

**AMENDED AND RESTATED
BY-LAWS of the CENTRO ASTURIANO de TAMPA, INC.
(Effective as of March 20, 2022)**

Article 1: Name, Origin, and Fictitious Names

- a. The name of the organization is Centro Asturiano de Tampa, Inc. (the "Centro"), a Florida not for profit corporation.
- b. The Centro was organized in February 1902, as the "Delegación del Centro Asturiano de La Habana en Tampa." It received its original corporate charter on April 11, 1907, for providing medical, educational, social and recreational services for the mutual benefits of its members. In 1968, the name was changed to its current name, the "Centro Asturiano de Tampa, Inc."
- c. In 2016, the Centro registered with the Florida Secretary of State's Office for authorization to do business using the fictitious name, "Centro Asturiano de Tampa Preservation Foundation."

Article 2: Location

The Centro is located at 1913 North Nebraska Avenue, Tampa, Florida 33602-2525.

Article 3: Purpose

The purpose of the Centro is to provide for benevolent, educational, charitable and recreational services to all its members.

The Centro is approved by the U.S. Internal Revenue Services as an organization described in Section 501(c)(3) of the Internal Revenue Code. Therefore, the Centro shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(3), as amended, or the corresponding provision of any future United States internal revenue law, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

Article 4: Board of Directors

- a. General Powers. The affairs, business, operations, and property of the Centro shall be managed and controlled by the Board of Directors, except when the By-Laws require action by vote of the Regular Members.
- b. Rules and Regulations. Any and all issues, procedures, and/or requirements not specifically stated within these By-Laws or the Articles of Incorporation may be addressed by rules and regulations adopted by the Board of Directors, which is authorized to make, amend, and/or repeal any and all rules and regulations, as it may deem

necessary, reasonable, or convenient, from time-to-time, for the Centro and its membership. To the extent, if any, that such rules and regulations are in conflict with the By-Laws, the By-Laws shall supersede and control. To the extent, if any, that these By-Laws are in conflict with the Articles of Incorporation, the Articles of Incorporation shall supersede and control.

- c. Directors and Officers. The Board of Directors shall consist of 15 Regular Members of the Centro (the "Directors"), comprised of a President, a Vice President, a Secretary, and a Treasurer (collectively, the "Officers"), and 11 other Directors. The Directors shall be elected by the Regular Members, and the Officers shall be elected by the Board of Directors.
- d. Term of Office. All Directors shall serve 3-year terms. The President and Vice President shall serve 1-year terms as Officers any time within their 3-year terms as Directors. Any Directors and/or Officers may be re-elected for unlimited subsequent terms. Unless he or she dies, resigns, or is removed, a Director or Officer shall hold office until his or her successor is elected or appointed.
- e. Three-Year Cycle Elections for Directors. At each annual meeting, the Regular Members shall elect 5 Directors for a 3-year term, in rotating 3-year cycles, as follows:
 - 1. 5 Directors (3-year term) will be elected in the first year of the three-year cycle.
 - 2. 5 Directors (3-year term) will be elected in the second year of the three-year cycle.
 - 3. 5 Directors (3-year term) will be elected in the third year of the three-year cycle.
- f. Election of Officers. At the annual meeting, after the Regular Members' election of Directors, the Board of Directors shall then elect a President and Vice President for a 1-year term. The Secretary and Treasurer shall serve at the pleasure of the Board of Directors, and shall be appointed by the Board of Directors whenever a vacancy in the office arises.
- g. Meetings of the Board of Directors.
 - 1. Regular Meetings. The Board of Directors shall have regular meetings once a month at the Centro on the last Thursday of each month. Regular Members are authorized to attend any regular meeting and provide comments, subject to and in compliance within reasonable parameters established by the President during the meeting.
 - 2. Special Meetings. Special meetings of the Board of Directors may be called by any Officer or by any two Directors, with at least 48 hours prior written or

telephonic or electronic notice to all Officers and Directors, stating the time, date and place of the special meeting.

3. Telephonic or Video Appearance. Any Director or Officer may appear and participate in any meeting by telephone, video, or similar communications equipment, provided that all persons participating in the meeting can adequately communicate with each other, and such telephonic or video appearance shall constitute presence in person at the meeting.
- h. Quorum. A majority of the total number of Directors currently in office shall constitute a quorum of any regular meeting or special meeting of the Board of Directors.
- i. Voting. A majority vote of the Directors present at a Board of Directors meeting at which a quorum is present shall be required for action by the Board of Directors, unless the act of a greater number is otherwise required by applicable law, the Articles of Incorporation, or these By-Laws.
- j. Resignation, Removal, and Other Vacancy.
 1. Resignation. Any Director or Officer may resign from his or her position at any time by providing reasonable notice to the President or the Secretary.
 2. Removal. Any Director or Officer may be removed from his or her position by a two-thirds vote of the Directors present at a Board of Directors meeting at which a quorum is present.
 3. Vacancies. Any vacancies (whether by death, resignation, removal or otherwise) in the Board of Directors shall be filled whenever they occur, by a majority vote of the Directors present at the next Board of Directors meeting at which a quorum is present, for the balance of the vacant Director's term.
- k. Compensation. Directors and Officers shall not receive any wages, salaries, or other compensation for their service on the Board of Directors, but may be compensated for other services provided to the Centro as an employee or consultant or contractor or vendor. A Director or Officer shall be reimbursed for reasonable out-of-pocket expenses incurred in good faith on behalf of the Centro, if approved by any two other Officers.
- l. Loans. No loans shall be made by the Centro to any of its Officers, Directors, members, or employees, or to any other entities.
- m. Private Inurement. No part of the net income or net assets of the Centro shall inure to the benefit of, or be distributable to, its Directors, Officers, members, or employees, or to any other entities. However, the Centro is authorized to pay reasonable compensation for goods and services actually received, to make donations to charitable or community organizations or projects which are consistent with the Centro's purpose, and to make other payments and distributions in furtherance of its tax exempt status.

Article 5: Membership of the Centro

- a. Regular Members. A “Regular Member” is a natural person who is 18 years of age or older, initially accepted and approved by the Board of Directors, and current in the payment of the membership dues. Only Regular Members shall have voting rights and the ability to serve on the Board of Directors.
- b. Other Forms of Membership. The Board of Directors may, in its discretion, authorize, create, amend, or extinguish other forms of membership, on such terms and conditions as the Board of Directors deems appropriate.
- c. Authority of Members. All members shall comply with and be bound by the Centro's Articles of Incorporation, By-Laws, rules, and regulations. Except for the Board of Directors or its Officers acting in compliance with these By-Laws, no member shall have any authority to act on behalf of the Centro or incur any liability against the Centro.
- d. Dues. All members shall pay annual membership dues to the Centro in such amounts and in such manner as the Board of Directors determines from time to time. Each year the Board of Directors shall specify a deadline for payment of dues, and give all members reasonable prior written or electronic notice thereof.
- e. Termination. Membership in the Centro is a privilege and not a right. The membership of any type of member of the Centro may be terminated, with cause, at the discretion of the Board of Directors by a majority vote of the Directors present at a Board of Directors meeting at which a quorum is present. In that event, the terminated member's previously paid dues, if any, shall be pro-rated and promptly refunded, or if that terminated member owes any unpaid debt to the Centro, the pro-rated dues shall be first applied toward satisfaction of that unpaid debt, with any remaining balance refunded thereafter.

Article 6: Membership Meetings

- a. Annual Meeting. The annual meeting of the Regular Members shall be conducted on a date during March determined by the President, upon reasonable written or electronic notice to all members. All other types of members are welcome to attend and participate at the annual meeting, but shall not be entitled to a vote.
 1. Elections. The Directors, President, and Vice President shall be elected at the annual meeting, in accordance with Article 4.e and f.
 2. Appointment of Other Officers. If there is a current or imminently anticipated vacancy in the office of Secretary or Treasurer, the vacancy may be filled by the

Board of Directors at the annual meeting. All other vacancies shall be filled by the Board of Directors in accordance with Article 4.f and 4.j.3.

- b. Special Meetings. Special meetings of the Regular Members may be called by a majority vote of the Board of Directors. At least 7 days before the special meeting, written notice stating the time, date, place, and subject matter of the special meeting shall be posted in the lobby of the Centro and sent to the members by U.S. mail, hand delivery, email, fax, or other reasonable means.
- c. Presiding Officer. The President (or if the President is absent, any other Officer) shall be the Presiding Officer at all annual and special meetings.
- d. Quorum. A quorum at any annual or special meeting shall be met when there are at least 20 Regular Members or 20% of the Regular Members (whichever is less) present in person or by proxy.
- e. Voting Rights. Each Regular Member shall be entitled to cast one vote with respect to those matters submitted to the Regular Members for action or approval, which vote may be cast in person or by proxy. No other types of members shall have voting rights. At the Presiding Officer's option, votes may be taken by voice, by a show of hands, or by written ballot. At all annual or special meetings:
 - 1. Election Voting. Elections of Directors shall be decided by a plurality vote of the Regular Members present, in person or by proxy, at a meeting at which a quorum is present.
 - 2. Other Voting. All other matters submitted to vote by the Regular Members shall, unless otherwise provided by applicable law or by these By-Laws, be decided by a majority vote of the Regular Members present, in person or by proxy, at a meeting at which a quorum is present.
- f. Rules of Order. *Roberts Rules of Order* shall govern the proceedings of all meetings, except where same conflicts with the By-Laws.

Article 7: Conflicts of Interest

- a. Conflicts of Interest. A conflict of interest occurs when a person under a duty to promote the interests of the Centro is in a position to promote a competing interest instead. Such persons include all Directors, Officers, members and employees of the Centro. Undisclosed or unresolved conflicts of interest may be contrary to the Centro's best interests and may work to the Centro's detriment.
- b. Discharging Conflicts of Interest. No Director, Officer, member, or employee of the Centro shall deliberate or vote on any existing or proposed contract or other issue under consideration by the Centro involving their own personal interests or the interests of their family members and/or their companies. All conflicts of interest must be disclosed to the

Board of Directors. After disclosure is made, the individual with a conflict of interest (including but not limited to the Centro's Directors, Officers, members, employees, and/or their respective family members) must not participate in discussing, promoting, opposing, or voting on the merits of the matter in question. That is, such individual must abstain from voting on, or recommending a course of action with respect to, the situation giving rise to the conflict. A Director with such a conflict shall not be counted or included as part of the number of Directors required to establish a quorum. When this is done, the conflict of interest has been properly discharged.

Article 8: Fiscal Year

The Centro's fiscal year shall be the calendar year (January 1 to December 31), but may be altered by the Board of Directors, from time-to-time, subject to applicable law, without amending these By-Laws.

Article 9: Committees

The President shall appoint and determine the scope of all committees of the Centro, with approval by the Board of Directors.

Article 10: Disposition of Real Property

- a. Sale or Mortgage. No interest in any real property owned by the Centro may be sold or mortgaged without the approval by a majority vote of the Regular Members.
- b. Lease. The Board of Directors is authorized, in its discretion, to delegate to the Centro's Executive Director the authority to lease or rent the Centro's premises, ball rooms, bars, meeting rooms, offices, theatre, kitchen, common areas, storage areas, other facilities, parking lots, and/or outdoor areas for individual and/or recurring events, receptions, meetings, promotions, festivals, clubs, and/or other business ("Events"), which will not take place on more than 7 days. Any Events which will take place on more than 7 days must be approved by the Board of Directors.

Article 11: By-Laws

- a. Amendments. The Board of Directors shall have the authority to recommend amendments to or repeal of any or all portions of the By-Laws. However, such amendments will not take effect unless and until they are approved by a majority vote of the Regular Members present, in person or by proxy, at a meeting at which a quorum is present.

- b. Inspection. A copy of these Bylaws shall at all times be kept in the Centro's principal office, and shall be open to inspection by the Centro's members, Officers and Directors at all reasonable times during normal operating office hours.

Approved by the Regular Members on the 20th day of MARCH, 2022.



President, Centro Asturiano de Tampa, Inc.

R.R. LOMBARDIA
Printed Name