

OLYMPIN CLUB INC. – A NONPROFIT MEMBER ORGANIZATION

BYLAWS

HISTORY:

The founding members of the Olympin Club, Inc. met for the first time in June 1982 to discuss and organize the formation of a club with the purpose of fostering the exchange of Olympic pins and memorabilia. At that time, the first Officers of the Club were named, and they created the Club name "Olympin" to highlight the purpose of the Club without risking violation of any trademarks of the International Olympic Committee. For convenience, hereafter in this document, the Club will be referred to as "Olympin" or "the Club." In December 1998, a Board of Directors, hereafter referred to as "the Board," was named to provide governance for the officers of the rapidly growing Club. As the membership of the Club desires to be governed by certain minimum standards and rules of conduct, Olympin hereby adopts the following Bylaws.

MISSION STATEMENT:

Olympin's Mission is to build Olympic collector enthusiasm and to accelerate the growth of the hobby by serving as a value center for current and future global collectors. We also aim to foster international cooperation through mutual interests in Olympic and sports collecting related to the historical and cultural aspects of the Olympic movement.

STANDARDS & PRACTICES:

Our Olympin Collectors' Club, a 501(c)7 nonprofit organization, is committed to upholding the highest ethical standards in all of our operations and activities. We prioritize integrity, transparency, and accountability in our decision-making processes, ensuring that all resources and funds are managed responsibly and used to further our mission. We maintain clear communication with our Members, donors, sponsors, and stakeholders, fostering trust and mutual respect. Honesty and fairness guide our interactions, and we are dedicated to creating an inclusive and supportive environment that encourages participation from all individuals regardless of background or identity.

We are also committed to acting in the best interests of the communities we serve, ensuring that our programs and services are responsive to their needs. Ethical responsibility extends to how we treat our Members, volunteers, partners, and the public, and we strive to promote positive social interactions. We adhere to all legal and regulatory requirements, including the licensing restrictions of the International Olympic Committee (IOC), the U.S. Olympic & Paralympic Committee

(USOPC), and National Olympic Committees (NOC's), and we continuously assess our practices to ensure they align with our core values of ethical behavior, fairness, authenticity, trust, professionalism, inclusive involvement, and sustainability. By maintaining these standards, we aim to foster long-term trust and positive relationships with all those involved in our hobby.

Specifically in relation to the objects of our hobby and the ongoing guidance of the IOC and its Olympic Charter, USOPC, International Association of Olympic Collectors (AICO), and official licensees, no member of the Club shall knowingly misguide a collector about the authenticity of a collectible item. In particular, our Members shall not cause to be manufactured or sell/trade any knowingly counterfeit or imitation of an officially licensed product. Nor will our Members represent an item as licensed if they know it has not been approved by appropriate entities such as the IOC, USOPC or an NOC.

The Members of the Board of Directors shall serve as visible examples of the embracement of these Standards & Practices. This requires all Board members to observe high standards of business and personal ethics in the discharge of their duties and responsibilities.

Prior to voting on Board actions, Board members will voluntarily note their positions in and special relationships to other organizations whose purposes or programs in any manner relate to or impinge upon the purposes, programs or activities related to that action. To avoid the appearance of a conflict of interest, the Board member shall declare the potential conflict and abstain from voting on any motions directly related to that issue.

The following agreements will be posted on the Club's website as a part of documents related to membership –

As a member of the Olympin Collectors' Club:

- 1. I agree to support and to be governed by the Bylaws of the Club and such amendments, resolutions and policies as may be established by the Board of Directors.*
- 2. I agree to conduct myself in accordance with accepted standards of ethical behavior and courtesy in Olympic collecting activities.*

ARTICLE ONE - MEMBERSHIP

Section I, Full Membership: The Board will determine annual cost of membership in the Club, and this cost shall entitle the payee to one or multiple calendar-year term(s) of Membership as a full Member of Olympin subject to the terms hereof. Each full Member in good standing shall have voting rights on issues presented to the Membership of the Club for decisions that will be made by those qualified Members. Each full Member shall only be permitted to obtain one (1) full Membership. Each full Member in attendance at any meeting, or participating by other means, such as regular mail or email, shall have one vote. Topics for

presentation to the voting Membership will be determined by the Board or Officers of the Club.

Proxy Voting: Each full Member may assign the right to vote his or her one (1) vote to another full Member or to the Board. Such assignment shall be demonstrated by written, dated consent signed by that Member which specifically designates another named full Member authorized to cast said vote. This assignment can be accomplished by mail or email.

Section II, Membership Fee Adjustments: The timing and amount of the foregoing membership fees shall be done at the discretion of the Board.

Section III, Discontinuation of Membership: Full Members shall have the right to terminate their Memberships, at any time, upon written notice to the Board. Upon self-terminating a Membership, the terminating Member shall not be entitled to a refund of any Membership fees, or any portion thereof. Members may be placed on probation, censured, suspended and/or expelled from the Club if approved by the Board based on their judgment for good cause. By way of example and not limitation, good cause shall include failure to pay membership fees, theft, fraud, illegal conduct or actions detrimental to the Club. Prior to the initiation of any disciplinary action, any member against whom disciplinary action is proposed shall have the right to appeal to the Board, in writing, setting forth his or her reasons that the proposed disciplinary action should either not be taken or should be modified. Any Member expelled from the Club shall be entitled to a pro-rated refund of any Membership fee paid by said Member during the year of expulsion. Expelled Members can be considered for reinstatement into the Club after one year by petitioning the Board in writing. The Board may accept or deny the request based upon their determination of whether that reinstatement is in the benefit of the Club.

Section IV. Other Types of Membership: The Board may determine that Honorary, Complimentary or Corporate Memberships may be offered if these privileges are beneficial to the Club, and the cost of such a Membership, if any, will be at the discretion of the Board. The Board may also choose at its discretion to provide a Membership in exchange for contributions or services other than Membership fees, if deemed beneficial to the Club.

ARTICLE TWO - CLUB MEETINGS

Section I, Regular Meetings: Regular meetings of the Club shall be held at least annually with timing at the discretion of the Board. Club meetings may coincide with pin shows or other Club events. All Members in good standing have the right to attend regular meetings. Regular meetings will be announced in the online Club Newsletter or through email or e-blast notification at least one month ahead of the meeting date. This announcement should also include notification of: a) election of Directors, and b) key meeting topics that will require votes by Membership at this meeting.

Section II, Special Meetings: From time to time, the Board of the Club may in their discretion hold a special meeting, either in person or virtually online. If a special meeting is desired, the Board will give at least ten (10) days notice to each and every full Member of the Club for this special meeting. The purpose of special meetings shall be specifically indicated in said notice. The ten-day notice of special meetings may be accomplished by e-blast, e-mail, U.S. Mail, or by telephone communication. Notwithstanding the foregoing, at any regular meeting, the Board may announce that a special meeting will be held prior to conducting any other business at the next regular meeting, in which case no further notice to any Member of the Club is required.

Section III, Guest Attendance: In order to increase Membership in the Club, and to promote the collection and exchange of Olympic pins and memorabilia, Members are encouraged to bring guests to Club events and regular meetings. The Officers may choose to charge guests a fee for certain events or meetings at their discretion, if they deem it necessary to cover the extra cost of hosting a non-Member. Each guest is permitted to attend one regular meeting of the Club. Thereafter, the guest must purchase a club Membership in order to attend meetings. Guests will be permitted to sell during a Club meeting or event with permission from the event organizers.

ARTICLE THREE - CLUB DIRECTORS AND OFFICERS

Section I, Directors: The Board shall consist of an odd number of individuals up to seven (7), a President (selected by the Board by vote) and six (6) other individuals, each with a designated governance responsibility. The Directors will determine and assign individual governance responsibilities, and these may be changed periodically at the discretion of the Directors. All Directors must be full Members of the Club and in good standing. The Directors will be responsible for the strategic direction of the Club and provide governance to the Officers.

A. Elections: All Directors shall be elected by a majority of voters of the Members responding to either an electronic election process or at a special meeting for the year prior to the respective individual Director's term. The Board will solicit nominations from the Membership by selecting a "Nominating Committee" from existing Board Members not up for current election, and this Committee will be responsible for recommending a slate of qualified nominees to the Membership. All nominations for Directors shall be made to the Nominating Committee at least one calendar month prior the Club's regular annual meeting. The Directors will be nominated for office in a staggered calendar rotation to minimize the impact of turnover.

B. Term of Office: All Directors shall serve a term of three (3) calendar years. An individual Director's term of office shall automatically begin on January 1 on the year of the elected term (the year following the election) and

automatically expire on December 31 of the third year following assumption of office.

C. Compensation: Directors shall not be compensated for their duties unless said compensation is approved by majority vote of all members of the Club present at a special meeting specifically called and duly noticed for such purpose consistent with Article Two, Section II, above. This subsection I(C) does not apply to reimbursement of expenses. Any Director or Club Member shall be entitled to reimbursement of money spent on behalf of the Club so long as said expense is documented and pre-approved by the Board.

D. Resignation & Inability to Perform: Any Director of the Club may resign at any time by giving a written notice of resignation to the Board. Furthermore, any Director may be deemed unable to continue his or her duties upon a majority vote of the remaining Directors.

Section II, Officers: The Officers of the Club will consist of four individuals, chosen from the current Directors, with the responsibility of the direct management of the Club. There will be four Officers of the Club —a President, a Vice President, a Secretary and a Treasurer. The Officers will be appointed by the Directors of the Club. The Officers will manage Club activities and events, assign tasks to Members and manage Club resources which may include contracting non-Members for specific assignments. A single Director may hold more than one Officer position, Vice President and Treasurer, for example.

A. Officer Selection and Terms: The President will be appointed by the Board by a majority vote. The President will select and manage the other Officers. The Officers will be appointed to a term determined by the President. The terms for the individual Officers may differ depending upon need and individual circumstances. Each Officer will have a job description determined by the President and his/her performance will be evaluated by the President periodically.

B. Compensation: Officers shall not be compensated for their duties unless said compensation is 1) recommended by the Directors and, 2) approved by majority vote of all Members of the Club present at a special meeting specifically called and duly noticed for such purpose consistent with Article Two, Section II, above.

C. Resignation & Inability to Perform: Any Officer of the Club may resign at any time by giving a written notice of resignation to the Board of Directors. Furthermore, any Officer may be deemed unable to continue his or her duties upon the discretion of the Board.

D. Voting— All decisions requiring Board approval will be determined by a majority of votes by the Directors. Any voting ties will be broken by the decision of the President.

Section III, President. The President's duties shall include, but are not limited to, administration of the Club, presiding over regular and special meetings and general

supervision and enforcement of the policies of the Club. The President shall have the power to enter contracts on behalf of the Club upon resolution by and majority vote of the Officers. The President shall have other powers and responsibilities as determined by the Directors.

Section IV, Vice-President. The Vice-President shall have such powers as delegated by the President. Upon the inability of the President to perform his or her duties, the Vice-President shall serve as President until such time as the President shall be able to continue his or her duties or until a new President is elected by the full Members of the Club by majority vote at a special meeting duly noticed for such purpose. The Vice-President may resign by submitting written notice of his or her resignation to the Directors. Furthermore, the Vice-President shall be deemed unable to continue his or her duties upon majority vote of the full Members of the Club in attendance at any regular or special meeting.

Section V, Treasurer. The Treasurer shall keep complete and accurate books and records of the financial affairs of the Club and make such records available to the Directors and other Officers upon request. The Treasurer may make recommendations to the Officers and Club Membership regarding the financial affairs of the Club. The Treasurer shall make available a club financial status report and respond to Member questions at each regular meeting. The Treasurer shall provide a complete and accurate written financial report at the annual regular meeting. In the absence of the President and the Vice-President, the Treasurer shall preside over the business conducted at regular meetings and at special meetings.

A. Checking Accounts: The Treasurer, upon the advice and consent of the Board, shall have the authority to open and/or operate a single checking account on behalf of the Club at a federally insured financial institution.

B. Deposits: Any and all monies collected by the Treasurer on behalf of the Club shall be duly recorded in a ledger kept by the Treasurer and deposited into the checking account of the Club.

C. Audits: The Officers have the authority to conduct or call for an audit at any time deemed necessary.

Section VI, Secretary. The Secretary shall keep the minutes of all meetings and shall have charge of the minutes of the Club. The minutes shall remain the property of the Club. The Secretary shall have other responsibilities as delegated by the President. In the absence of the President, Vice-President, and the Treasurer, the Secretary shall preside over the business conducted at regular meetings and special meetings.

Section VII, Vacancies: Unscheduled vacancies among the Officers may be temporarily filled by the majority vote of the Board. Any temporary Officer so elected by the Board shall serve until the next election, as described in Article III, Section I, subparagraph A.

ARTICLE FOUR - CONTRACTS AND INSTRUMENTS OF INDEBTEDNESS

Section I, Limitations: No contracts or any instruments of indebtedness shall be executed by any member of the Club without prior written approval by the Board or by majority vote of all full Members present at either a regular meeting or special meeting.

Section II, Instruments of Indebtedness: All checks, drafts and other instruments of indebtedness shall be executed by either the President or Treasurer.

ARTICLE FIVE - AMENDMENTS

These Bylaws may be only amended or repealed by a vote of a majority of the full Members in good standing, who are present at a special meeting duly called for such purpose. Notice must be at least fifteen (15) days in advance of the vote to amend the Bylaws. Voting may be done in person, by hand count at a virtual meeting, by mail, or by email. These Bylaws shall continue in full force and effect until amended or repealed and replaced by new Bylaws. Proposed amendments or any repeal of any portion of these Bylaws shall be presented to the Club Membership at any regularly scheduled or special meeting.

The Directors and Officers intend to operate the Club under all prevailing federal and state laws. Accordingly, the Directors and Officers may amend these Bylaws temporarily without Member assent to adhere to short-term changes in federal and state laws. All temporary amendments of these Bylaws made by the Directors and Officers shall be ratified later by a majority vote of the full Members present at a meeting of the Club, upon at least fifteen (15) days notice.

ARTICLE SIX - DIVIDENDS

Upon approval of the Directors, the Officers may from time to time declare and distribute dividends in equal shares to each and every full Member in good standing, of the Club. Distributions may be in cash or property. No such dividends may be made out of the capital of the Club.

ARTICLE SEVEN - ADOPTION OF BYLAWS

These Bylaws shall not become effective until approved and adopted by majority of those who submit a vote of the full Members in good standing, at a regularly scheduled or special meeting of the Club in person or virtually or by an email vote with a 15-day period for members to submit their vote after notification is sent. The Secretary shall record the approval and adoption of the Bylaws in the minutes of

said meeting, and the President, Vice-President, Treasurer and Secretary shall record the date of said approval and adoption below.

Revised and Approved by the Board of Directors 02.01.25