

BYLAWS TIGER BAY CLUB OF TAMPA, INC.

ARTICLE I: NAME AND PURPOSE

A. Name. The name of this not-for-profit corporation shall be "Tiger Bay Club of Tampa, Inc." (TBCT).

B. Purpose. The purpose of TBCT is to provide a stimulating, fun-filled, opportunity for people with an interest in politics and current events to talk, debate, and civilly discuss the issues and the candidates of the day. Members are encouraged to ask insightful and concise questions of the speakers. TBCT is a political, but non-partisan, educational forum which does not endorse any candidate or issue.

ARTICLE II: MEMBERSHIP and GUESTS

A. There are four types of membership: Regular, Honorary, Corporate and "Tiger Cub." No more than one type of membership may be held by any one person or corporation. Each regular and corporate member is entitled to one vote. Continued membership is subject to Board review and may be revoked for cause after review.

1. Regular. Regular voting membership is conferred on an annual basis and continues in effect so long as the member's dues are current and he or she continues to reflect favorably upon the TBCT. Regular memberships are available only to individuals and may not be transferred. A Regular Member may ask questions of a speaker at a meeting.

2. Honorary Memberships. Honorary memberships may be conferred on individuals by the Board of Directors by two-thirds majority vote of the Board. Honorary members shall not be required to pay dues, may not vote and are expected to pay for their meals and similar expenses unless the Board makes specific provisions to the contrary. An Honorary Member may ask questions of a speaker at a meeting.

3. Corporate Memberships. Corporate Members shall have the same rights and privileges as conferred upon Regular Member. Corporate memberships shall be held and paid for by a corporation or other legitimate business or civic group. The Corporate Member shall designate the individual who shall attend the TBCT meetings as it's representative and exercise its rights as a member.

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The designated representative of a Corporate Member may ask questions of a speaker at a meeting.

4. "Tiger Cub" Memberships. Individuals under the age of twenty-five (25) shall be eligible for the Tiger Club Membership. They shall pay fifty percent (50%) of the dues of a Regular Member and shall not have the right to vote. A Tiger Cub Member may ask questions of a speaker at a meeting.

B. Dues. Annual dues shall be prescribed, altered, or amended by majority vote of the Board. Payment of dues entitles the member membership status for one year from date of payment. The Executive Director, at the direction of the Treasurer, shall be responsible for maintaining, or causing to be maintained, the necessary records to ensure that there is an accurate roll of the membership and that delinquencies are identified. The Executive Director, at the direction of the Treasurer, is also charged with assuring that delinquent members are notified in writing and/or via email of their delinquency.

C. Non-Members Guests. Non-members guests may attend TBCT meetings during the calendar year upon the payment of the fees set by the Board from time to time up to three. Non-members shall not have the privileges of a member, including the right to vote or to ask questions at a meeting.

D. Media. Regular meetings and luncheons are open to Media without charge unless

they elect to have a meal.

E. Membership Application/Revocation. The Board shall provide for the preparation and processing of membership applications in accord once with and in the spirit of these by-laws. However, membership of existing as well as proposed members shall be approved, or may be revoked for cause, by action

of the majority of the Board in a duly called Board meeting. Membership dues shall be prorated and returned to any member whose membership is revoked.

F. Membership Directory, Newsletter, Meeting Notices. The Executive Director will publish (in print or online), or cause to be published, an annual membership directory. The directory shall include the latest adopted rules and by-laws of the TBCT. The Board may provide for the publishing of a TBCT newsletter. The Executive Director shall also provide for the dissemination of timely meeting notices for activities and TBCT programs. The Executive Director shall also see that all the above notices of meeting and activities shall be posted on the TBCT Website.

ARTICLE III: BOARD OF DIRECTORS

A. The business and activities of TBCT shall be governed by these By-Laws. Action of the Board may be taken without a meeting by telephone and regular e-mail, provided that a majority of members of the board shall individually or collectively consent in writing or via email to such action. Written confirmation of the action taken without a formal meeting shall be filed in the Minutes of the Corporation. Where possible, members of the Board shall belong to each major political party in equal numbers. Independents and members of other political parties are also permitted to serve on the Board.

1. Board of Directors. The Board shall consist of not less than five (5) and not more than eleven (11) Regular members; one third of whom shall be elected annually for a term of three (3) years. The Immediate past President shall be a voting member and serve on the Board of Directors for two years.

2. Vacancies which occur prior to completion of the full term due to resignation or removal of a Board member shall be filled by a majority vote of the Board.

3. Regular Members shall be eligible for election to the Board for two successive three (3) year terms, if so nominated. Except as otherwise

provided in Article IV A. a Regular Member who has served two successive three (3) year terms may be eligible for re-election after at least a one (1) year absence from the Board.

B. Meetings. Regular meetings of the Board shall be held at least quarterly, at the call of the President, or at least three (3) Directors, to attend to the business of TBCT. The Secretary or the Secretary's designee shall cause meeting notices to be provided each TBCT Board member at least two weeks in advance of the date of the meeting. All meetings shall be open to the membership, however, should action be contemplated regarding the conduct of a member, Board member, or Officer, then such meetings may be closed except for the parties involved or, in other cases where the best interest of the member(s) or TBCT are clearly served.

C. Attendance. Two non-excused absences from duly called Board meetings in any 12 month period shall be grounds for removal from the Board. The Secretary shall be responsible for maintaining attendance records and for initiating appropriate warnings and removal as approved above. The reason for an excused

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absence must be provided to the Board within one (1) week before or after the date of the meeting.

D. Voting. Proxy voting is not allowed. If circumstances require Board action prior to

a regular Board meeting, voting via telephone or email is permissible.

E. Quorum: A quorum shall consist of 50% of duly installed Board members. Once a quorum is established at a meeting, the vote of a majority of the Board members present and voting at the time a vote is taken shall be sufficient to authorize action by the Board.

ARTICLE IV: OFFICERS

A. There shall be four (4) officers of the TBCT who shall be elected bi-annually in

even numbered years for a two (2) year term by the Board from among the members of Board, notwithstanding the provisions of Article III A. 1. They are: President, Vice-President, Secretary and Treasurer. The President shall not be a member of the same political party as the Immediate Past President. Each officer, while in office, shall be a member of the Board by virtue of being an Officer. The offices of Secretary and Treasurer may be combined or separated with other offices of the Board by action of the Board. The Board may also create such other officers as may, from time to time, serve the purpose of TBCT. Officers shall perform all of the customary duties and responsibilities normally expected to be performed by such officers, including those which may be assigned in these Bylaws, applicable statutes and regulations and directions of the Board. Specifically:

1. The President shall preside at all meetings of TBCT and the Board; shall be an ex-officio member of all committees except the Nominating Committee; shall appoint all the Standing and Special Committees and their Chairs; shall give guidance to the Committee Chairs in their work and shall perform all duties pertaining to the office of the President.

2. The Vice President shall render assistance to the President in matters pertaining to the TBCT, and shall perform the duties of the President in the absence of, or inability of, the President to serve. Vice President shall be the Chairman of the Program Committee.

3. The Secretary shall keep an accurate record of all meetings of TBCT and Board of Directors; shall maintain a current list of members with addresses, phone numbers and email addresses; and shall have a copy of TBCT Bylaws

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with any amendments properly recorded. Any secretarial duties may be delegated, as a procedural matter, to the Executive Director or another member of the Board.

4. The Treasurer shall receive all monies of TBCT; shall keep an accurate record of receipts and expenditures; shall present a statement of all income and all expenditures at each meeting of the Board occurring and at the annual meeting of TBCT; and shall pay out funds only as authorized by the

Board. The Treasurer shall serve as an ex-officio member of the Budget and Finance Committee. The Budget and Finance Committee shall arrange for an annual audit of the books of TBCT.

B. Succession. In the event of the temporary or permanent absence of the President, or his or her inability or unwillingness, for whatever reason, to carry out the responsibilities of the office, the Vice-President, then the Secretary, and then the Treasurer, shall succeed to the office. In the event the absence or inability is found by a majority of the Board likely to be lengthy or permanent, the Board shall declare the office vacant and act to elect a replacement as prescribed under Article V relating to Nominations and Election. The elected replacement must be of the same political party as the person vacating the presidency unless there is no such person willing to assume the presidency.

C. Tenure. All officers and members of the Board shall serve until such time as their duly elected successors have been elected and installed. Any member of the Board may be removed by a majority vote of the Board for conduct determined by the Board in its sole discretion to be inconsistent with the goals and standards of TBCT. Any officer may resign at any time by giving written notice to the Executive Director. Any such resignation shall take effect at the time specified therein, or, if no time is specified therein, upon its acceptance by the Board. Vacancies will be filled in the manner described in Article V.

D. Executive Committee. During those months when the Board does not meet, but subject to the review of the Board, the President, together with the other officers, acting as an "Executive Committee", may take actions on behalf of the TBCT which they, in good faith, believe necessary. A report of such actions will be made in writing to the Board not later than its next meeting. Executive Committee actions may be overturned only by two-thirds vote of the full Board.

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E. Committees. The permanent Committees are:

1. The Nominating Committee: Responsible for providing nominations for Board membership pursuant to Article V, Section A.

2. Membership Committee: Responsible for member retention, growth, and maintenance of the membership roles.
3. Finance: Responsible for oversight of Club finances under the direction of the Treasurer.
4. Program Committee. Under the direction of the Vice President, this committee is responsible for creating and maintaining a meeting calendar, identifying, seeking out, and scheduling timely speakers, debates, and discussions with the approval, and under the rules and conditions adopted by the Board.
5. The President may from time to time create or dismiss any other committees he or she shall deem necessary to fulfill the needs of TBCT. Appointment to and tenure on such committees are at the pleasure of the President. However, the Board may prescribe, limit, or enlarge the functions and duties of such committees.

ARTICLE V: NOMINATIONS and ELECTIONS

A. Nominating Committee. Ninety (90) days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of five (5) members in good standing, consisting of three (3) Board members and two Regular Members. This committee shall, at least thirty (30) days prior to the annual meeting, submit a written report to the President, and to the Board, the names of persons they recommend to fill vacancies on the Board from the TBCT membership. One name shall be recommended for each vacancy.

B. Notification to the Membership. Upon receipt of the report of the Nominating Committee, the President, without alteration or amendment, will cause the publishing of the nominations to the general membership at least two weeks prior to the annual meeting.

C. Board of Directors Election. At the annual meeting in November, the Secretary, or such other person as designated by the President, shall distribute

the ballot for election to the Board to the membership present, with space for one or more additional names. Prior to asking members to vote, the President shall ascertain any other nominations as may be presented and these names shall be added to the ballot, providing, however, that the person so nominated has agreed to that

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nomination in writing if not present. The Nominating Committee and the Secretary shall count and certify the balloting results which will be announced at the meeting. The Election may be by voice vote upon approval of membership present at the annual meeting. The term of the Director(s) so elected shall begin on January 1.

D. Election of Officers. Unless circumstances warrant deviation from this requirement, the President shall convene the new Board immediately following the meeting at which the election of the new board shall have taken place and hold election for officers. Election for officers shall be by majority vote of Board members in attendance by secret ballot. The new officers shall assume their responsibilities on January 1.

ARTICLE VI: MEETINGS and PROGRAMS

A. Annual Meeting. All members of the TBCT shall be invited to attend the annual meeting. The Annual Meeting shall be held in November on a date and at a time and place most suitable for members' attendance. The President shall cause a meeting notice to be provided each member, in such a manner as to provide a minimum of two-week notice.

B. Annual Meeting Agenda. **At the Annual Meeting, each TBCT Officer shall be expected to make a brief report on his or her office, covering the events of the year, the financial status, and other issues for the good of the order. Following such reports, there shall be held the elections referred to in Article V above.**

C. Special Meeting. Special meetings of the Board or the TBCT membership may

be called as
follows:

1. Board of Directors Meeting. The President shall call a special meeting of the Board at any time with at least ten (10) day notice; however, in an emergency, 24-hours' notice shall be given. Special Meetings of the Board may also be called by four (4) or more members of the Board, upon written petition, provided that at least ten (10) days in advance of the proposed meeting notice is given. Such notice shall clearly state the purpose for which this extraordinary meeting is being sought.

2. General Membership Meeting. The President, the Board, or by written petition signed by at least ten (10) general members in good standing, shall call a meeting of the general membership. The petition shall contain clear expression of the purposes of the meeting.

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D. Quorum. Providing that notices have been provided to the membership in the manner provided herein, those present at the meeting shall constitute a quorum and a majority of those present may take official action provided that at least one officer and two members of the Board of Directors are present.

E. Rules of Order. In so far as they are not in conflict with these By-laws or with other legal requirements, the latest edition of the American Bar Association's Guidelines for Corporate Governance shall govern TBCT business in any meetings.

F. Programs. The Board is empowered to create, and the President and other officers are required to publish such notices and to take such action(s) as may be necessary to conduct TBCT programs and events. These rules should include, but are not limited to, the conduct of the special programs; the protocol to be utilized; the eligibility of members of the audience and/or guests to participate actively; and the award of trophies. They shall be composed in such a manner as to recognize the purposes of the TBCT and bring the desired focus, activity, and fun to the proceedings. They shall also establish conditions, for example, for the handling of campaign literature, documents, publications, banners, media coverage, and other items and issues relating to the good of the order. Normally, TBCT programs are expected to be noon-time luncheon meetings, held in downtown Tampa.

**ARTICLE VII:
EMPLOYEES**

A. The Board may employ and terminate, with or without cause, such person or persons as may be required to carry out the functions of TBCT on a full-time, part-time, or contract basis. **Duties, title, compensation, and emoluments of such employee(s) shall be carefully spelled out in a resolution approved by the Board authorizing the employment.** Such duties might include the keeping of all corporate records, financial documents and accounts, membership rosters, rules of procedure, and other resolutions adopted by the Board. These duties could also include the business management of the affairs of the TBCT including, but not limited to, luncheon and other program arrangements including meeting notices, contracts with caterers and similar necessities. Any person employed by the Board under this Article may not be a voting member of the Board or of the Executive Committee. Any person employed by TBCT in this capacity shall report to the Board all information relating to the business and financial affairs of TBCT, including but not limited to detailed

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financial transaction with bank reconciliations and current membership lists at each Board meeting.

**ARTICLE VIII:
AMENDMENTS**

A. Amendments of these By-laws shall be adopted by a two-thirds majority vote of
the
Board.

**ARTICLE IX: FISCAL
MATTERS**

A. Fiscal Year. The fiscal year shall begin January 1 and end December 31.

b. Financial Management. The Board shall adopt such rules and procedures as may be required by their good judgment and recognition of their fiduciary responsibilities to the members of TBCT. They are empowered to establish signature requirements for checks, banking, and investment, and other matters relating to the fiscal health and welfare of the organization. The Treasurer shall make a full report and any appropriate recommendations to the membership at the annual meeting, as well as to the Board and executive committee meetings, and at any other time as appropriate, to provide a clear and complete accounting of the financial well-being of TBCT. Borrowing or otherwise encumbering TBCT is expressly prohibited.

c. Earnings. No part of the net earnings of TBCT shall inure to the benefit of, or be distributed to its members, directors, or other private persons, except that TBCT shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions as outlined in Article IX, Section D.

d. Dissolution. In the event that, either by decision of the membership or the Board, or by outside forces, this organization ceases to exist, the appropriate Court of competent jurisdiction is requested to distribute all net proceeds, after payment of legitimate claims against TBCT, to any legitimate 501(c)(3) charitable organization, as chosen by the Board, and no proceeds shall accrue to the benefit of any officer, member of the Board, or of the membership of TBCT.

**ADOPTED: MAY 14,
2018**

Revisions approved by Board of Directors July 23, 2007. Revisions approved by Board of Directors February 1, 2016. Revisions approved by Board of Directors May 14, 2018.