

AMENDED AND RESTATED BYLAWS
OF
COSMOPOLITAN INTERNATIONAL

(Current as of July 25, 2026)

ARTICLE ONE
ORGANIZATION

Section 1. Cosmopolitan International, Inc. (“Cosmopolitan International”) shall consist of Cosmopolitan International clubs, which have been chartered in the manner provided in these Amended and Restated Bylaws (the “Bylaws”) and which continue to comply with the Amended and Restated Articles of Incorporation (the “Articles”), as such may be hereinafter amended.

Section 2. Any club, Federation or auxiliary unit, and any elective or appointive officer may have its charter or membership suspended or revoked as provided in these Bylaws.

ARTICLE TWO
OBJECTS, AIMS AND PURPOSES

The primary objectives, aims and purposes of Cosmopolitan International shall be:

Section 1. The building of a better, more intelligent and serviceable citizenship, by precept and example, and investment in the business and social welfare of the citizens of any community where units or subdivisions of Cosmopolitan International are established.

Section 2. The development and application of high social, business and professional standards by the encouragement and practice of the Golden Rule in all human and business relations, and by a united, earnest effort in social, charitable, fraternal, civic, educational and patriotic enterprises; also, encouragement in the study and development of science, literature, art, commerce and political economy, to the end that the proper application thereof and an active interest therein may awaken the public conscience to a higher idealism in life and to a better understanding of human values and human fellowship; also a fuller appreciation of spiritual values and especially an honest, wholehearted practice of tolerance, good will, justice and fair play, not only towards fellow members, but toward everyone; mutual aid and encouragement to sick, injured and distressed members, and, in general, the performance of any and all acts of

good will and cooperation that will materially and effectively add to progress, success, comfort, pleasure and enduring mutual friendship of all members of Cosmopolitan International and will tend to establish its local units and subdivisions as a vital, driving force for public good in their respective communities.

Section 3. Cosmopolitan International does declare itself devoted to the cause of good citizenship and education of the youth of the world; to fostering and nurturing the cause of youth, that they may reach the age of citizenship fully capable and responsible of fulfilling the duties and obligations incumbent upon them, desiring that this will be a better world in which to live because they are ready to serve.

Section 4. The mission of Cosmopolitan International is to contribute to community well-being through charitable donations and volunteer service with special emphasis on supporting efforts to prevent and find a cure for diabetes.

ARTICLE THREE OFFICIAL EMBLEM AND COLORS

The official emblem and colors of Cosmopolitan International shall be adopted by the Board, after soliciting input from the members of Cosmopolitan International, and shall appropriately reflect the objectives, aims, and purposes of Cosmopolitan International.

ARTICLE FOUR COSMOPOLITAN PLEDGE

The Cosmopolitan pledge shall be the moral guide for every Cosmopolitan in their relations with their fellow members, their club and its officers, and in their general conduct as a citizen of their country and of their community. Any member of the association who violates that pledge subjects their membership to forfeiture. The pledge shall be administered to all new members of the association, and is as follows:

“I hereby pledge my loyalty and friendship to every Cosmopolitan, I agree to abide by the rules of Cosmopolitan International, my Federation and my Cosmopolitan Club. I promise to incorporate the aims and objectives of Cosmopolitan International into my daily life, so that I may bring credit to my club, my community and Cosmopolitans everywhere.”

ARTICLE FIVE ADMINISTRATION

The affairs of Cosmopolitan International shall be directed and administered according to the Articles, the Bylaws, and Board Policies as adopted at the time these Bylaws are adopted, and any subsequent amendments to the Articles, Bylaws, and Board Policies.

ARTICLE SIX EXEMPTION STATUS

Notwithstanding any other provision of these Bylaws, no member of the Board, officer, employee, member, or other representative of Cosmopolitan International shall take any action or carry on any activity by or on behalf of Cosmopolitan International which is prohibited from being conducted or carried on by an organization exempt under Section 501(c)(4) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization's contributions which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE SEVEN CLUBS

Section 1. Clubs may be organized and admitted to membership in Cosmopolitan International in any city, town, village or borough approved by the International Board (the "Board").

Section 2. A charter shall be granted to clubs meeting all requirements and obligations, provided, however, that by the acceptance of the charter the club agrees to be bound by these Bylaws, as amended. All new clubs shall provide a copy of their club's bylaws to the Judge Advocate or other designated officer of Cosmopolitan International prior to receiving their charter.

Section 3. Every club shall be governed by bylaws adopted by the club, which shall not be inconsistent or in conflict with the Articles or Bylaws. Clubs are directed to submit their club bylaws to the Judge Advocate or other designated officer of Cosmopolitan International. The bylaws of any club that submits their club bylaws to the Judge Advocate or other designated

officer of Cosmopolitan International as required herein shall be presumed to be in compliance with this Section, unless challenged.

Section 4. The Board shall have power to prescribe membership requirements for the admission of new clubs to Cosmopolitan International. Any prospective club that complies with the applicable provisions of the Articles, Bylaws, and the requirements of the Board, may make application to the President of Cosmopolitan International for membership therein. The President shall inquire into the qualifications of such group and, if the President finds that such group has met all necessary requirements, the President shall direct that a charter shall issue to the prospective club.

Section 5. Any club, Federation or auxiliary unit may have its charter suspended or revoked by the Board for failure to comply with the Articles, Bylaws, or for conduct which is inconsistent with the aim, objectives and purposes of Cosmopolitan International. Any such club, Federation, or auxiliary unit whose charter has been suspended or revoked, shall have the right to appeal to the delegates at the next annual International Convention for reinstatement and the actions of the delegates, whether affirming or reversing the Board, shall be final.

ARTICLE EIGHT MEMBERS

Section 1. Membership in clubs shall be classified as

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| (a) Active | (b) Sponsor |
| (c) Honorary | (d) Life |
| (e) Member Emeritus | (f) At-Large |
| (g) Corporate | (h) Student |

Section 2. Membership in a club shall be only of those persons as set forth in these Bylaws.

Section 3. Active membership shall be conferred upon any individual demonstrating good character, integrity, and leadership who is committed to promoting the aims and objections of Cosmopolitan International. An Active member shall be a member of a Cosmopolitan club

and is entitled to all rights and privileges, and subject to all obligations, which membership in Cosmopolitan International confers or implies.

Section 4. Sponsor members, who have prepaid International dues for life, are relieved of further such payments of International dues, and in all things otherwise to be considered as Active members. No additional or new Sponsor memberships beyond those enrolled as of July 1, 1978, shall be offered or accepted by Cosmopolitan International.

Section 5. Honorary membership may be conferred by any club upon an outstanding person. They shall not pay dues, but the sponsoring club shall be responsible for paying International dues and initiation fees on behalf of all honorary memberships created after July 1, 1972. All honorary members shall have the privileges of an active member and shall be governed by all other rules and regulations pertaining thereto. Individual clubs may otherwise honor outstanding or distinguished citizens other than Cosmopolitan members but shall do so in a manner that shall not conflict with the membership privileges granted within this classification.

Section 6. Life membership shall be conferred upon each past International President, and they shall pay no dues to Cosmopolitan International, but shall have the right to vote and hold office. This same practice shall apply should the past International President belong to more than one local club. They shall be admitted to membership in any club wherever their residence may be. Immediately upon retirement from office of any International President, the International President shall be presented with a certificate of life membership in Cosmopolitan International. Life members shall pay any dues as may be required by any club and Federation. Life membership may be revoked as set forth in these Bylaws.

Section 7. Member Emeritus may be conferred upon a member who has been in good standing for at least ten (10) consecutive years but who is incapacitated to the degree that they are unable to regularly attend meetings. A Member Emeritus shall have the privileges of an active member. However, they need not pay International, Federation, or club dues, need not receive International or Federation publications, and need not comply with local attendance and similar club rules. A request to designate a member as a Member Emeritus shall be submitted to the Board along with details as to why the Member Emeritus designation is appropriate. The

Board shall advise the club secretary as to whether or not such status has been conferred as requested.

Section 8. Individual At-large membership will be conferred upon all Cosmopolitans who reside in or move to an area where there is no Cosmopolitan Club, or such individual is unable to join an existing Cosmopolitan Club for whatever reason. Individual At-large members shall have the privileges of active members and pay only International dues and fees. Individual At-Large members shall be designed as members of a “Headquarters Club.”

Section 9. A corporation or other entity may become a Corporate member of Cosmopolitan International through an approval process established by the Board and consistent with the requirements for such Corporate membership. Corporate members shall pay all dues to Cosmopolitan International, its Federation, and its club in the same amounts as an Active member.

Section 10. Student membership shall be conferred upon individuals who are enrolled full-time in a recognized post-secondary institution, including universities, colleges, or accredited trade or vocational schools, and who demonstrate good character, integrity, and an interest in promoting the aims and objectives of Cosmopolitan International. Student members shall generally be under the age of thirty (30), unless otherwise approved by the Board, with the intent of fostering future Active membership. A Student member shall be affiliated with a Cosmopolitan club where available, or may be designated as an Individual At-Large member where no club exists. Student members shall enjoy the privileges of Active membership except as may be limited by these Bylaws or by policy, including eligibility to vote or hold office if so determined by the Board. Student members shall pay reduced International dues and fees as set forth in Article Sixteen. Local clubs and Federations may establish reduced dues for Student members at their discretion.

Section 11. Any member in good standing who becomes a member of the armed forces and who is deployed or on extended temporary duty shall be relieved of the payment of all dues until such time as such deployment or extended duty ceases.

Section 12. Cosmopolitan membership is open by invitation to all persons regardless of race, color, religion, sex, national origin, age, disability, or any other characteristic protected by law. This policy of non-discrimination applies to all programs and activities including employment conducted by Cosmopolitan International and its clubs and subordinate bodies.

Section 13. Every member of a club, Federation, and any auxiliary unit of Cosmopolitan International, by the acceptance of these Bylaws, and any future member taken into this organization, does so upon the express condition that in the event they cease to be a member of any such organization, they shall at that time cease to have any interest whatsoever in any property and funds belonging to said club, Federation, Cosmopolitan International, and any affiliated organization thereof. In the event any club, Federation or auxiliary unit shall cease to be in good standing with Cosmopolitan International, or shall disband its membership, then Cosmopolitan International, shall have a lien upon any funds and property of such clubs as of the date such club becomes not in good standing or announces its intention of disbanding for such amount as then due to Cosmopolitan International. Cosmopolitan International shall not become liable for any debts or obligations of any club, Federation or any other auxiliary or affiliated unit.

Section 14. Any member of a club may forfeit their membership and rights in the organization:

- (a) Who fails, neglects, or refuses to pay any dues, fines, assessments, or comply with any other legal demand or regulation of Cosmopolitan International, their Federation, or their club for thirty (30) days from the date when requested to do so, unless the appropriate entity grants a further extension; or,
- (b) Who, after becoming a member, engages in an immoral, disreputable, or unlawful occupation, or conduct; or,
- (c) Who, after becoming a member, is convicted of a felony by a court of competent authority; or,
- (d) Who, after becoming a member, otherwise acts in a manner inconsistent with the aims, purposes, and objectives of Cosmopolitan International as determined by the Board in its sole discretion.

ARTICLE NINE FEDERATIONS

Section 1. Every club of Cosmopolitan International shall belong to a Federation of Cosmopolitan Clubs as designated by the Board. In the event that a club is located too far distant from any Federation to make such affiliations practical, such club may be designated as a Club At-Large upon application to and approval by the International Board. Clubs At-Large shall pay only International dues and other fees as designated by the Board and shall not be entitled to any of the benefits of Federation status.

Section 2. Each Federation, upon being formed and chartered by Cosmopolitan International shall hold an annual convention at a time and place designated by the Board of such Federation.

Section 3. Each Federation shall adopt bylaws not inconsistent with the Articles and Bylaws of Cosmopolitan International and the Federation bylaws shall include provisions allowing for the removal of any Federation officer for misconduct in a manner similar to that set forth in these Bylaws. Enforcement of said provisions for removal will be the responsibility of the Federation.

Section 4. Each Federation shall be entitled to one delegate at the annual Convention of Cosmopolitan International.

Section 5. Within thirty (30) days of the close of any Federation Convention, or of any meeting of the Board of the Federation, the secretary thereof shall make a report of the proceedings of said meeting and forward same to Cosmopolitan International.

Section 6. Each Federation shall have the power to levy dues upon its membership, but no federation dues shall be due Cosmopolitan International.

Section 7. The chief executive officer of each Federation shall be the Federation Governor. Federation Governors are expected to attend all International Board meetings and to assist the International Board to communicate, promote, and accomplish the goals of Cosmopolitan International. The Federation Governor is also to provide assistance to the Board in coordinating and planning any International functions within their Federation.

Section 8. Federation Governors will incorporate all Cosmopolitan International goals and projects into the Federation's goals and projects, and they will encourage all officers and members within their Federation to participate in all activities of the Federation and Cosmopolitan International. Federation Governors are the primary link for communication and accountability between the International Board and the members of their Federation.

Section 9. All Federation officers, including but not limited to the Governor and any other officers which the Federation shall designate, shall be elected for a term of up to two (2) years, as established by Federation bylaws. The term of office of each Federation officer shall begin on the last day of the International Convention following their election, and they shall serve until the last day of the International Convention at the end of their term, or until their successor shall have been elected or appointed and shall have taken office.

ARTICLE TEN AUXILIARY UNITS

The Board shall have the power to create and supervise any and all auxiliary units of Cosmopolitan International. The Board shall have the power to charter and make all rules and regulations for the governing of such auxiliary units.

ARTICLE ELEVEN INTERNATIONAL BOARD

Section 1. Subject to the limitations of the Articles, these Bylaws, and applicable law, all corporate powers shall be exercised by or under the authority of the International Board, and the Board shall have the duty and authority for the administration of Cosmopolitan International when the organization is not in Convention.

Section 2. Upon the adoption of these Bylaws, the Board shall consist of not less than ten (10) persons nor more than twenty-three (23) persons. The number of Board members may be changed, within the limits set by the Articles, by amendment to these Bylaws.

Section 3. All members of the Board shall be members in good standing in Cosmopolitan International.

Section 4. The Board shall consist of:

- (a) All International Officers as referenced in Article Thirteen, Sections 1 and 2, including those described in Article Fifteen;
- (b) All Federation Governors as referenced in Article Nine, Section 7; and
- (c) All individuals appointed to the Board as set forth in Section 5 and Section 6 of this Article.

Section 5. The Cosmopolitan Diabetes Foundation (“CDF”) shall appoint one member of the Board who shall also serve as the CDF Representative for a term not to exceed two (2) years as determined by CDF. The primary responsibility of the CDF Representative is to act as the liaison between the Board and CDF. In addition, the CDF Representative will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 6. The Cosmopolitan Foundation Canada Inc. (“CFCI”) shall appoint one member of the Board who shall also serve as the CFCI Representative for a term not to exceed two (2) years as determined by CFCI. The primary responsibility of the CFCI Representative is to act as the liaison between the Board and CFCI. In addition, the CFCI Representative will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 7. Any member of the Board may resign at any time by submitting their written, signed and acknowledged resignation to the Board.

Section 8. Two-thirds (2/3) of the members then serving may remove any member of the Board, including any Federation Governor or member appointed by CDF or CFCI, with or without cause.

Section 9. Other than members of the Board appointed by CDF and CFCI and Federation Governors, a vacancy occurring on the Board for any reason may be filled by the affirmative vote of a majority of the remaining members on the Board.

Section 10. In the event that the member serving as the CDF or CFCI Representative is no longer a member of the Board for any reason, their respective Boards shall appoint a

successor to fill such vacancy. Such successor shall hold office only until such time as the predecessor's unexpired term shall have expired.

Section 11. In the event that the member serving as a Federation Governor is no longer a member of the Board for any reason, their respective Federation shall appoint a successor to fill such vacancy. Such successor shall hold office only until such time as the predecessor's unexpired term shall have expired.

Section 12. The policies of the International Board shall have the force and effect of the Bylaws of the organization. Each club shall receive a copy of each new approved Board policy within sixty (60) days after its approval, and a complete set of Board Policies shall be available in downloadable form on the Cosmopolitan International website. Delegates to the Convention may have the right to challenge any existing Board policy and such Board policy shall be eliminated upon such challenge being sustained by a two-thirds ($\frac{2}{3}$) vote of the delegates at the Convention.

Section 13. The Board shall not overrule any bylaw change or decision made on the International Convention floor that has been passed by delegates.

Section 14. Members of the Board shall not receive any salaries or other compensation for their services.

ARTICLE TWELVE MEETINGS OF THE BOARD

Section 1. Regular meetings of the Board shall be held at any place or in any manner agreed upon by the majority of the Board, provided that the shall be required to meet at least quarterly.

Section 2. The annual meeting of the Board for the transaction of any business shall be held at a designated date and time during the annual Convention of Cosmopolitan International as determined by the Board with such meeting customarily designated as the First Board Meeting. The place of the meeting shall be as determined by the Board.

Section 3. A special meeting of the Board shall be held upon written request signed by seven (7) members of the Board.

Section 4. Notice of any special meeting, regular meeting, or other meeting shall be given at least fourteen (14) days prior thereto by written notice delivered by email to each member of the Board. If emailed, such notice shall be deemed to have been delivered when confirmation of receipt of such email is received. Any member of the Board may waive notice of any meeting, either before, at, or after such meeting by signing a waiver of notice. The attendance of a member of the Board at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a member states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 5. Members of the Board may participate in any meeting of the Board through the use of a conference telephone, computer, tablet, or similar equipment so long as all members of the Board participating can adequately communicate with each other. Participation in a meeting in this manner shall constitute presence at such meeting. It will be the responsibility of the member wishing to attend the meeting electronically to have the equipment, software, and the necessary credentials required for such participation.

Section 6. Only members of the Board having the right to vote at the meeting may participate electronically by speaking, except as may be permitted by the presiding officer.

Section 7. A quorum for the transaction of business at any meeting of the Board shall consist of the greater of (i) a majority of the number of members then serving on the Board or (ii) ten (10) members. If a quorum is present, unless otherwise provided herein or by law, the vote of a majority of members present at a meeting shall constitute the action of the Board. If less than a quorum is present, then a majority of those members present may adjourn the meeting from time to time, with notice as set forth above, until such time as a quorum is present.

Section 8. All members of the Board with the exception of the Judge Advocate shall have one vote. The International President shall be permitted to vote on matters that come before the Board to the same extent as any other member.

Section 9. In the absence of any Federation Governor from a regular or special meeting of the Board, the Governor-Elect for that Federation may appear in their place as a voting member of the Board.

Section 10. A member of the Board who is present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless they vote against such action or abstain from voting because of an asserted conflict of interest.

Section 11. Any action required to be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the members of the Board. Written consent and approval may be communicated via email or other electronic means and executed in multiple counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

Section 12. The Board, by resolution adopted by the entire Board, may designate from among its members one or more committees, consisting of one (1) or more members of the Board, which shall have such power and authority as directed by the Board, these Bylaws, or the resolution creating them. Absent a specific grant of authority as described herein, no committee shall have any authority to do other than make recommendations to the Board for consideration and in no event shall a committee have authority as to any of the following matters:

- (a) The dissolution or consolidation of the organization, the amendment of the Articles, or the sale, lease, or exchange of any property of Cosmopolitan International;
- (b) The filling of vacancies on the Board;
- (c) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (d) The amendment or repeal of any resolution of the Board or Board Policy; or
- (e) Disbursements from any of funds of Cosmopolitan International in excess of any amount specified in the resolution creating the committee.

ARTICLE THIRTEEN

INTERNATIONAL OFFICERS AND EXECUTIVE COMMITTEE

Section 1. The required International officers shall be as follows: International President, Vice President, Immediate Past International President, Director of Membership, Director of Marketing, Director of Fundraising, Director of Communication, Secretary, Treasurer, and Judge Advocate. No individual may hold more than one office.

Section 2. In addition to those officers identified in Section 1 above, the Board may, but is not required to, create additional International offices as it may deem necessary and desirable for the operation of Cosmopolitan International. Such optional officers may include those described in Article Fifteen below. No individual may hold more than one office.

Section 3. All International officers listed in Section 1 of this Article, and all optional officers elected pursuant to Section 2 of this Article, including those described in Article Fifteen below, shall be members of the Board.

Section 4. Subject to the provisions of Section 6 and 7 below, and with the exception of the Judge Advocate, all International officers, both required and optional, shall be elected at the annual International Convention from among those members in good standing in Cosmopolitan International. International officers shall serve in their respective offices for a term of two (2) years or until their successors are elected at an International Convention. International officers shall be installed during the International Convention at which they are elected or appointed.

Section 5. In any election for all International officers, both required and optional, a majority vote of the delegates at the International Convention shall be required for their election. Nominations shall be made through the Nominating Committee and from the floor.

Section 6. In the event that there are no individuals willing and able to serve in any of the available International offices, either required or optional, at the time of any election held at the International Convention, such vacancy may be subsequently filled by a majority vote of the members of the Board then serving. Any individual elected by the Board pursuant to this Section shall serve only until such time as elections are held at the next International Convention.

Section 7. In the event that the Board authorizes the creation of additional optional positions as authorized in Section 2 above, the newly created position may be filled by a majority vote of the members of the Board then serving. Any individual elected by the Board pursuant to this Section shall serve only until such time as elections are held at the next International Convention.

Section 8. The Judge Advocate must be nominated by the President and elected by the Board at the International Convention. The Judge Advocate shall serve for a term of two (2) years or until their successor is appointed at an International Convention.

Section 9. Two-thirds ($\frac{2}{3}$) of the members then serving on the Board may remove an individual serving as an International officer, both required and optional, with or without cause, whenever, in the judgment of the Board, such removal will be in the best interests of Cosmopolitan International.

Section 10. The officers of Cosmopolitan International shall be entitled to the reimbursement of reasonable expenses incurred by them as officers, as determined by the Board, for services rendered by them on behalf of the organization. The compensation of any employees of Cosmopolitan International, or of any agent or consultant, if any, shall be fixed by the Board. Notwithstanding the foregoing, in no event shall any officer who has made a direct financial contribution to Cosmopolitan International ever receive any compensation in exchange therefore.

Section 11. If any office becomes vacant for any reason, the Board shall fill such vacancy by a majority vote of the members of the Board then serving. Any officer so appointed or elected by the Board shall serve only until such time as their successor is elected at the next International Convention. In the event such vacancy is for an optional office as referenced in Section 2 above, the delegates at the next International Convention may elect not to fill such vacancy.

Section 12. The Executive Committee shall consist of the International President, Vice President, Director of Membership, Director of Marketing, Director of Fundraising, Director of Communication, Secretary, Treasurer, and Judge Advocate. The Executive Committee shall have such power and duties as may be assigned to it from time to time by the Board.

ARTICLE FOURTEEN DUTIES OF OFFICERS

Section 1. The President shall be chief executive officer of Cosmopolitan International and is directly and ultimately accountable for and to the entire organization for all plans, programs, and projects of the organization to ensure the future of Cosmopolitan International. The President shall be responsible for, communicate with, and supervise the work and activities of the other officers, Federation Governors, and members of the Board, and ensure that the duties of each of these offices and positions are fulfilled as required under these Bylaws, Board Policies, and directives of the Board. The President shall be given the necessary authority to effect this responsibility subject only to the provisions of these Bylaws or Board Policies. The President shall act in all matters in which the Board has not formally designated some other person or group to act and will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 2. The Vice President plays a crucial leadership role in advancing the organization's mission, supporting the President, and contributing to the continuity of governance and operations. The Vice President acts as a key advisor and second-in-command, providing oversight, leadership, and coordination across organization wide activities, committees, and initiatives. In the absence or incapacity of the President, the Vice President shall perform the duties of the President, or such duties as may be assigned to the Vice President by the Board or the President. This may include, but is not limited to, the responsibility of communicating with and supervising the work and activities of the other officers, specifically the Directors of Special Projects, Convention Planning, Website/IT, Education, and such other officers as the Board and/or President shall direct. In addition, the Vice President will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 3. The Director of Membership plays a critical leadership role in strengthening and expanding the membership base of Cosmopolitan international in both the United States and Canada. This role is responsible for developing and implementing strategies to attract, engage, retain, and support members at all levels—from new recruits to long-time members. An important focus of this position is on strengthening clubs operating below charter strength and

spearheading the development and launch of new clubs. Working closely with club leaders, Federation officers, and the Executive Board, the Director of Membership serves as the primary architect of the organization's member experience. This includes overseeing recruitment campaigns, onboarding programs, membership engagement initiatives, and data tracking efforts that strive for positive growth across the entire network. In addition, the Director of Membership will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 4. The Director of Marketing shall be responsible for the marketing arm of this organization and shall be chairman of the Marketing Committee. The main focus of the Director of Marketing is to build awareness of Cosmopolitan International. This individual is responsible for developing, coordinating, directing, and administering policies relating to all phases of public relations and marketing in accordance with the bylaws and Board policies of Cosmopolitan International and, in collaboration with the Director of Communication, communicate information about the Cosmopolitan brand to members, clubs, Federations, and the public. In addition, the Director of Marketing will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 5. The Director of Fundraising shall coordinate all International fundraising activities and is responsible for developing and executing a comprehensive fundraising strategy to support the mission and programs of Cosmopolitan International. A primary focus of this role is to lead the funding efforts for the International Project and, in addition, to oversee the organization's general fundraising operations. The Director of Fundraising works closely with the Federation officers, club leaders, and general membership to align local efforts with organizational goals and reflect the spirit of service, with a particular emphasis on providing support at the local level. In addition, the Director of Fundraising will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 6. The Director of Communication is responsible for developing and executing a comprehensive communication strategy that effectively promotes the mission, vision, values, and programs of Cosmopolitan International. This role will elevate the organization's visibility,

strengthen community engagement, and ensure consistent, compelling messaging across all platforms. The Director of Communication plays a critical role in connecting, informing, and engaging the members of Cosmopolitan International. This individual is responsible for developing and maintaining clear, consistent, and timely communication that fosters a strong sense of community, encourages member participation, and supports the mission and programs of the club. In addition to external outreach, this position prioritizes internal communication that keeps members informed, involved, and inspired. In addition, the Director of Communication will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 7. The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in a depository to be kept for that purpose and shall perform like duties for any committees of the Board when required. The Secretary is responsible for the accurate documentation, coordination, and facilitation of organizational communication and governance. As the primary custodian of the organization's records, the Secretary plays a central role in maintaining the institutional memory and operational continuity of the organization. The Secretary works closely with the President, Executive Board, Federation Governors, and local club secretaries to ensure smooth administrative operations and compliance with bylaws, policies, and reporting standards. The Secretary is responsible not only for maintaining official records such as meeting minutes, membership directories, and historical documents but for ensuring that the work of the Board, Federations, and clubs is well-supported, well-documented, and effectively communicated. In addition, the Secretary will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 8. The Treasurer shall be the chief financial officer of the organization and shall be chairman of the Finance Committee. The Treasurer shall have the care and custody of the monies and other assets of Cosmopolitan International and keep full and accurate accounts of receipts and disbursements in the books of the organization. The Treasurer shall disburse the monies of Cosmopolitan International as may be directed by the Board, shall maintain the proper records of such disbursements, be responsible for ensuring that budgets are prepared and executed in accordance with the bylaws and board policies of Cosmopolitan International, and

perform all other duties as are incident to the office. The Treasurer shall provide the Board, on at least a quarterly basis, or whenever requested, with an accounting of all financial transactions of the organization and of the overall financial condition of Cosmopolitan International. The Treasurer is responsible for the timely preparation of all federal and state income tax or other returns and, upon approval of the Board, may retain a certified public accountant to assist in the preparation of such filings. In addition, the Treasurer will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 9. The Judge Advocate serves as the chief legal officer and advisor to the leadership and governing body of the public service organization. This position ensures that the organization operates in accordance with its bylaws, applicable laws, and best practices in governance. The Judge Advocate shall advise on such questions as presented by Cosmopolitan International, its officers, Board members, Federations, clubs, and members, oversee dispute resolution processes, support ethical conduct, and help ensure organizational compliance at all levels. In addition, the Judge Advocate will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 10. The Immediate Past International President shall advise and assist the President in such duties as directed by the President and serve as Nominating Committee Chairman.

ARTICLE FIFTEEN ADDITIONAL OFFICERS AND DUTIES

Section 1. In addition to the offices described in Article Thirteen above, the Board may request that individuals be elected to serve in certain optional positions as follows: Director of Special Projects, Director of Convention Planning, Director of Website/IT, Director of Education.

Section 2. The Director of Special Projects is a strategic leadership role within Cosmopolitan International, responsible for conceptualizing, planning, and executing all aspects of the International Project. Reporting directly to the Vice President, this position plays a key role in designing and delivering innovative programs, time-limited campaigns, and unique

service initiatives that do not fall under the organization's routine operations. The Director collaborates with club leaders, committees, community partners, and external stakeholders to ensure that special projects are aligned with the organization's goals and values. These projects may include major service events, national or international initiatives, technology rollouts, pilot programs, and member engagement campaigns. The Director must bring strong project management skills, a creative mindset, and the ability to lead multidisciplinary teams from concept to completion. In addition, the Director of Special Projects will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 3. The Director of Convention Planning is responsible for the comprehensive planning, coordination, and execution of the Cosmopolitan International Convention – a key event designed to bring together International, Federation, and club officers and members from all clubs in both Canada and the United States. This role ensures the convention is well-organized, mission-aligned, financially sound, and provides an engaging and memorable experience for all attendees. The Director works closely with the host club or Federation, vendors, committees, volunteers, and staff to manage all aspects of the event from concept to completion. In addition, the Director of Convention Planning will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 4. The Director of Website and Information Technology is responsible for overseeing the digital infrastructure of the organization and ensuring reliable, secure, and user-friendly technology services for the organization. This role includes management of the organization's Google Drive and officer emails with the primary focus being the maintenance of the International website. The Director of Website/IT will work closely with other members of the Board to ensure that website content is current and consistent, supports member engagement, and aligns with the overall mission of the organization. In addition, the Director of Website and Information Technology will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 5. The Director of Education is responsible for developing, implementing, and overseeing the educational strategy for the organization. This position supports leadership

training, club development, and member learning initiatives across the Federations and the clubs with an emphasis on offer-elect training. The Director of Education works collaboratively with Federation officers, and other board members, and club representatives to build a culture of continuous learning that supports the organization's mission and strengthens its service impact. In addition, the Director of Education will perform all such other duties as are incidental to this position as may be prescribed by the Board.

Section 6. As set forth Article Thirteen, Section 2, the Board may create from time to time such other positions as, in its opinion, are desirable for the conduct of the business of the organization in addition to those described in this Article.

ARTICLE SIXTEEN REVENUE

Section 1. Effective October 1, 2021, membership dues for each member, except Life members, Sponsor members, and Members Emeritus, shall be:

- (a) For each member of a club in the United States: USD 25.00 per quarter.
- (b) For each member of a club in Canada:
 - (i) If the CAD:USD exchange rate is less than 0.85:1: CAD 21.25 per quarter.
 - (ii) If the CAD:USD exchange rate is greater than 0.85:1 but less than 1.15:1: CAD 25.00 per quarter.
 - (iii) If the CAD:USD exchange rate is greater than 1.15:1: CAD 28.75 per quarter.

Section 2. Dues shall be paid to Cosmopolitan International quarterly, in advance, on July 1, October 1, January 1, April 1, and shall be remitted by the club within thirty (30) days of billing, based on the membership of record at Cosmopolitan International as of the due date.

Section 3. Membership dues shall include the right to receive the official publication of Cosmopolitan International in electronic or paper form, if available.

Section 4. The initial charge for every applicant for membership in a proposed club in process of formation and building shall be an amount equal to the quarterly membership dues as

set forth in Section 1 above. This initial charge shall be credited toward the new member's first quarter's dues.

Section 5. All individuals who submit their application for membership in a newly chartered club within thirty (30) days after the official date of chartering will be considered as charter members of that club.

Section 6. There shall be no admission or initiation fee for membership in Cosmopolitan International other than as set forth herein. New members shall pay only those amounts set forth in this Article. Student members shall pay 50% of Active membership fees.

Section 7. There shall not be a fee charged by Cosmopolitan International when a member transfers from one club to another club.

Section 8. There shall not be a fee charged by Cosmopolitan International, when a former member is reinstated. This shall include all former members of the club who have resigned, been suspended, or dropped from the roster for any reason, other than for cause.

Section 9. Should any club, Federation, or auxiliary unit fail to render an official report, or fail to transmit the dues or membership fees, or any other monies due to Cosmopolitan International within a period of six (6) months after the date when same is due and payable, then the Board, at its discretion, may suspend the club, Federation, or auxiliary unit from Cosmopolitan International. In addition, the Board, at its discretion, annul the charter of the defaulting entity and it shall thereafter be prohibited from using the name "Cosmopolitan International" in any manner, or from meeting as a Cosmopolitan International club, and shall remain suspended until and unless the Board shall reinstate the club and restore its charter upon terms and conditions as the Board may prescribe.

Section 10. The International Board shall restrict \$40,000 of the current reserve account and designate it as a "Restricted Reserve Account". The Board shall not have the authority to authorize expenditures from this Restricted Reserve Account unless such expenditures are approved by a two-thirds ($\frac{2}{3}$) vote of the Board.

Section 11. The annual budget shall be prepared by the Treasurer in collaboration with other International officers and submitted to the Finance Committee for review and/or revision. In preparing the budget and calculating anticipated revenue, the figure used for the total number of members in Cosmopolitan International for the upcoming year shall not exceed the average number of dues-paying members for the previous three calendar years based on the number of members as of the last day of each such year.

Section 12. The Treasurer and the Finance Committee shall submit the proposed annual budget to the Board for its consideration, revision, and approval at the Second International Board Meeting during the International Convention. No budget may project expenditures greater than projected revenues. The Board shall, by majority vote, have the authority at any properly called Board meeting to adjust the budget as circumstances may require provided that total projected expenditures do not exceed total projected revenues.

Section 13. The Board shall, by majority vote, have the authority at any properly called Board meeting to authorize expenditure of unrestricted (reserved) excess operating cash.

ARTICLE SEVENTEEN PAST PRESIDENTS' COUNCIL

Section 1. The Past Presidents' Council shall be made up of all living past Presidents of Cosmopolitan International.

Section 2. The Past Presidents' Council shall meet at each International Convention and shall be an advising body making recommendations to the Board on such matters as requested by the Board, and such other matters brought before the Past Presidents' Council by its members or other members of the organization.

Section 3. The Past Presidents' Council shall have such other duties as suggested by the Board for the benefit of Cosmopolitan International.

ARTICLE EIGHTEEN CONVENTIONS

Section 1. Every club in good standing shall be entitled at any Convention of Cosmopolitan International to one delegate for every ten and major fraction thereof of its members, honorary members included, based upon the membership of the club sixty (60) days prior to the date of the annual Convention, provided that only delegates present, either in-person or electronically, are allowed to vote as set forth in Section 2 below.

Section 2. Delegates participating in a meeting at the International Convention electronically may do so through the use of a conference telephone, computer, tablet, or similar equipment. It will be the responsibility of the delegate who desires to attend the meeting electronically to have the equipment, software, and the necessary credentials required for such participation.

Section 3. No club shall be entitled to have delegates or other representatives vote or have the floor in any Convention of Cosmopolitan International or a Federation unless such club shall have paid all dues and other obligations due to Cosmopolitan International or its Federations prior to the convening of conventions; provided, however, that representatives of such clubs shall be allowed the floor of any convention to present an appeal to the convention on behalf of the club from any ruling made by the Board affecting the rights of the club.

Section 4. Every Federation shall be entitled to one delegate, elected at the annual Convention of said Federation held prior to the International Convention.

Section 5. All elective officers and past Presidents of Cosmopolitan International. and Federation governors shall be delegates-at-large, in addition to other delegates, at the Convention, and shall be entitled to one vote, provided, however, that none of the above designated persons shall be a delegate from any club or Federation.

Section 6. Registration fees shall be uniform for all Cosmopolitans at every Convention of Cosmopolitan International and shall be payable before the opening of the Convention. With the exception of cruises, Convention charges per person, other than delegate registration fees,

shall be prorated so that any person who may wish to attend any portion of the Convention may do so.

Section 7. “*Robert’s Rules of Order*,” as revised, shall govern all proceedings of the annual conventions or extraordinary sessions of Cosmopolitan International and Federations, and shall be used to decide all points of order when not otherwise provided in the Articles and Bylaws.

Section 8. The Cosmopolitan International Convention may resolve itself into a “Committee of the Whole” upon a majority vote of the delegates present and voting.

Section 9. The Secretary shall serve as the secretary of the Convention, keep a proper record of all proceedings there, and preserve those records in a place designated by the Board.

ARTICLE NINETEEN BOOKS AND RECORDS

Cosmopolitan International shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, Executive Committee, and any other Committees having and exercising any of the authority of the Board. All books and records of Cosmopolitan International may be reviewed by any member of the Board, Executive Committee, other Committee or officers, or his/her agent or attorney, for any proper purpose at any reasonable time and upon reasonable notice.

ARTICLE TWENTY INVESTMENTS AND FINANCIAL REVIEW

Section 1. Cosmopolitan International shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a fiduciary is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of Cosmopolitan International if such action is a prohibited transaction or would result in the denial of the tax

exemption under Section 504 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Section 2. The Board may, at least thirty (30) days before the International Convention or, in its discretion at more frequent periods, provide for the full and complete review of the books and accounts of Cosmopolitan International by a licensed or certified public accountant or a competent auditor.

ARTICLE TWENTY-ONE PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No member of the Board, officer, employee, member, or other person connected with Cosmopolitan International, or any other private individual, shall receive any of the net earnings or pecuniary profit from the operations of Cosmopolitan International, provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the organization in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of the organization's assets upon the dissolution of Cosmopolitan International.

ARTICLE TWENTY-TWO INDEMNIFICATION

Each current and future member of the Board or officer of Cosmopolitan International, or individual holding a position as described in Articles Eleven, Thirteen, Fifteen, and Seventeen, above, shall be indemnified by Cosmopolitan International against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any civil action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a member of the Board, an officer, or serving in another position with the Cosmopolitan International, except in relation to matters in which he or she has been finally adjudged in such action, suit or proceeding to have been willfully or wantonly derelict in the performance of his or her duties. The foregoing right to indemnification shall include a right to reimbursement of the amounts paid and expenses incurred in settling, compromising, or otherwise adjusting any such action, suit or proceeding, when such disposition thereof appears to

be in the best interests of Cosmopolitan International, and shall not be exclusive of other rights to which such individual may be entitled as a matter of law.

ARTICLE TWENTY-THREE AMENDMENTS TO BYLAWS

Section 1. Amendments to these Bylaws shall be made only at the Convention of Cosmopolitan International.

Section 2. A proposed amendment may be approved by a majority vote of the delegates and delegates-at-large present and voting provided that (i) notice of the proposed amendment was received by the President not less than sixty (60) days prior to the date of the Convention, and (ii) a copy of all proposed amendment was sent to the secretary of each club not later than thirty (30) days prior to the date of the Convention.

Section 3. A proposed amendment must be approved by a vote of not less than ninety percent (90%) of all delegates and delegates-at-large present and voting if the notice requirements set forth in Section 2 above, are not satisfied.

ARTICLE TWENTY-FOUR RESTATEMENT

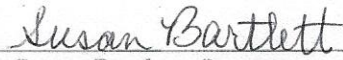
These Amended and Restated Bylaws of Cosmopolitan International correctly set forth, without change, the corresponding provisions of the Bylaws as theretofore amended and were approved by a vote of the delegates and delegates-at-large present and voting as provided in Article Twenty-Three above at the delegates meeting held on July 25, 2026. These Amended and Restated Bylaws of Cosmopolitan International supersede the original Bylaws and all amendments thereto.

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Dated this 25 day of July, 2026.

COSMOPOLITAN INTERNATIONAL, INC.

By: 
Arthur Brassard, President

By: 
Susan Bartlett, Secretary