

## BYLAWS OF THE TAMPA TIGER BAY CLUB, 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:** TBCT is a non-partisan political educational forum which does not endorse specific candidates or issues. The purpose of TBCT is to provide engaged Tampa Bay citizens with stimulating opportunities to discuss and debate the issues and candidates of the day in an open and tolerant atmosphere of civil political discourse. We are dedicated to the simple proposition that people of different political views can break bread together and find common ground by listening to one another. Members are encouraged to participate in our monthly luncheons by asking respectful and concise questions of event speakers without resorting to political, personal or disrespectful commentary or remarks.

### ARTICLE II: MEMBERSHIP AND GUESTS

- A. There are **four** types of TBCT membership: **Standard, Honorary, Corporate and Young Tiger**. No person, association or corporate entity may hold more than one type of membership at any time. Each standard and corporate member is entitled to one vote. Honorary and Tiger Cub memberships are non-voting. Members (or their designated representatives) are authorized to direct questions to event speakers. Membership status is subject to ongoing Board review and may be revoked at any time upon motion and a super majority vote of the Board of Directors for cause as described in Article II E.
  - 1. **STANDARD.** Standard voting membership is available on an annual basis and continues in effect if the member's dues are current and paid in full. Standard memberships are available only to individuals and may not be transferred. Membership expires if dues are not paid within **30 days** of the renewal date.
  - 2. **HONORARY.** Honorary memberships may be conferred on individuals by the Board of Directors by a super majority vote of the Board. Honorary members shall not be required to pay dues, may not vote or hold office and are expected to pay for their meals and similar expenses unless the Board makes specific provisions to the contrary.
  - 3. **CORPORATE.** Corporate and Association Members will have the same rights and privileges conferred upon a Standard member. Corporate memberships are held and paid for by a corporate entity, association or other bona fide business or civic group. The Corporate Member will designate a representative(s) to attend the TBCT meetings and exercise its member rights.

4. **TIGER CUB.** Individuals under the age of **thirty years (30)** will be eligible for the Tiger Cub Membership. They will pay fifty percent (50%) of the dues of a Standard Member and will not have voting rights. A drivers' license or other legal government issued ID required as proof.
  
- B. **DUES.** Annual dues will be established, altered, or amended by a super majority vote of the Board and payable in a manner(s) designated by the Board. Payment of dues confers membership status for one year from the date of payment. The **Executive Director**, at the direction of the **Treasurer**, is responsible for maintaining or arranging to be maintained, necessary records to ensure there is an accurate list of the membership and delinquent members identified. The **Executive Director**, at the direction of the **Treasurer**, is responsible for assuring delinquent members are notified in writing and/or via email of their delinquency. Membership dues delinquent for **30 days or more** results in a revoked and expired TCBT club membership and rights.
  
- C. **NON-MEMBER GUESTS.** Non-members guests may attend TBCT meetings during the **calendar year** upon the payment of the fees set by the Board. Non-members do not have the privileges of a member including the right to vote or to ask questions at a meeting and will be identified as guests on their name badge.
  
- D. **MEDIA.** Regular meetings and luncheons are open to the Media without charge.
  
- E. **MEMBERSHIP APPLICATION/REVOICATION.** Application for membership will be submitted in a form designated by the Board together with any corresponding dues. Any membership may be revoked by a super majority vote of the Board for cause in a duly called Board meeting. Membership dues shall be prorated and returned to any member whose membership is revoked. A violation of the TCBT Bylaws or conduct unbecoming, damaging or detrimental to the functioning of the club or other members would constitute cause for membership revocation.
  
- F. **MEMBERSHIP DIRECTORY/NEWSLETTER/MEETING NOTICES.** The TBCT may publish an annual membership directory. This directory would be for the sole use of current members only and could not be used or shared by any member for any commercial or political endeavor. The Board may publish a TBCT Newsletter. The **Executive Director** will disseminate timely meeting notices for functions and TBCT programs. The **Executive Director** will ensure the above notices of meetings, functions and activities are posted on the TBCT website and/or other social media outlets deemed appropriate by the Board.

### **ARTICLE III: BOARD OF DIRECTORS**

- A. These Bylaws will govern the business and activities of **TBCT**. Actions of the Board may be taken at in-person meetings set forth below or by video

conference, teleconference or email provided a majority of Board members consent in advance in writing or via email. Written confirmation of action taken without a formal meeting shall be filed in the Minutes of the Corporation. Whenever possible, the Board will be comprised equally of current and in good standing members affiliated with both major political parties, Independents or members of other political parties.

1. **BOARD OF DIRECTORS.** The Board shall consist of at least five (5) but not more than eleven (11) Standard members and approximately one third shall stand for election **each year** to three (3) year terms. The Immediate past President shall be a voting member and serve on the Board of Directors for **one year**, regardless of whether their total term of service has expired.
  2. **Vacancies** on the Board which occur prior to completion of a full term due to resignation or removal of a Board member shall be filled by recommendation of the **Nominating Committee** and by a super majority vote of the Board. Vacancies shall be filled for the remainder of the term.
  3. Standard members are eligible for election to the Board for **two** consecutive **three (3) year terms**, if nominated. Except as otherwise provided in Article IV A, a Standard member who has served two consecutive three (3) year terms may only be eligible for reelection to the Board after a one (1) year absence from the Board. Any Board member who ceases to be a member in good standing and current in their dues during their term of office shall be automatically removed from the Board.
  4. **TENURE.** All Board members and Officers will serve until their duly elected successors are elected and installed. Any Board member may be removed by a super majority vote of the Board for conduct determined by the Board, at its sole discretion, to be inconsistent with the goals and standards of TBCT or in violation of The Code of Ethics provided to each elected Board member. Any officer may resign by giving written notice to the **Executive Director**. Any such resignation will take effect at the time specified or, if no time is specified, upon acceptance by a Board majority. Vacancies will be filled in the manner described in Article III A2.
- B. **MEETINGS.** The Board will meet monthly on the 2<sup>nd</sup> Monday of each month from 11:30 AM until 1 PM at a location established by the President and a quorum is required to conduct business. Meetings may be conducted in person or virtually. The Secretary or the Secretary's designate shall cause meeting notices to be provided to each TBCT Board member at least **one week** before the meeting date. All meetings are open to TBCT membership unless action is contemplated

regarding the conduct of a Member, Board member or Board Officer, then meetings may be restricted to the parties involved or when the best interest of the member(s) or TBCT is served. In the case of a national emergency or other such exigent circumstances, this meeting schedule may be suspended temporarily.

- C. **ATTENDANCE. Two or more absences** from duly called and notified Board meetings in any **12-month period** may be grounds for removal from the Board, unless a majority of the Board excuses such absences upon written request by the absent Board member. All Board members must confirm to the **Executive Director** in writing **one week** in advance their intention to attend the Board meeting. The **Secretary** shall be responsible for maintaining attendance records and initiating appropriate warnings and potential removal, as specified above.
- D. **VOTING.** Proxy voting is not allowed. If circumstances require Board action prior to a regular Board meeting, voting via videoconference, telephone or email is permissible.
- E. **QUORUM:** A quorum will consist of 50% of duly elected and installed Board members. Once a quorum is established at a meeting, the vote of the super majority of the Board members present shall be sufficient to authorize action by the Board.

#### **ARTICLE IV: OFFICERS**

- A. The Board will elect from among its members four (4) TBCT Officers biannually in even numbered years to a **two (2) year term** notwithstanding the provisions of Article III A1 which are President, Vice-President, Secretary and Treasurer. These elected Officers will constitute the Executive Committee. The President shall not be a member of the same political party as the Immediate Past President. While serving, each Officer will remain a Board member. The office of Secretary and Treasurer may be combined or separated from other offices of the Board by action of the Board. The Board may also create other Officers who may, periodically, serve the purpose of TBCT. Officers shall perform all the customary duties and responsibilities normally expected to be performed by such Officers, including those which may be directed by the Board or otherwise assigned as set forth below.
1. **The President** will preside over all meetings of TBCT and the Board; will serve as an ex-officio member of all committees **except** the Nominating Committee; will appoint all Standing and Special Committees and their Chairs; will give guidance to the Committee Chairs in their work and will perform all duties pertaining to the office of the President.

2. **The Vice President** will assist the President in matters pertaining to the TBCT and will perform the duties of the President in the absence or inability of the President to serve. The Vice President will also serve as the **Chairman of the Program Committee**.
  
  3. **The Secretary** will keep and maintain an accurate record of all meetings of the TBCT and Board of Directors; maintain a current list of all members with addresses, phone numbers, email addresses and political party affiliations; and properly record a copy of TBCT Bylaws with any amendments. Any administrative duties may be delegated, as a procedural matter, to the **Executive Director or another member of the Board**.
  
  4. **The Treasurer** will receive all monies of TBCT; keep an accurate record of receipts and expenditures; present a statement of all income and expenditures at each Board meeting and annual TBCT meeting; and pay out funds only as authorized by the Board. The Treasurer will also serve as an ex-officio member of the Budget and Finance Committee. The Budget and Finance Committee will arrange for an **annual audit** of the books of TBCT.
- B. **SUCCESSION.** Should the President become temporarily absent, otherwise unable or unwilling to carry out the responsibilities of the office, the Vice-President, followed by the Secretary, and then the Treasurer, will succeed to the office of President. Should a Board majority deem these circumstances to be excessively 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 no individual is willing and available to serve in this capacity.
- C. **EXECUTIVE COMMITTEE.** During a national emergency or other exigent circumstances affecting the ability of the Board to conduct its regularly scheduled meetings, the Executive Committee, subject to Board review, may take actions on behalf of the TBCT which they believe necessary. A report of such actions must be provided in writing to the Board within **10 days**. Executive Committee actions may be overturned by a super majority vote of the Board.
- D. **COMMITTEES.** The standing Committees are:

1. **Nominating Committee:** Responsible for providing nominations for Board membership pursuant to Article V, Section A, and for recommending candidates to fill vacancies pursuant to Article III, Section A. 2.
2. **Membership Committee:** Responsible for initiating programs, ways and means to foster member retention and growth.
3. **Finance:** Responsible for oversight of TBCT finances under the direction of the Treasurer.
4. **Program Committee.** Under the direction of the Vice President, this committee comprised of interested and engaged Board members is responsible to create and maintain a monthly meeting calendar; identify and schedule timely speakers, debates and discussions; with approval and under the rules and conditions adopted by the Board.
5. The President may establish or dissolve any other (non-standing) special committees, advisory groups and task forces deemed necessary to fulfill the needs of TBCT. Appointment to and tenure on such committees is 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 ninety (90) days prior to the Annual Meeting, the President will appoint a Nominating Committee consisting of five (5) TCBT members in good standing; three (3) will be current Board members **excepting** the President and two will be current Standard Members. This committee will thirty (30) days prior to the Annual Meeting, submit a written report to the President and the Board containing the names of those current TCBT members they recommend filling vacancies on the Board. One name will 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 publish 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 other person designated by the President, will distribute the ballot for election to the Board to the membership present with sufficient space for one or more write-in names. Prior to asking members to vote, the President will ask for any other nominations. These names will be added to the ballot, providing the person nominated, if not present, has agreed in writing to the nomination. The **Nominating Committee** and the **Secretary** will count and certify the ballot results and they will be announced at the meeting. The Election may be conducted by voice vote upon approval of the membership present at the Annual Meeting. The term of the Director(s) so elected shall begin on **January 1** of the following year.
- D. **ELECTION OF BOARD OFFICERS.** An election of Board officers will occur in December at the regularly scheduled Board meeting following the November Annual Meeting. Election for officer will be by majority vote of Board members in attendance either by secret ballot or by voice vote, if majority present agree. The new Officers will assume their responsibilities on **January 1** of the following year.

## **ARTICLE VI: MEETINGS AND PROGRAMS**

- A. **ANNUAL MEETING.** All members of TBCT will be invited to attend the annual meeting. The Annual Meeting will be held in November on a date, time and place suitable for members' attendance, usually at the monthly luncheon meeting. The President will ensure a notice of the meeting is provided to each member a minimum of **two-weeks** in advance.
- B. **ANNUAL MEETING AGENDA.** At the Annual Meeting, each TBCT Board Officer will make a brief report of their office, covering events of the year, financial status and other issues for the good of the order.
- C. **SPECIAL MEETINGS.** Special meetings of the Board or the TBCT membership may be called as follows:
1. **Board of Directors Meeting.** The President may call a special meeting of the Board at any time with at least ten (10) days advance notice; however, in cases of an emergency, 24-hours' notice will be sufficient. Special Meetings of the Board may also be called by four (4) or more members of the Board, upon written

petition, with at least ten (10) days advance notice of the proposed meeting which clearly states the purpose for such meeting.

2. General Membership Meeting. The President, a majority of the Board, or by written petition signed by at least twenty-five (25) percent of the general members in good standing, may call a meeting of the general membership. The petition must clearly state the reason for and purpose of the meeting.
- D. **QUORUM.** If sufficient notices have been furnished to the membership in the manner described herein, those present at the meeting shall constitute a quorum. A majority of those present may take official action provided at least one Officer and two members of the Board of Directors are present.
- E. **RULES OF ORDER.** Robert's Rules of Order will be used as a guideline and reference for any TBCT business in any meetings, if they are not in conflict with these Bylaws or any local, state or Federal legal requirements or laws.
- F. **PROGRAMS.** The Board will create and the President and other Officers will publish notices and take action(s) as necessary to conduct TBCT programs and events. These programs and events will be organized to conform to the purpose of TBCT, elicit the desired focus, activity, and enjoyment of the attending membership. Normally, TBCT programs are expected to be noon-time luncheon meetings, held in the legal Tampa city limits. The actions and rules to conduct TBCT programs and events will include, but are not limited to; protocols, eligibility of members to actively participate, awarding of trophies or recognition, distribution of literature, documents, publications, banners, media coverage and other items related to the good of the order. Any distribution of such materials is subject to board approval.

## **ARTICLE VII: EMPLOYEES**

The Board may employ and terminate, without cause, such person or persons as 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 keeping 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 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 transactions with bank reconciliations and current membership lists at each Board meeting.

## **ARTICLE VIII: AMENDMENTS**

The Board may amend these by-laws by a super majority vote.

## **ARTICLE IX: FISCAL MATTERS**

- A. **FISCAL YEAR.** The fiscal year shall begin on January 1 and end December 31.
  
- B. **FINANCIAL MANAGEMENT.** The Board will adopt 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, investment, and other matters relating to the fiscal health and welfare of the organization. The Treasurer shall give a full report and any appropriate recommendations to the membership at the Annual Meeting, to the Board and Executive Committee meetings and at any other time as appropriate and provide a clear and complete accounting of the financial well-being of TBCT. Borrowing or otherwise encumbering TBCT is expressly prohibited.
  
- C. **MINIMUM RETAINED EARNINGS.** Should the Retained Earnings Account fall to \$15,000, the Executive Director will report such fact to the Treasurer and President. The President will advise the entire Board who will then decide what action, if any, to undertake.
  
- D. **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.
  
- E. **DISSOLUTION.** In the event either by decision of the membership, 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, chosen by the Board. No proceeds shall accrue to the benefit of any officer, member of the Board, or membership of TBCT.

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

*Revisions approved by Board of Directors February 1, 2016*

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