

BYLAWS

Attorney Review Draft - Revised October 7, 2026

ARTICLE I - NAME, STATUS, AND PURPOSE

Section 1.01 - Name. The name of the organization is OC Controlled Cannabis Club, Corporation (the "Club").

Section 1.02 - Status. The Club is organized as a Maryland nonstock corporation and is intended to operate as a nonprofit social club described in Section 501(c)(7) of the Internal Revenue Code.

Section 1.03 - Purpose. The Club exists to foster a private, member-based social and recreational community centered on education, culture, fellowship, and responsible participation in cannabis-adjacent and other lawful community activities.

Section 1.04 - Non-Commercial Cannabis Activity. The Club is not organized to sell cannabis or cannabis products. Membership dues, event fees, sponsorships, discounts, promotions, or other payments to the Club do not purchase cannabis and shall not be represented as consideration for cannabis.

Section 1.05 - Compliance. The Club shall conduct its activities in a manner intended to comply with applicable federal, Maryland, and local law and with the Club's intended tax-exempt social-club purposes.

ARTICLE II - OFFICES, RECORDS, AND PRIVACY

Section 2.01 - Principal Office. The principal office shall be located in Worcester County, Maryland, or at another location approved by the Board.

Section 2.02 - Corporate Records. The Club shall maintain appropriate corporate, financial, membership, and tax records, including Board minutes and written or electronic consents.

Section 2.03 - Confidential Records. Access to member information, disciplinary records, contracts, financial information, credentials, and other confidential Club information shall be limited to persons authorized for a legitimate Club purpose, subject to any inspection or disclosure right required by law.

ARTICLE III - MEMBERSHIP

Section 3.01 - Eligibility. Membership is limited to approved individuals who are at least twenty-one (21) years of age and satisfy the Club's admission requirements.

Section 3.02 - Private Admission. Membership is private and is not available to the general public as a matter of right. An applicant becomes a member only upon approval by the Board or a representative authorized by the Board.

Section 3.03 - Governing Terms. Members are bound by these Bylaws, the Membership Agreement and Code of Conduct, event rules, committee rules applicable to them, and duly adopted Club policies, as amended from time to time.

Section 3.04 - Dues. Members shall pay recurring dues in an amount established by the Board. Dues are consideration for membership and member programming, not for cannabis or cannabis products.

Section 3.05 - Non-Transferability. Membership is personal and non-transferable.

Section 3.06 - Good Standing. A member is in good standing when the member remains eligible, substantially current on dues under Club policy, and compliant with applicable Club rules.

Section 3.07 - Governance Rights. Membership does not, by itself, confer authority to manage the Club, bind the Club, direct its finances, or act as its agent. Members have only those governance rights expressly granted by law, the Articles, these Bylaws, or the Board.

Section 3.08 - Discipline. Event leadership may remove a person from an event or impose immediate safety restrictions when reasonably necessary. Suspension, restriction, or termination of membership may be imposed as provided in the Membership Agreement and Code of Conduct.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.01 - Authority. The affairs, property, finances, policies, and governance of the Club shall be managed under the direction of the Board of Directors.

Section 4.02 - Composition. The Board shall initially consist of three (3) directors: the Founder/President, the Chief Experience Officer, and the Ambassador General. The number of directors may be changed only in a manner consistent with the Articles, these Bylaws, and applicable law.

Section 4.03 - Terms. Each director serves a one-year term and may be reappointed without term limits. At the expiration of a director's term, the other two seated directors shall decide whether to reappoint that director. A director may continue to serve until a successor is selected when permitted by law.

Section 4.04 - Vacancies. A vacancy shall be filled by the remaining directors within thirty (30) days when reasonably practicable. A replacement director serves only the remainder of the unexpired term and may thereafter be considered for reappointment.

Section 4.05 - Removal of a Director. Except for an emergency suspension necessary to protect the Club, a director ordinarily shall receive notice of the concern and a reasonable opportunity to respond or correct the issue before removal is considered. The affected director shall not vote on that director's own removal. Removal requires the unanimous approval of all other seated directors entitled to vote on the matter.

Section 4.06 - Quorum. Two (2) directors constitute a quorum while the Board consists of three directors. If the size of the Board later changes, a majority of the seated directors constitutes a quorum, but never fewer than two directors unless applicable law permits otherwise.

Section 4.07 - Voting. Except where these Bylaws, the Articles, or applicable law require a greater vote, action of the Board requires a majority of directors present at a meeting at which a quorum exists. With a three-person Board, this ordinarily means two affirmative votes.

FOR ATTORNEY / ACCOUNTANT REVIEW: Director terms, reappointment, removal mechanics, and any special treatment of the Founder/President should be checked against the Articles of Incorporation and Maryland nonstock-corporation law before adoption.

ARTICLE V - MEETINGS, MEMBER INPUT, AND MINUTES

Section 5.01 - Regular Monthly Meeting. The Board shall schedule at least one regular meeting each month. A meeting may be held in person, by video or voice conference, through Discord or another real-time electronic platform, or in hybrid form.

Section 5.02 - Notice. The Club should provide members at least seven (7) days' notice of the regular monthly meeting through Discord, the Club website, email, or another customary communication channel. Special or emergency Board meetings may be called on shorter reasonable notice to directors when circumstances require.

Section 5.03 - Member Agenda Submissions. Members may submit a proposal, concern, committee idea, or other matter for Board consideration. The Club may request submission at least twenty-four (24) hours before the regular meeting for inclusion on the planned agenda, but the presiding officer may allow later matters to be heard.

Section 5.04 - Meetings Without Quorum. A scheduled meeting may proceed for informational updates, member presentations, discussion, or community input even if a quorum is not present; however, no Board action or vote may be taken without the required quorum.

Section 5.05 - Minutes. Minutes shall identify the date, attendees, whether a quorum was present, material matters considered, disclosures or recusals, and actions taken. Minutes need not be a transcript.

Section 5.06 - Timely Posting. A draft summary or draft minutes of the regular monthly meeting should be made available to members within twenty-four (24) hours when reasonably practicable. Sensitive, confidential, legal, personnel, disciplinary, financial-account, or privacy-protected information may be omitted. Draft minutes remain subject to Board correction and approval.

Section 5.07 - Action Without Meeting. Any Board action permitted to be taken without a meeting may be taken only in the manner allowed by applicable law, with the required consent preserved with the Club's records.

ARTICLE VI - OFFICERS AND EXECUTIVE AUTHORITY

Section 6.01 - Principal Officers. The principal officers are Founder/President, Chief Experience Officer, and Ambassador General. The Board may create additional officer or leadership titles as useful.

Section 6.02 - Founder/President. The Founder/President is the Club's chief executive officer, chairs Board meetings, and provides general leadership and oversight of ordinary Club operations, policies, strategy, and administration. The President may delegate operational responsibilities.

Section 6.03 - Chief Experience Officer. The Chief Experience Officer supports member experience, programming, events, and other responsibilities assigned by the President or Board.

Section 6.04 - Ambassador General. The Ambassador General supports outreach, community relations, partnerships, mission communication, and other responsibilities assigned by the President or Board.

Section 6.05 - Operational Authority. The President has primary authority to manage ordinary operations, spending, banking, contracts, vendors, and implementation of Board-approved policy.

Other directors, officers, committee members, or members may not bind the Club, incur obligations in the Club's name, or transact on Club accounts unless authority has been expressly delegated.

Section 6.06 - Delegation. The President may authorize another person to perform specific operational, banking, contracting, or administrative functions and may revoke that authorization, subject to any authority reserved to the Board by law, the Articles, or these Bylaws.

ARTICLE VII - COMMITTEES

Section 7.01 - Creation and Dissolution. The Board may create, modify, or dissolve committees and may appoint or remove committee chairs or members.

Section 7.02 - Committee Charters. Each committee may operate under a separate charter, rules, procedures, eligibility standards, or internal governance adopted or recognized by the Board.

Section 7.03 - Self-Governance Within Scope. A committee may manage its own internal affairs and activities within the mission, authority, budget, and scope assigned to it. Committees remain part of the Club and are subject to the Articles, these Bylaws, the Membership Agreement and Code of Conduct, Club-wide policies, applicable law, and any limits imposed by the Board.

Section 7.04 - No Separate Entity. A committee is not a separate legal entity merely because it has its own charter, officers, rules, projects, communications, or internal decision-making structure.

ARTICLE VIII - FINANCES, BANKING, CONTRACTS, AND RELATED-PARTY TRANSACTIONS

Section 8.01 - Club Funds. Club funds shall be maintained in accounts in the Club's name and used for lawful Club purposes. Club and personal funds shall not be commingled.

Section 8.02 - Banking Authority. The President has primary direct access and transactional authority over Club bank accounts. No other person has banking or spending authority solely because of Board membership or title. The President may authorize another person to have defined access or transactional authority when needed.

Section 8.03 - Bookkeeping. The Club shall maintain records reasonably sufficient to identify income sources, dues, expenditures, reimbursements, contracts, and material transactions. Bookkeeping may be maintained by the President or a professional retained by the Club.

Section 8.04 - Board Oversight. Directors may receive or inspect financial information as reasonably necessary to perform legitimate governance duties, subject to security, privacy, and applicable law. Direct access to banking credentials is not required for Board oversight.

Section 8.05 - Authority to Contract. The President may execute ordinary-course contracts and agreements on behalf of the Club. No other person may represent that the person can bind the Club unless authorized by the President, Board, these Bylaws, or applicable law.

Section 8.06 - Disclosed Member Transactions. The Club may transact with a member or with a business owned or controlled by a member when the material relationship is disclosed, the arrangement is documented, the terms are fair and reasonable to the Club, and any approval required by law or Club policy is obtained.

- No person may conceal a material financial interest in a Club transaction.
- No person may misuse Club money, property, credentials, or accounts for unauthorized personal purposes.

- No person may falsify or materially alter invoices, receipts, reimbursements, contracts, minutes, or financial records.
- No person may represent a personal or outside transaction as a Club transaction without authorization.
- Routine invoices under a previously disclosed and approved continuing arrangement may be processed in the ordinary course without a new vote for each invoice, unless the Board requires otherwise.

FOR ATTORNEY / ACCOUNTANT REVIEW: Related-party transactions involving a director, officer, member, or affiliated business should be reviewed for Maryland corporate-law, fiduciary-duty, and 501(c)(7) private-benefit/inurement concerns.

ARTICLE IX - CLUB ACTIVITIES AND COMPLIANCE

Section 9.01 - No Cannabis Sale or Facilitation. The Club does not sell cannabis, broker cannabis sales, facilitate commercial cannabis transactions, or include cannabis as consideration for membership, dues, admission, event fees, sponsorships, discounts, promotions, or other Club payments.

Section 9.02 - Individual Capacity. A member's lawful personal possession, purchase, consumption, gift, or other personal conduct is undertaken in the member's individual capacity and does not become an act of the Club merely because the individuals involved are members or are present at the same social activity.

Section 9.03 - Third-Party Promotions. The Club may communicate lawful educational information, discounts, or promotions offered by third parties. Any purchase is between the member and the applicable third-party seller; the Club is not the seller, broker, guarantor, or product provider.

Section 9.04 - Events and Venues. Club events remain subject to applicable law, venue rules, property-owner requirements, and event-specific safety rules. Nothing in these Bylaws authorizes conduct prohibited by law or by the venue.

ARTICLE X - INDEMNIFICATION AND INSURANCE

Section 10.01 - Indemnification. To the fullest extent permitted by Maryland law and the Articles, the Club may indemnify and advance expenses to directors, officers, employees, agents, and authorized volunteers for service undertaken in good faith on behalf of the Club and within the scope of authorized duties. Nothing in these Bylaws is intended to protect fraud, theft, intentional misconduct, a knowing violation of law, or conduct for which indemnification is prohibited.

Section 10.02 - Insurance. The Board may purchase and maintain general liability, event, directors and officers, property, cyber, or other insurance or lawful protection when appropriate. These Bylaws do not guarantee that a particular claim is insured or that liability has been eliminated by agreement.

FOR ATTORNEY / ACCOUNTANT REVIEW: Indemnification, releases, insurance requirements, and cannabis-adjacent event coverage should be reviewed against the Club's actual policies and current Maryland law before public launch.

ARTICLE XI - AMENDMENTS

Section 11.01 - Bylaw Amendments. Subject to the Articles and applicable law, amendment, alteration, or repeal of these Bylaws requires unanimous approval of the entire seated Board of Directors.

Section 11.02 - Policies and Operating Rules. Ordinary policies, procedures, event rules, committee charters, and operating rules may be adopted, revised, or repealed by ordinary Board action unless these Bylaws, the Articles, or applicable law require a greater vote.

ARTICLE XII - DISSOLUTION

Section 12.01 - Approval. Voluntary dissolution of the Club requires unanimous approval of the entire seated Board, subject to any additional approval required by the Articles or applicable law.

Section 12.02 - Remaining Assets. Upon dissolution, the Club shall first pay, satisfy, or make reasonable provision for debts, liabilities, and obligations. Remaining assets shall be transferred to one or more nonprofit or tax-exempt organizations selected in a manner consistent with the Articles, Maryland law, and the requirements applicable to the Club's then-current federal tax status. No remaining assets shall be distributed to members except as lawfully permitted for bona fide obligations.

FOR ATTORNEY / ACCOUNTANT REVIEW: Confirm the dissolution language against the Articles of Incorporation and the Club's final federal tax status before adoption.

ADOPTION

These Bylaws become effective upon lawful adoption by the Board of Directors and supersede prior versions.

Adoption Date: _____

Founder/President: _____

Chief Experience Officer: _____

Ambassador General: _____