Draft BYLAWS for the Canadian Club of Solivita

ARTICLE I

Name and Office:

1. Name. The name of this Club is the Canadian Club of Solivita (**"Club"**).

2. Location. The principal place of business and administrative office shall be located in the community known as Solivita in Kissimmee, Florida, 34759.

ARTICLE II

Purpose:

1. Purpose. The Club is a not for profit organization designed for the social and educational purposes of its members.

ARTICLE III

Membership:

1. Membership. The Club was formed with the intent of serving the interests of Solivita residents, especially those who have Canadian citizenship.

ARTICLE IV

Board of Directors:

1. Election. The Club members shall designate a Board of Directors who shall be appointed by a majority of members present in person at the Annual General Meeting. The Directors will serve two years or until such Director's death, resignation, or removal as provided by these bylaws.

2. Number. The minimum number of Directors shall be three (3) and may be increased without further amendment of these bylaws. At no time may the number of Directors be less than three (3).

3. Powers. The Board of Directors shall have all corporate authority to conduct the affairs of the Club in accordance with these bylaws, except such powers as are otherwise contravene federal or State of Florida laws, and the regulations as established by the Solivita organization, and in particular, the Lifestyles Department. The Board of Directors may, by general resolution delegate to individuals and committees, or to officers of the Club such powers as deemed appropriate.

4. Board Meetings. Regular meetings of the Board of Directors shall be held at the place and time designated by the Board of Directors including phone conference calls, monthly or annual meetings, or otherwise called by a majority of the Board of Directors.

5. Special Board Meetings. Special meetings may be called by the President of the Club or a majority of the Board of Directors. Persons authorized to call special meetings

shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the Board of Directors at such special meeting except upon unanimous vote of all Directors present.

6. Notice and Waiver. Notice of regular meetings and special Board meetings need not be in writing. Attendance at any meeting shall be considered waiver of the notice requirement thereof.

7. Quorum. A quorum shall consist of a majority of the Directors. If at any meeting, less than a quorum is present, the majority may adjourn the meeting without further notice to the absent Director.

8. Voting. At all regular and special Board meetings, each member will have one vote and must be present in person to vote. All items voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

9. Vacancy. Any vacancy occurring in the Board of Directors shall be filled with a Club member by majority vote of the remaining Directors. Each person so elected shall serve until the duration of the unexpired term, or until the next annual meeting.

10. Removal. At any regular or special meeting, any officer or member may be removed by majority vote of the Board of Directors. The reason could include failure to carryout the duties of the office as prescribed by these bylaws, conduct detrimental to the Club, or for lack of sympathy with the stated purpose of the Club.

Any officer or member proposed to be removed is entitled to five (5) business days notice of the meeting at which the removal shall be considered and may address the Board of Directors in person at such meeting.

11. Compensation. Directors shall receive no compensation for their service as Directors, but will receive reimbursement for reasonable expenses incurred on behalf of the Club.

ARTICLE V

Officers:

1. Designation of Officers. The officers of the Club shall be the President, Past President, Programs, Secretary, and Treasurer, and they shall have authority to carry out the duties prescribed in these bylaws. One person may hold more than one office.

2. Election and Term. Officers of the Club shall be elected or re-elected at the annual meeting of the members, and shall serve for two years or until their replacements are elected.

3. Duties of Officers.

A. President: The President is the Chief Executive Officer of this Club and will, subject to the control of the Board of Directors, leads and supervises the affairs of the Club. The President shall be the official spokesperson on all matters of the Club and he/she will preside over all meetings of the Board of Directors or general membership unless this authority is delegated. The President will perform all other duties incident to the office of President and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

B. Past President: The Past President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Past President will perform any other duties that may be prescribed by the Board of Directors.

C. Secretary: The Secretary will be the custodian of all corporate records. He/she will keep minutes of all Board and Member meetings, distribute agendas, minutes and notices as are required by law or by these Bylaws, and generally perform all duties incident to the office of Secretary and any other duties as may be required by law or which may be assigned by the Board of Directors.

D. Programs: The Programs Director will be the individual with prime responsibility for hosting the formal, but not informal member events, using the assistance of other Directors and members as needed. This Director will electronically connect with members for the purposes of events, information or meetings. This includes the direct responsibility for maintaining accurate and up-to-date name and contact information for all members. The Programs Director will also perform all duties incident to this office, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

E. Treasurer: The Treasurer will have charge and custody of all funds of this Club, and will deposit the funds as required by the Board of Directors, keep and maintain adequate and correct accounts of the Club's business transactions, and render reports and accountings to the Directors and external parties as required. The Treasurer will perform all duties incident to the office of Treasurer, and any other duties that may be required by these Bylaws or prescribed by the Board of Directors.

ARTICLE VI

Members:

1. Members. Individuals will deemed to be members following receipt of an annual fee to the Club and formal approval by the Board of Directors. The annual fee is an amount set from time to time by the Board of Directors and may be waived by the Board at its discretion.

2. Annual Member Meetings. Directors will meet with members each year for the purpose of the election of officers, approval of bylaws changes, and transaction of other business as deemed by the Board of Directors. The time and location of such meeting shall be noticed in writing (via email) at least 14 calendar days in advance of the meeting date.

3. Special Member Meetings. Special meetings may be called by the President of the Club, a majority of the Board of Directors or by a petition signed by 25% of the members. Persons authorized to call special meetings shall provide notice of the time and location of such meetings and state the purpose thereof, and no other matter shall be considered by the members at such special meeting except upon unanimous vote of all members present.

4. Notice. Notice of regular meetings and special member meetings need to be in writing via email 14 calendar days in advance of said meeting.

5. Quorum. A quorum shall consist of a majority of the members in attendance.

6. Voting: At all annual and special meetings, each member will have one vote and must be present in person to vote. All items voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

Article VII

Restrictions on Actions:

1. All the assets and earnings of the Club shall be used exclusively for its exempt purposes, including the payment of expenses incidental thereto. No part of any net earnings shall inure to the benefit of any member of the Club or be distributed to its Directors, officers, or any private person, except that the Club shall be empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II of these bylaws.

2. Notwithstanding any other provision of these bylaws, the Club will not carry on any activities not permitted by a club under any state or federal law or any regulation as stipulated by the Solivita organization. The Club shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any Directors, Officers, and private property of the members. Directors or Officers shall not be liable for the debts of the Club.

3. No substantial part of the Club's activity shall be for the carrying on of a campaign of propaganda or otherwise attempting to influence legislation. The Club shall not participate in any political campaign, will not engage in political campaigns or attempt to influence legislation or interfere with any political campaign on behalf or in opposition to any candidate for public office.

ARTICLE VIII

Contracts, Checks, Deposits and Funds

1. Contracts. The Board of Directors may authorize, by general resolution, a Director or Directors, an agent or agents, in addition to persons authorized by these bylaws to enter into any contract on behalf of the Club.

2. Checks. All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of the Club shall be signed by the Officer or Board agent such as the Board of Directors may from time to time designate by general resolution of the Board of Directors.

3. Deposits. All funds of the Club shall be deposited from time to time to the credit of the Club in such banks, trust companies, of other depositories as the Board of Directors may designate.

4. Gifts. The Directors, collectively or individually, any officer or designated agent may accept gifts, contributions, bequests, or devise of any property on behalf of the Club.

5. Loans. No Director, Officer or agent shall have the authority, on behalf to the Club, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

ARTICLE IX

Dissolution

Upon dissolution of the Club, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Club, including the costs and expenses of such dissolution, dispose of all the assets of the Club exclusively for the exempt purposes of the Club or distributed to an organization described in the Internal Revenue Code(s), or the corresponding provisions of any future state or federal law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or director of the Club. Any such assets so disposed of shall be disposed of by, and in the manner designated by, the state court having jurisdiction over the matter.

ARTICLE X

Statement of Non-discrimination

Notwithstanding any provision of these bylaws, the Club shall not discriminate against any director, officer, employee, applicant, or participant on the basis of sex, race, color, ethnicity or national origin.

ARTICLE XI

Only through a majority vote of its members, can the Board of Directors have the power to amend, alter, make and repeal the bylaws of the Club.

Adoption of Bylaws

Adopted by the Board of Directors by resolution and vote of members on the date noted below:

_____ March 27, 2015

President's Printed name, Signature and Date

_____ March 27, 2015

Treasurer's Printed name, Signature and Date

_____ March 27, 2015

Secretary's Printed name, Signature and Date