

## BY LAWS

### TIGER BAY CLUB OF TAMPA

#### ARTICLE I

##### NAME AND PURPOSE

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

(TBCT)

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

#### ARTICLE II

##### MEMBERSHIP and GUESTS

There are three types of membership: Regular, Honorary and Corporate. No more than one membership may be held by any one person or corporation. Each regular and corporate member is entitled to one vote.

A. Regular. Regular voting memberships are conferred on an annual basis and continued 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, not to corporations or groups, and may not be transferred.

B. Honorary Memberships. Honorary memberships may be conferred by the Board of Directors (Board) to those special individuals whom the Board feels deserve such recognition. These may include, but not be limited to, The Democrat and Republican Chairs of Hillsborough County and others who may be selected by the Board of Directors. Honorary members are not required to pay dues, and may not vote, but would be expected to pay for meals and similar expenses unless the Board makes specific provisions to the contrary.

C. Corporate Memberships. Corporate memberships shall have the same rights and privileges conferred upon Regular Memberships. Corporate memberships shall be held and paid for by a corporation and they shall designate periodically the individual acting on behalf of the corporation by attending TBCT meetings and participating with the rights of a Regular Member.

D. Dues. Annual dues shall be payable on or before January 1 and may be prescribed, altered, or amended by the Board, which is also empowered to provide for pro-rating dues in order to

accommodate new members. The Executive Director at the direction of the Treasurer shall be responsible for maintaining, or causing to be maintained, the necessary records to insure 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 of their delinquency.

Memberships will be automatically terminated if the delinquency is not resolved in a satisfactory manner within 30 days of such notice.

E. Guests. Members may bring guests to regular luncheon meetings. However, such guests may not attend more than three (3) meetings in any given calendar year without having applied for membership. It shall be the responsibility of the Executive Director to maintain, or cause to be maintained, such records as are necessary to carry out this provision. Guests shall not be granted any of the normal privileges of membership, including the right to question speakers.

F. Membership Application/Revocation. The Board shall provide for the preparation and processing of membership applications in accord 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 and held meeting. Membership dues shall be prorated and returned to any member whose membership is revoked.

G. Membership Directory, Newsletter, Meeting Notices. The Executive Director will publish, 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 Secretary shall also provide for the mailing 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

The business and activities of TBCT shall be governed by rules and policies established by a Board of Directors (Board) which is elected from amongst TBCT membership. The Board shall adopt and publish such rules of procedure as are necessary to carry out annual elections for both Board membership and officers. The Board, as the policy making body of the TBCT, is also responsible for adopting such other rules of procedure as are necessary to fulfill the goals and objectives of the organization in accordance with these by-laws. Action of the Board may be taken without a meeting, provided that a majority of members of the board shall individually or collectively consent in writing or via email to such action in accordance with the provisions of these By-Laws. The immediate past president shall be a voting member and serve on the Board for one year. Where possible, members of the Board shall belong to each major political party in

equal numbers.

A. Board of Directors. The Board shall consist of no less than ten (10) members; one third of whom shall be elected annually for three (3) year terms. No member shall be entitled to serve more than two (2) consecutive three (3) year terms. Service as an officer shall not count against this restriction. The Immediate past President shall be a voting member and serve on the Board of Directors for one year. Where possible, members of the Board shall belong to each major political party in equal numbers

B. Vacancies which occur within the final year of a full term shall be filled by the President with the consent of the majority of the Board. Vacancies which occur where there are two years or more remaining in a term shall be filled by the normal method of selection and election as specified in these by-laws.

C. Meetings. The Board shall meet at least quarterly, at the call of the President, to attend to the business of TBCT. The Secretary 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.

D. Attendance. Two non-excused absences from Board meetings in any 12 month period shall be grounds for dismissal from the Board. The TBCT secretary is responsible for maintaining attendance records and for initiating appropriate warnings and dismissal under rules and procedure adopted by the Board. Rules governing this action shall be adopted by the Board at its initial meeting under these By-laws, these rules may be amended by subsequent Board members at duly called Board Meetings. A reason for excused absence must be provided to the Board prior to the meeting for approval.

E. Adoption of Rules. Proposed rules for governance of the activities of the TBCT may be adopted by the Board upon simple majority vote. Such rules and pertinent portions of Board minutes shall be shared with members in the most economical and timely manner available, as a responsibility of the Secretary.

F. Voting. Proxy voting is not allowed. Voting during elections shall be secret.

## ARTICLE IV

### OFFICERS

There shall be four (4) officers of the TBCT who shall be elected bi-annually in even numbered years for two-year terms by the Board from among Board membership, who are alternately members of each major political party. They are: President, Vice-President, Secretary and

Treasurer. The offices of Secretary and Treasurer may be combined or separated 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.

A. 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 likely to be, or to become, 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.

B. Tenure. All officers and members of the Board shall serve until such time as their duly elected successors have been elected and installed. Vacancies will be filled in the manner described in Article V.

C. Executive Committee. During those months when the Board does not meet, but subject to the final approval of the Board, the President, together with the other officers, acting as an "Executive Committee", may take actions of behalf of the TBCT which they, in good faith, believe necessary.

A report of such actions will be made to the Board not later than its next meeting.

D. Committees. 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. At least 60 days prior to the annual meeting, the President shall appoint a Nominating Committee consisting of five members in good standing, three of whom shall be members of the Board. This committee shall, at least 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 the Secretary, or such other person as

designated by the President, shall distribute the official 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 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.

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 in the same manner prescribed in the previous paragraph. The new officers shall assume their responsibilities immediately upon election.

## ARTICLE VI

### MEETINGS and PROGRAMS

A. Annual Meeting. All members of the TBCT shall be invited to attend the annual meeting. To the extent possible, the Annual Meeting shall be held in December, 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 weeks 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:

i. Board of Directors Meeting. The President shall call a special meeting of the Board at any time with at least 10 days 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 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.

ii. 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.

D. Quorum. Providing that notices have been provided 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 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 Robert's Rules of Order will govern TBCT business in any meetings.

F. Programs. The Board is empowered to create, and the President and other officers are required to publish and to carry out, such rules and regulations 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.

H. Program Committee. The President is empowered to create a special "Program Committee" from the membership of the TBCT, to name its chairperson, and to determine its duties, subject to the approval of the Board. The committee, which will serve at the pleasure of the President, shall create and maintain a meeting calendar, identify, seek out, and schedule, timely speakers, debates, and discussions with the approval, and under the rules and conditions adopted by the Board. The Secretary shall cause the program to be published to the membership.

## ARTICLE VII

### EMPLOYEES

The Board may employ 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 financial transaction with bank reconciliations and current membership lists at each

Board meeting.

## ARTICLE VIII

### AMENDMENTS

Amendments of these By-laws can be adopted only by vote of the membership. By-laws may be proposed for adoption at any meeting of the Board after which a membership meeting shall be called to consider the proposals. Such proposals can be proposed by action of the Board or by written petition of at least 10 regular members in good standing. However, no action to adopt such proposals can be taken unless the proposed language along with appropriate explanatory information has been provided the membership at least ten (10) days in advance of the meeting where the action is to be taken.

## 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 The Community Fund of Tampa, Inc., for the purpose of creating political science scholarships at a local institution of higher learning, and no proceeds shall accrue to the benefit of any

officer, member of the Board, or of the membership of TBCT.

ADOPTED: FEBRUARY 23, 1995

*Revisions approved by Board of Directors July 23, 2007.*