nomination must be seconded by an incumbent member of the Board of Directors and approved by the Board. Upon the Club's receipt of payment by the approved nominee of the current annual dues, he or she shall become a Member. Each person who is a Member of the Corporation on the date these Bylaws are adopted or who thereafter becomes a Member of the Corporation is hereinafter referred to a "Member".

Section 3.2 Membership Dues. The annual dues to be paid by each Member shall be determined from time to time by the Board of Directors and approved by a majority of the Members.

Section 3.3 Payment of Dues. Dues shall be payable annually on the first day of January of each year. In the event that any Member shall not have paid his or her dues by the 31st day of March of any year, at the discretion of the Board of Directors his or her membership in the Corporation shall cease, and he or she shall be dropped from the roster of Members.

Section 3.4 Security of Membership Information. Any prior or current roster of the Members or any portion thereof, consisting of the Members' names, addresses, telephone and facsimile numbers, email addresses and/or other contact information shall not be utilized by any Member for any purpose except personal communication relating to the affairs of the Corporation and shall not be distributed to any organization or individual not a Member for any purpose whatsoever without the express prior approval of the Board.

ARTICLE IV
MEETINGS OF MEMBERS

Section 4.1 Annual Meeting. The Annual Meeting of the Members shall be held in the County, on the date and at the place and time as is designated by the Board of Directors in the Notice of Meeting, for the purpose of electing Directors and Officers of the Corporation and for the transaction of such other business as may be brought before the Annual Meeting.

Section 4.2 Special Meetings. Special meetings of the Members may be held upon call of the President or Secretary or a majority of the Board of Directors at the registered office of the Corporation in the County, or at such other place within or without the State of Florida, as may be stated in the notice thereof.

Section 4.3 Notice of Meetings. Notice of the time, place and the purpose of each meeting of the Members shall be sent to each Member of record entitled to vote at such meeting not less than ten (10) days before the meeting; provided that no notice of adjourned meetings need be given. If mailed, the notice shall be directed to each Member entitled to notice at his or her address as it appears in the records of the Corporation. Notice of meetings may also be sent by electronic mail or facsimile communication to any Member who has provided the

Corporation with written consent to such electronic communication and provided the Corporation with such Member's email address or facsimile number. Such further notice shall be given as may be required by law.

Section 4.4 Quorum. Twenty-five percent (25%) of the Members entitled to vote, present in person or by proxy, shall constitute a quorum at all meetings of the Members; or if there be no such quorum, a majority of the Members present or represented may adjourn the meeting from time to time to a further date without further notice other than the announcement at such meeting, and when a quorum shall be present upon such adjourned day, any business may be transacted which might have been transacted at the meeting as originally called.

Section 4.5 Conduct of Meetings. Meetings of the Members shall be presided over by the President, or, if he or she is not present, by the President-elect or, in both their absences, the Vice President or, if none of the foregoing are present, by a Member chosen by a majority vote of the Members present at the meeting. The Secretary of the Corporation, or in his or her absence a person chosen at the meeting, shall act as Secretary of the meeting.

Section 4.6 Voting. Except as otherwise provided in the Articles of Incorporation, each Member, provided his or her dues are fully paid, shall, at every meeting of the Members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 4.7 Proxies. No proxy shall be deemed operative unless and until signed by the Member and filed by mail or delivery to the registered office of the Corporation. A proxy, in the absence of limitations to the contrary contained therein, shall extend to all meetings of the Members and shall remain in force three years from its date, and no longer.

ARTICLE V DIRECTORS

Section 5.1 Powers and Number. The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of not less than twelve (12) or more than twenty-one (21) persons, all of whom shall be Members. The Board of Directors shall consist of prominent citizens interested in the welfare of the dependents of police or firefighters who have died in the line of duty. The immediate past-President of the Board shall serve as a voting member of the Board of Directors for one year following his or her term of office.

Section 5.2 Election of Directors and Terms. The Directors shall be elected at the annual meeting of the Members. Directors shall be divided, as nearly as practicable, into three classes, with Directors in each class to hold office for staggered terms of three (3) years. There shall be no limitation on a Director succeeding himself or herself in office.

Section 5.3 Vacancies in Board. Whenever a vacancy in the membership of the Board shall occur, whether by death, resignation or removal from office, the remaining members of the Board shall have the power, by a majority vote of the Directors then in office, to select a Member to fill the vacancy for the unexpired term.

Section 5.4 Place of Meetings. The Board of Directors may hold its meetings within the State of Florida or elsewhere and at such places as may from time to time be set forth in the notice(s) thereof.

Section 5.5 Annual Meetings. The Annual Meeting of the Board of Directors shall be held prior to the Annual Meeting of Members for the purpose of approving the slate of Officers and Directors proposed by the Nominating Committee and other business as may be brought before the Board.

Section 5.6 Special Meetings. Special meetings of the Board may be called by the President on ten (10) days' notice to each Director or by the President-Elect on such notice upon the written request of three Directors. In the event of an emergency, a meeting of the Directors may be called on three (3) days' notice.

Section 5.7 Quorum. At all meetings of the Board a majority of all of the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business. If there no quorum present on the day and at the time fixed for the meeting, the Directors present may adjourn the meeting from time to time until a quorum is obtained or may adjourn said meeting subject to call of the President.

Section 5.8 Power to Employ Agents. The Board of Directors may, in the administration of the affairs of the Corporation, employ legal counsel, investment counsel, administrators, advisors, agents, clerks, auditors and accountants, and pay such compensation to such agents as the Board, in its judgment, may determine.

Section 5.9 Voting. Any action at any time taken by the Board of Directors shall be by the vote of not less than a majority of the Directors present at a meeting of the Board at which a quorum is present.

Section 5.10 Attendance. Upon election to the Board, a Director assumes the obligation of regular attendance at Board meetings. When unable to attend a meeting, a Director shall notify the Club Administrator or the President in advance of the meeting. Absences may be excused in the discretion of the President or the Executive Committee. Upon failure of a Director to attend more than two consecutive meetings in one year without an excuse, the Director shall be subject to removal by the Board.

ARTICLE VI OFFICERS

Section 6.1 Titles. The Officers of the Corporation, who shall be elected by the Members at the Annual Meeting, shall be as follows: President, President-Elect, Vice-president, Secretary and Treasurer (each, an "Officer" and collectively, the "Officers"). The Board may from time to time appoint other officers and agents having such powers and duties as it may from time to time deem necessary or expedient. Unless otherwise specified by the Board, each of the

Officers shall hold office for a term of one year and until his or her successor shall have been elected and qualified. The President and the President-elect shall be chosen from among the members of the Board of Directors, and the remaining Officers need not be Directors.

Section 6.2 President. The President shall have general supervision of the management of the property and affairs of the Corporation, and shall do and perform all other duties usually incumbent upon such office.

Section 6.3 President-Elect. The President-Elect shall perform the duties and exercise the powers of the President in the event of the absence or disability of the latter for any cause. The President-Elect shall also have the powers and duties as may be assigned by the Board of Directors or by the President. In the case of vacancy in the office of the President, the President-Elect shall succeed to the office of President for the remainder of his or her term. In the event of vacancy in the office of President-Elect, the vacancy shall be filled by the Board of Directors. The President-Elect shall serve as the Chair of the Nominating Committee.

Section 6.4 Vice-President. The Vice-President shall have the powers and duties as may be assigned by him or her by the Board of Directors and by the President and perform the duties of the President in his or her absence and the absence of the President-Elect.

Section 6.5 Secretary. The Secretary shall attend all meetings of the Board of Directors and of the Members and keep, or cause to be kept, a true record of the proceedings thereof, and shall properly keep and preserve, or cause to be kept and preserved, all books, papers, documents and records belonging to the Corporation relating to its business. The Secretary shall send, or cause to be sent, notices of the Board of Directors' meetings to its members and notices of general meetings to the Members, and shall be responsible for all correspondence.

Section 6.6 Treasurer. The Treasurer shall keep, or cause to be kept, an account of all monies, credits and property of any and every nature of the Corporation which shall come into his or her hands or into the hands of any other person for him or her or of which he or she shall have knowledge, and shall keep, or cause to be kept, an account of all monies disbursed and property conveyed or transferred with proper vouchers or receipts therefor. He or she shall render, or cause to be rendered, such accounts, statements and inventories of the property and affairs of the Corporation as may be required by the Board of Directors. The Treasurer shall serve as the Chair of the Finance Committee.

Section 6.7 Additional Powers and Duties. The Officers shall perform such other, different or additional duties as shall from time to time be imposed or required by the Board of Directors or by these Bylaws.

Section 6.8 Vacancies. Except as provided in Section 6.3 above, if the office of any Officer shall become vacant for any reason, such vacancy shall be filled by the Board of Directors.

ARTICLE VII
COMMITTEES

Section 7.1 Committees. The Board of Directors, by resolution adopted by the Board shall, from time to time as needed, designate from among its members and the Members of the Corporation the following committees to serve the following purposes:

(a) Executive Committee, which will consist of the Officers of the Corporation, and shall possess and exercise the authority of the Board in the management of the business of the Corporation between the meetings of the Board except as limited by the Florida Not-for-Profit Corporation Act (the “Act”) or these Bylaws.

(b) Finance Committee, which will advise the Board concerning budgetary matters and the financial affairs of the Corporation, and which may include as a subcommittee an Investment Committee to advise the Board concerning the investment of the Corporation’s assets;

(c) Benefits Committee, which will advise the Board concerning benefits to be paid pursuant to Article II, Section 2.2 of these Bylaws;

(d) Program Committee, which will advise the Board concerning the agenda, including without limitation guest speakers, for meetings of the Members;

(e) Membership Committee, which will advise the Board concerning the extension of invitations to membership in the Corporation;

(f) Nominating Committee, which will submit to the Board of Directors for the Board’s approval a slate of Officers and Directors. The approved slate shall be presented for election by the Members at the Annual Meeting.

(g) Other Committees, which may be established from time to time by the Board. Each committee shall consist of two or more people, including at least one Director, and will have the authority granted by the Board. Except as otherwise provided in these Bylaws, the President will appoint the chair of each committee.

Section 7.2 Executive Committee. The Board of Directors, by resolution passed by a majority of the whole Board, may designate three (3) or more of their number to constitute an Executive Committee which to the extent provided in such resolution and not otherwise prohibited under the Act, shall possess and exercise the authority of the Board in the management of the business of the Corporation between the meetings of the Board. As used herein, the “whole Board” means the total number of Directors assuming no vacancies exist.

ARTICLE VIII
PAST PRESIDENT'S ADVISORY BOARD

Section 8.1 Membership. All former Presidents of the Corporation shall be ex officio members of the Past President's Advisory Board, which from time to time upon request will advise the President and the Board of Directors concerning the policies, practices and activities of the Corporation.

ARTICLE IX
MISCELLANEOUS PROVISIONS

Section 9.1 General Powers as to Negotiable Papers. All checks, drafts or notes and all other instruments of any kind or nature whatsoever requiring execution by the Corporation shall be signed in the name of the Corporation by such Officers and/or agents as the Board of Directors may from time to time designate. When the execution of any contract or other instrument other than a check or draft of the Corporation, has been authorized by the Board without specification of an executing Officer, the President or the President-Elect, together with a second Officer selected by one of them, may execute the same in the name of and on behalf of the Corporation.

Section 9.2 Compensation. No Member, Director or Officer shall be paid any compensation for any services rendered to the Corporation, but may be reimbursed for any authorized expenditures paid by him or her on behalf of the Corporation.

Section 9.3 Compensation of Guest Speakers. The Board of Directors may agree to provide compensation or honoraria to guest speakers appearing at meetings of the Members of the Corporation of up to \$5,000, exclusive of travel and reimbursable expenses. The President is authorized to commit to such payments without Board approval, so long as the compensation or honoraria do not exceed \$2,500 and the ordinary reimbursable expenses do not exceed \$1,500.

Section 9.4 Indemnification. The Corporation shall indemnify any person who is made a party defendant to any suit, action or other proceeding, whether civil, criminal, administrative or investigative, including any action by or in the right of the Corporation, by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation, against expenses, including reasonable attorneys' fees, actually and reasonably incurred by him or her in connection with the action, suit or other proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation. However, no indemnification shall be made in respect to any claim, judgment, amount paid in settlement, issue, fine, matter, or attorneys' fees for a criminal proceeding, as to a person guilty of a violation of a criminal law, or as to which a person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duties, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 9.5 Waiver of Notice. Whenever any notice whatever is required to be given under the Act, or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof, unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 9.6 Telephone Meetings. The Board of Directors and committees may participate in and act at any meeting thereof through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE X
FISCAL YEAR

Section 10.1 Defined. The Fiscal Year of the Corporation shall be the calendar year.

ARTICLE XI
CORPORATE SEAL

Section 11.1 Description. The Board of Directors shall provide a suitable seal containing the name of the Corporation and the words "Corporation Not For Profit", which seal shall be in the charge of the Secretary or the Club Administrator at the registered office of the Corporation. The seal of the Corporation may be affixed to Certificates of Membership and other documents, contracts and papers as the Board of Directors may prescribe.

ARTICLE XII
AMENDMENTS

Section 12.1 Method of Adoption. The Board of Directors may amend, revise, add to, repeal or rescind these Bylaws and/or adopt new Bylaws by majority vote at any meeting of the Board of Directors, provided that notice of the proposed alteration, amendment, revision, addition, repeal or rescission of the Bylaws or adoption of new Bylaws shall have been given at least ten (10) days preceding the meeting.