

BYLAWS
PINELLAS IBM-PC USERS GROUP INC.
dba Tampa Bay Computer Society

ARTICLE 1- DEFINITIONS

1.1. General Definitions. Whenever used in these Bylaws, the following terms shall have the meanings hereinafter set forth, unless otherwise expressly stated:

1.1.1. "Articles of Incorporation" shall mean the Articles of incorporation for the TBCS, as they exist as of this date and as they may be amended from time to time.

1.1.2. "Bulletin" shall mean the official publication of the TBCS. In the event the official publication shall be renamed for any reason, then any reference herein to "Bulletin" shall be deemed to be a reference to the then current official publication of the TBCS.

1.1.3. "Board" shall mean the Board of Directors of the TBCS.

1.1.5. "Bylaws" shall mean these Bylaws.

1.1.6. "Member" shall mean all members, regardless of their classification as set forth in Article 3 of the Bylaws.

1.1.7. "SIG" shall mean Special Interest Group.

1.1.8. "Special Interest Group" shall mean any group established, from time to time, by the Board of Directors or the President for the specific purpose of study of and instruction on a particular specialized area of computer science or use, such as, but not limited to, the use of a particular form of applications software.

1.1.9. "TBCS" shall mean, jointly and severally, the PINELLAS IBM-PC USERS GROUP, INC. and, if currently in effect, its registered fictitious name of "Tampa Bay Computer Society".

1.1.10. "Voting Members" shall mean all Regular Members, all Associate Members and all designated Voting Members of Business Members.

1.2. Number and Gender. As used in the Bylaws, the singular shall include the plural and any gender reference shall apply to all genders unless a contrary intention is specifically stated.

ARTICLE 2 - PURPOSE

2.1. General. The purposes of the TBCS shall be to develop, encourage and stimulate interest in personal computers and their use and to promote the cultivation of and free exchange of information among its Members and other persons with an interest in computer use and science, all in a manner consistent with the Articles of Incorporation.

2.2. Certain Disbursements Prohibited. The TBCS is organized and operated exclusively for the above named purposes and no part of any net earnings shall inure to the benefit of any Member,

Director or Officer, except as otherwise specifically set forth in Sections 4.16, 5.7 and 10.4 (and sub-sections thereof) of the Bylaws.

ARTICLE 3 - MEMBERS

3.1. Membership. Membership in the TBCS shall be established in the classes and manners hereinafter set forth in this Article. The membership of any Member may be terminated, for good cause, by the affirmative vote of an absolute majority of the Board at any Regular or Special Meeting of the Board; provided, however, that prior written notice of the Board's intention to vote on such termination and the date, time and place such Meeting is to be held, shall be mailed, by certified mail (return receipt requested), to such Member at their last address of record with the TBCS not less than seven (7) days prior to the date of the Meeting at which such vote is to be taken. Such Member shall have the right to attend such Meeting and to address the Board for a reasonable amount of time as determined by the Chairperson of that Meeting.

3.2. Regular Member. A Regular Member shall be any natural person who has duly made written application for membership on the form prescribed by the Board, has had that application accepted by the Board or its Membership Committee and has paid, in full, such dues as may be required by the Board at the time of such membership application.

3.3. Business Member. A Business Member shall be any artificial person or entity which has duly made written application for membership on the form prescribed by the Board, has had that application accepted by the Board or its Membership Committee and has paid, in full, such dues as may be required by the Board at the time of such membership application. A Business Member shall, at the time of its application for membership, designate, in writing, one (1) natural person to act on its behalf as its Voting Member. Such designation may be changed, from time to time, by written notice made by a duly authorized representative of the Business Member and delivered to the Secretary of the TBCS. Any such change shall not become effective for voting or proxy purposes until forty-five (45) days after receipt of said notice by the Secretary. Any such change shall not become effective for voting purposes until said notice has been received and posted by the Secretary.

3.4. Associate Member. An Associate Member shall be any natural person residing in the same household as a Regular Member and who has duly made written application for membership on the form prescribed by the Board, has had that application accepted by the Board or its Membership Committee and has paid, in full, such dues as may be required by the Board at the time of such membership application.

3.5. Honorary Member. The Board may, from time to time, confer upon any natural or artificial person an Honorary Membership. An Honorary Member shall have all the same rights and privileges as an Associate Member except that an Honorary Member shall not be required to pay any dues and shall not have any voting rights. Honorary Members shall not be considered for purposes of determining a quorum.

3.6. Delinquent Member. Any Member who becomes delinquent in the payment of any outstanding dues by the date when such dues are finally due shall, as of such date, be automatically deemed to be a Delinquent Member and removed from the active membership roll of the TBCS. A Delinquent Member shall have no further rights or privileges of membership, including, but not limited to, voting. Delinquent Members shall not be considered for purposes of determining a quorum.

ARTICLE 4 - BOARD OF DIRECTORS

4.1. Establishment, Number and Classes. The management of all the affairs, property and interest of the TBCS shall be vested in the Board, consisting of nine (9) Voting Members. There shall be five (5) Directors elected each odd numbered year and four (4) Directors elected each even numbered year. Directors shall be elected by the Voting Members at such times and for such terms as hereinafter set forth. Every Director shall hold office until their successors is elected and qualify, or that Director resigns, dies or is removed. Directors must be residents of the State of Florida and shall be at least twenty-one (21) years of age. There shall be no limitation on the number of times a Director may be re-elected. In addition to the powers and authorities expressly conferred upon it by law, by the Bylaws and by the Articles of Incorporation, the Board may exercise all such powers of the TBCS and do all such lawful acts and things as are not by law or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done solely by the Members There shall be no outside Officers or Directors of the TBCS. All Officers and Directors are required to be and to remain a Voting Member in good standing during their entire term.

4.2. Nomination Procedure. Candidates for election to any Director position shall be nominated as follows:

4.2.1. Nominating Committee. The Board shall, during the month of September of each year, appoint a Nominating Committee composed of three (3) Directors and two (2) Voting Members who are not Directors. Such Committee Members may not include the President (except as an ex officio Member) or any person who will be a candidate for any office in the election for which such Committee makes nominations. In addition to said five (5) Members, the President shall be an ex officio, non-voting Member of the Nominating Committee. The President shall simultaneously designate one (1) of such appointees to be the Chairperson of the Nominating Committee. The Nominating Committee shall meet within ten (10) days of its appointment and shall create a slate of candidates for the Director positions that are to be filled at the next regular election of Directors. The slate of candidates shall have only one (1) candidate for each vacancy. The Nominating Committee shall obtain the written consent of each proposed candidate to have his or her name placed in nomination. If any proposed nominee refuses to grant such written permission within two (2) days of the request, the Nominating Committee shall forthwith select an alternate candidate under the same procedures. The Chairperson shall provide the Secretary with a written list of proposed and accepted candidates together with their written acceptances, all of which shall be placed in the records of the TBCS. The slate of candidates created in this manner shall be published in November. This listing may include a brief resume about and a brief statement by the respective candidates.

4.2.2. Nominations by Voting Members. Additional nominations for a Director position may be made at the two meetings prior to the election of Directors by any Voting Member in attendance. If the proposed candidate is not in attendance, his or her nominator shall present to the Chairperson of the Nominating Committee, concurrently with making such nomination, a written statement from the proposed candidate signifying his or her willingness to be a candidate.

4.2.3. Other Matters. No person may be a candidate for more than one (1) Director position for any given election. Nominations for election as a Director cannot be made in any other manner except as set forth in Sections 4.2.1. and 4.2.2. above.

4.3. Election of Directors. Directors shall be elected at the Annual Meeting of the Members immediately preceding the expiration of that Class of Directors' current term. New Directors shall be elected prior to the election of any new Officers.

4.4. Terms for Director. The term of office for all Directors shall be for two (2) calendar years.

4.5. Regular Meetings of the Board. A Regular Meeting of the Board shall be held once per calendar month at a date, time and place within Pinellas County, Florida as shall be determined, from time to time, by the Board. The Board may, from time to time, change the date for the Regular Meeting of the Board for any given month's Meeting provided notice of such date change is published at least 24 hours prior to said Meeting. By resolution, the Board may provide the dates, times and places for holding additional Regular Meetings without other notice than such resolution.

4.6. Special Meetings of the Board. Special Meetings of the Board may be called by or at the request of the President or any two (2) Directors or upon the request, in writing, of not less than ten (10) percent of the Voting Members. The person or persons authorized to call Special Meetings may fix any place within Pinellas County, Florida as the place for holding any Special Meeting of the Board called by them, but in no event shall such Meeting be set for a date sooner than three (3) days from the date of notice of said Meeting. If so stated in the notice for the Special Meeting, no other business except that set forth in the notice may be conducted at that Special Meeting.

4.7. Notice of Meetings. No written notice shall be required for the monthly Regular Meeting of the Board. Written notice of each Special Meeting of the Board shall be delivered personally or faxed or e-mailed to each Director at his or her address of record with the TBCS at least three (3) days before the Meeting. If such notice is mailed, it shall be deemed to be delivered when deposited in the United States mail properly addressed, with postage prepaid. Any Director may waive notice of any Meeting. The attendance of a Director at a Meeting shall constitute a waiver of notice of such Meeting, except where a Director attends a Meeting for the express purpose of objecting to the transaction of any business because the Meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any Regular or Special Meeting of the Board, need be specified in the notice or waiver of notice of such Meeting.

4.8. Quorum. A majority of Directors shall constitute a quorum for the transaction of business at any Board Meeting but, if less than such majority be present at a Meeting, a majority of the Directors present may adjourn the Meeting from time to time without further notice. Members of the Board or any Committee appointed by the President or the Board may participate in a Board Meeting or Committee Meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the Meeting can receive communication from each other at the same time, and participation by such means shall constitute presence in person at a Meeting.

4.9. Manner of Acting Voting; Proxies Prohibited. Any act or motion approved by the majority of the Directors present at a Meeting of the Board at which a quorum is present shall be the act of the Board. Each Director shall have one (1) vote. No Director may vote at any Meeting of the Board by proxy, absentee ballot or assignment or delegation of his or her voting rights.

4.10. Presumption of Assent. A Director present at a Board Meeting at which action on any TBCS matter is taken shall be presumed to have assented to the action taken, unless his or her dissent is entered in the minutes of the Meeting, or he or she files his or her written dissent to such action with the person acting as the Secretary of the Meeting before the adjournment thereof or he or she

forwards such dissent by certified mail, return receipt requested, to the Secretary within seventy-two (72) hours after the adjournment of the Meeting. A Director who voted in favor of such action may not thereafter dissent.

4.11. Action Taken by Directors Without a Meeting. Any action required or permitted to be taken at a Meeting of the Board may be taken without a Meeting if the Directors are contacted by email and a reply is received from a majority of board members. Any such action shall be ratified at the next Board Meeting.

4.12. Vacancies. Any vacancy occurring on the Board shall be filled by a nomination by the President and an approval thereof by a majority of the Board attending any Regular or Special Board Meeting. A Director appointed to fill a vacancy shall be deemed appointed for the remainder of the unexpired term of his or her predecessor in office.

4.13. Resignation. If a Director resigns, such resignation shall constitute an automatic resignation of any position as an Officer which that Director may hold in the TBCS.

4.14. Removal. Any Director may be removed from office, with good cause, by either of the following procedures:

4.14.1. By the Board. Any Director may be removed from office, for good cause, by the affirmative vote of an absolute majority of the Board at any Regular or Special Meeting of the Board; provided, however, that prior written notice of the Board's intention to vote on such removal and the date, time and place such Meeting is to be held, shall be mailed, by certified mail (return receipt requested), to such Director at their last address of record with the TBCS not less than seven (7) days prior to the date of the Meeting at which such vote is to be taken. Such Director shall have the right to attend such Meeting and to address the Board for a reasonable amount of time as determined by the Chairperson of that Meeting. If the Director so removed is also an Officer of the TBCS, removal as a Director shall also automatically act as a removal from that Officer position without further action of the Board being required.

4.14.2. By Voting Member. At any Regular Members Meeting, or at a Special Members Meeting called expressly for that purpose, or a ballot procedure established expressly for that purpose, by a vote of an absolute majority of a quorum of the Voting Members at such Meeting.

4.14.3. For Absences. Any Director who shall be absent, with or without cause, from either three (3) Regular Meetings of the Board or from three (3) Regular Meetings of Members during any calendar year may be removed from that office by a majority vote of the Board present at any Regular or Special Meeting of the Board. Notice of such removal shall be placed in the minutes of the Board.

4.15. Effect of Removal, Etc. If a Director is removed from office pursuant to Section 4.14, resigns, or dies, such removal, resignation or death will, if they are also an Officer, also be an automatic removal from their position as an Officer of the TBCS.

4.16. Compensation. Directors shall not receive compensation or expense reimbursement for attendance at any Board Meeting, nor a fixed sum for attendance at any Board Meeting, nor a stated salary as Director or Officer, or any combination of the foregoing. This prohibition shall not preclude any Director or Officer from serving the TBCS in any other capacity and receiving compensation

therefor at no more than normal market rates. Although no salaries shall be paid to any Director of the TBCS, any Director may receive reimbursement for duly authorized expenses.

ARTICLE 5 - OFFICERS

5.1. Regular Officers. The Regular Officers of the TBCS shall be a President, a Vice President, a Secretary, and a Treasurer. Regular Officers shall be elected by the Directors. Such elections of Regular Officers shall be held immediately after the election of the Directors who are to be elected at that Annual Meeting or the next regular Board Meeting. Eligible candidates for election as Regular Officers shall be only those persons who shall constitute the Board effective January 1st of the calendar year following that election of Regular Officers. The candidate for each respective office who receives the largest number of votes in the election for that office, even though not a majority, shall be elected to hold that office.

5.2. Special Officers. The President is hereby vested with the power and authority to establish, from time to time, one (1) or more Assistant Vice-Presidents to assist the President and the Directors on specific matters. The President is hereby vested with the power and authority to establish, from time to time, one (1) or more Assistant Secretaries to assist the Secretary for any Meeting of the Members or the Board. Such Assistant Vice-Presidents and Assistant Secretaries shall serve at the pleasure of the President and their term of office shall expire not later than the expiration of the term of office of the President that appointed them.

5.3. President. The President shall:

5.3.1. Be the principal executive Officer of the TBCS.

5.3.2. Supervise and control all of the business and affairs of the TBCS and be the Chairperson of all Members Meetings and Directors Meetings.

5.3.3. Designate each of the Directors who shall serve as the Chairperson of the various Standing Executive Committees. The President may designate the same Director to be the Chairperson of more than one (1) Standing Executive Committee in the event such action is in the best interest of the TBCS.

5.3.4. Appoint all Special Executive Committees and designate the respective Chairperson thereof.

5.3.5. Nominate all persons who are to fill vacancies created on the Board or Officers, for the balance of the unexpired term of such vacated position. Such appoints shall be approved by the Board within thirty (30) days after such vacancy occurs.

5.3.6. Be a signatory on every banking, savings and similar account of the TBCS and have, at all time, full access to all financial books, corporate records and checking materials of the TBCS.

5.3.7. When present, preside over all Member Meetings and over all Board Meetings.

5.3.8. Sign, with the Secretary or other Officer of the TBCS authorized by the Board, deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except when the signing and execution thereof has been expressly delegated by the Board or by the

Bylaws to some other Officer or agent of the TBCS or is required by law to be otherwise signed or executed by some other Officer or in some other manner.

5.3.9. In general, he or she shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

5.4. Vice President. The Vice President shall:

5.4.1. Assist the President.

5.4.2. Serve as President when the President is not available.

5.4.3. Otherwise have those duties assigned to him or her by the Board or the President.

5.5. Secretary. The Secretary shall:

5.5.1. Keep the minutes of the Members and Board Meetings in one or more books provided for that purpose.

5.5.2. See that all notices are duly given in accordance with the provisions of the Bylaws or as required by law.

5.5.3. Be custodian of the corporate records and of the seal of the TBCS and see that the seal of the TBCS is affixed to all documents, the execution of which on behalf of the TBCS under its seal is duly authorized. Provided, however, that all such materials shall be maintained at the corporate offices of the TBCS and not at the private property of the Secretary. Such materials, or portions thereof, may be removed by the Secretary from the corporate offices of the TBCS for the sole purpose of actively working on or with such materials provided they are not removed more than once per calendar week and for a period not greater than seventy-two (72) hours in any calendar week and, further, that they are surrendered to the President or the Board, in full, immediately upon demand of the President or the Board.

5.5.4. Keep a register of the names and post office address of each Member (and designated Voting Member, if the Member is a Business Member) of the TBCS as furnished to the Secretary by each Member. Such register shall include, when available, the Members' telephone numbers, e-mail addresses and such other information as the Board may require.

5.5.5. Receive and give receipts for monies due and payable to the TBCS from any source whatsoever, and deposit all such monies in the name of the TBCS in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.

5.5.6. Have general charge of the membership list of the TBCS.

5.5.7. Perform the general correspondence functions of the TBCS.

5.5.8. In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.5.9. Maintain petty cash and soda funds. Purchase all supplies.

5.6. Treasurer. The Treasurer shall:

5.6.1. If required by the Board, give a bond, at the expense of the TBCS, for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine.

5.6.2. Have charge and custody of, and be responsible for, all funds and securities of the TBCS.

5.6.3. Disperse all monies due and payable from TBCS to any approved source.

5.6.4. Be custodian of the financial records and checking materials of the TBCS; provided, however, that all such materials shall be maintained at the corporate offices of the TBCS, and not at the private property of the Treasurer. Such materials, or portions thereof, may be removed by the Treasurer from the corporate offices of the TBCS for the sole purpose of actively working on or with such materials provided they are not removed more than once per calendar week and, further, that they are surrendered to the President or the Board, in full, immediately upon demand of the President or the Board.

5.6.5. In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board.

5.7. Compensation. Officers shall not receive compensation or expense reimbursement for attendance at any Members or Board Meeting nor a fixed sum for attendance at any Members or Board Meeting nor a stated salary as Director or Officer or any combination of the foregoing. This prohibition shall not preclude any Director or Officer from serving the TBCS in any other capacity and receiving compensation therefor at no more than normal market rates. Although no salaries shall be paid to any Officer of the TBCS, any Officer may receive reimbursement for duly authorized expenses.

5.8. Bonds. The Board may, by resolution, require any and all of the Officers to give bonds, at the expense of the TBCS, in favor of the TBCS to the TBCS, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board.

5.9. Contracts, Etc. The Board may authorize, in writing, any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the TBCS, and such authority may be general or confined to specific instances. When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing Officers, the President or Vice President may execute the same in the name and behalf of the TBCS and the Secretary may affix the TBCS seal there.

5.10. Loans, Checks and Deposit.

5.10.1. Authorization Required. No loans shall be contracted on behalf of the TBCS and no evidences of indebtedness shall be issued in its name unless authorized by action by the Board. No loans shall be made by the TBCS to its Officers or Directors.

5.10.2. Signatures. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the TBCS, shall be signed by such Officer or Officers, agent or agents, of the TBCS and in such manner as is provided in the Bylaws and, further, as from time to time determined by resolution of the Board.

5.10.3. Deposits. All funds of the TBCS not otherwise employed shall be deposited as soon as practical to the credit of the TBCS in such banks, savings and loans, trust companies or other depositories as the Board may select and designate.

ARTICLE 6 - COMMITTEES

6.1. Executive Committees. The following Executive Committees shall exist as Standing Executive Committees for the purposes and functions hereinafter set forth and the members thereof shall be nominated by the President and approved by the Board to serve at the pleasure of the Board:

6.1.1. Program Committee, which shall arrange for a guest speaker or plan a group activity for each Regular Members Meeting.

6.1.2. Membership Committee, which shall direct the canvassing of Membership through advertising, Membership drives, and other acts and functions as deemed necessary to support the TBCS. This Committee shall have full access to the Membership records of the TBCS.

6.1.3. Library Committee, which shall develop, build and maintain a library of current shareware and software applications.

6.1.4. Official Publications Committee, which shall produce and send the official publication of the TBCS to each qualifying Member in sufficient time before the next scheduled Regular Meeting. The Chairman of this Committee shall be referred to as the Editor and, notwithstanding anything else in the Bylaws to the contrary, need not be a Director of the TBCS.

6.1.5. Sponsor Committee, which shall seek and maintain newsletter advertising that will defray the costs of functions and provide customer relations and support for all advertisers as necessary.

6.1.6. Resources Committee, which shall be responsible for all equipment owned by the TBCS and shall arrange for and oversee the maintenance, repair and upgrade of such equipment.

6.1.7. Product Review Committee, which shall be responsible for the distribution and review of all products received by the TBCS for review purposes.

6.1.8. SIG Committee, which shall coordinate and schedule all Special Interest Groups (SIG) activities at the resource center and submit, in advance to the President and the Editor, a calendar of proposed SIG Meeting in such a timely manner as to facilitate a timely advance publication.

6.1.9. Members Services Committee, which shall coordinate the Internet functions of the TBCS, advise the Board periodically on the newest innovations in Internet technology and be responsible for the establishment, content, operation and maintenance of any official web site or BBS established, from time to time, at the direction of the Board.

6.2. Special Committees. Special Committees may be created, from time to time, by the President for special projects which are not the direct responsibility of one (1) or more of the Standing Committees. Such Special Committees shall serve at the pleasure of the President but shall cease to exist not later than the expiration of the term of the President by whom they were created.

ARTICLE 7 - MEMBERS MEETINGS

7.1. Annual Meeting. There shall be an Annual Meeting of the Members, which Meeting shall be held in December at a location in Pinellas County, Florida and time designated by the Board. The Annual Meeting shall be subject to the same terms and condition as any Regular Members Meeting except for any special quorum requirements set forth in the Bylaws. Directors and Officers shall be elected at the Annual Meeting of the Members.

7.2. Regular Meetings. There shall be a Regular Meeting of the Members each month of the calendar year, except for the month in which the Annual Meeting is held. Such Regular Meetings shall be held on the third (3rd) Tuesday of each month at a location in Pinellas County, Florida and time designated by the Board. The Board may, from time to time, change the date for the Regular Meeting of the Members for any given month's Meeting provided prior notice of such date change is published prior to said Meeting.

7.3. Special Meetings. The President or an absolute majority of the Board may call a Special Meeting of the Members at such a location in Pinellas County, Florida and time designated by the party who has called the Meeting. Notice of any such meeting must be given to each Voting Member by publication in the Bulletin not less than ten (10) days prior to the date of such Special Meeting. The notice for any Special Meeting shall state the purpose thereof and the business conducted at such Meeting shall be limited to the subject matter stated in said notice.

7.4. Quorums. The Voting Members in attendance at the Annual Meeting or other Regular Meeting or Special Meeting shall constitute a quorum and shall conduct business of the TBCS.

ARTICLE 8 - VOTING

8.1. Member's Vote. Each Voting Member shall be entitled to cast one (1) vote on any issue or matter voted on at any Members Meeting and one (1) vote for each Director or Officer position being elected at the Annual Meeting. No Member may vote at any Members Meeting by proxy, absentee ballot or assignment of delegation of his or her voting rights.

8.2. Method of Voting. Voting by Members at any Members Meeting may be conducted by voice or show of hands, except that voting shall be by secret written ballot on any matter if ten (10) Voting Members have requested, in writing in advance, that such issue be voted upon by secret written ballot voting. Voting for election of any Officer or Director who is unopposed for that position may be done by voice vote. Voting for election of any Officer or Director position where there are opposing candidates for that position shall be done by secret written ballot voting. The rules concerning the outcome of such voice and show of hands voting shall be controlled by Robert's Rules of Order, newly revised. Notwithstanding the foregoing, if the Chairperson determines that any voice or show of hands vote is too close to determine the outcome, said Chairperson may then require a secret written ballot on the matter.

8.3. Inspectors of Election. Prior to any secret written balloting, the Meeting's Chairperson will appoint three (3) Voting Members to act as "Inspectors of Election". An inspector shall not be a candidate for an office. The inspectors shall distribute the ballots, collect the completed ballots, count the ballots and certify the results in writing to the Meeting's Chairperson, who will announce the results. A signed and dated copy of the results shall be attached to the minutes of the TBCS.

8.4. Order of Business. The order of business at the Annual Meeting and all Regular Meetings shall be as follows, unless otherwise approved by a simple majority of the Voting Members present at such Meeting:

8.4.1. Call to order.

8.4.2. President's remarks.

8.4.3. Election of Directors (Annual Meeting only)

8.4.3. Election of Officers. Officers shall be elected by the Directors at a special Board Meeting to be held during the Annual Membership Meeting or the next regularly scheduled Board Meeting.

8.4.4. Question from Members and answer period.

8.4.5. Fifteen minute intermission.

8.4.6. Guest speakers and program presentations.

8.4.7. Notwithstanding the foregoing, the Meeting Chairperson shall have the sole discretion, except for the Annual Meeting, to permit any guest speakers and program presentations to be the first order of business to accommodate any special needs of any such guest speaker.

ARTICLE 9 - DUES

9.1. Dues. Member's dues, and their due dates, for each dues-paying Class of Members shall be established by the Board. All dues for renewals of Memberships shall be paid not later than their due date.

9.2. Delinquency. Any Member required to pay dues who has not paid, in full, any such dues by their due date shall automatically become a Delinquent Member.

ARTICLE 10 - GENERAL PROVISIONS

10.1. Fiscal Year. The fiscal year of the TBCS shall be the calendar year.

10.2. Seal. The Board may adopt a seal in any form that complies with the laws of the State of Florida.

10.3. Waiver of Notice. Whenever any notice is required to be given to any Member, Director or Officer of the TBCS under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any applicable laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

10.4. Indemnification. The following indemnification provisions shall be in full force and effect:

10.4.1. Actions Against the TBCS. The TBCS shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding,

whether civil, criminal, administrative or investigative (other than an action by or in the right of the TBCS) by reason of the fact that he or she is or was a Director, Officer, or agent of the TBCS or of a predecessor TBCS, or is or was serving at the request of the TBCS or of a predecessor TBCS as a Director, Officer, or agent of another TBCS, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the TBCS, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the TBCS, and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

10.4.2. Actions By or In the Right of the TBCS. The TBCS shall indemnify any person who was or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the TBCS to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer, or agent of the TBCS, or is or was serving at the request of the TBCS or of a predecessor TBCS as a Director, Officer, or agent of another TBCS, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the TBCS and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the TBCS unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

10.4.3. Advance Payment. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the TBCS in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 10.4.4 upon receipt of an undertaking by or on behalf of the Director, trustee, officer, or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the TBCS as authorized in this section.

10.4.4. Non-exclusive Right. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of Member disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer or agent of the TBCS.

10.5. Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, newly revised, shall govern all Meetings of Member and Directors except as to those matters where such rules are inconsistent with the Articles of Incorporation, the Bylaws or special rules of order of the TBCS.

10.6. Corporate Records: Certain Acts Prohibited. No Officer, Director, Voting Member or other person shall, at any time (except as hereinafter set forth), cause or participate in causing, directly or indirectly, any record, document or database of the TBCS to be or become encrypted, encoded, password protected, or take any similar action that could limit or restrict the full and free access to any such record, document or database by any Officer or Director of the TBCS. Notwithstanding the foregoing, the Board may, by an absolute written majority vote signed by each Director voting in favor thereof, permit the encryption, encoding or password protection of any such record, document or database provided that the Board is first provided with all necessary information and software necessary to permit each Officer and Board Member to have complete, full and unrestricted access to any such record, document or database and that no subsequent action is taken or caused to be taken that would serve to defeat the intent of this Section that all Officers and Directors shall, at all times, have full, complete and unrestricted access to all such records, documents or databases of the TBCS.

10.7. Restrictions on Data Distribution. No Officer, Director, Voting Member, Honorary Member or any other person (natural or artificial) shall distribute or publish, cause to be distributed or published or assist, in any manner, with the distribution or publication (whether for free or for compensation of any nature or kind) of any data or records, in whole or in part, of the TBCS which relates to the names, addresses, phone numbers, email addresses or other personal data or information regarding any of the Members of the TBCS to any person (natural or artificial) at any time whatsoever, other than as specifically provided hereinafter this Section. The foregoing provision of this Section shall not be deemed or construed to prohibit the Board (or any Officer by virtue of written directions from the Board) from:

- (1) making the data and information available to the Officers and Directors for use solely with official business of the TBCS;
- (2) complying with the requirements of Chapters 607 and 617, Florida Statutes (as amended from time to time);
- (3) complying with any order of any court or governmental agency having jurisdiction over the TBCS or its Members;
- (4) providing a commercial publisher with a mailing list or mailing labels to be affixed by that publisher to any special publications made by such a publisher under the written permission of the Board (provided such publisher has first duly executed a binding non-disclosure agreement regarding such information with the TBCS);
- (5) providing any Internet Service Provider that has a current contract with the TBCS to provide Internet Service to some or all of the Members of the TBCS through their membership in the TBCS such information about current subscribers to such service only (and not the full Membership) as that Internet Service Provider may reasonably need to provide such service to such subscribing Members (provided such Internet Service Provider has first duly executed a binding non-disclosure agreement regarding such information with the TBCS);
- (6) making backup copies of such information for security purposes to prevent the loss of such information (provided that all other restrictions set forth in this Section shall also apply to any such backup copies);
- (7) providing such data and information to any certified public accountant or attorney at law retained by the TBCS to render professional services to the TBCS, but only to the extent

as may be required for said certified public accountant or attorney at law to properly rendered their professional services to the TBCS. Any Member who violates any term and condition of this Section shall be deemed to have established a prima facie case of "good

cause" for their removal as a Member and their removal as an Officer or Director, if they are an Officer or Director of the TBCS. It is the intent of this Section that the data and personal information relating to the Members be kept in confidence by the TBCS to the maximum extent possible so that such information is not available to third parties for non-TBCS related purposes and this Section shall be construed, whenever possible, to carry out that intent to the fullest possible extent.

10.8. Records Turnover. Whenever an Officer or Director resigns, is removed or has their term expire, such Officer or Director shall, without demand, deliver to the Board, within seven (7) days of leaving or being removed from such position as Officer or Director, all records, data and other similar materials relating to the TBCS which they created or which came into their possession during their tenure as Officer or Director, without any alteration, destruction, encryption, encoding or password protecting such materials.

ARTICLE 11 - BYLAW AMENDMENTS

11.1. By the Board. Subject to Section 11.3 below, the Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of an absolute majority of the Board at any Regular or Special Meeting of the Board. Nothing herein shall deny the concurrent power of the Members to adopt, alter, amend or repeal Bylaws.

11.2. By the Members. Proposals for amendments to the Bylaws by the Members shall be first submitted to the Board, in writing, and signed by at least five (5) Voting Members. Subject to Section 11.3 below, such proposed amendments shall be voted upon by the Voting Members at the next Regular Meeting of the Members and adopted by a majority vote of a quorum of the Voting Members present at said Regular Meeting. Nothing herein shall deny the concurrent power of the Board to adopt, alter, amend or repeal Bylaws.

11.3. Prior Publication. Prior to any vote to alter, amend or repeal any Bylaw or create new Bylaws by the Board, pursuant to Section 11.1 above, or by the Members, pursuant to Section 11.2 above (hereinafter collectively "Bylaw Amendments"), notice of the proposed Bylaw Amendments together with the full text of the proposed Bylaw Amendments shall be published. The Meeting at which such Bylaw Amendments are voted upon shall not occur sooner than ten (10) days after notice and full text of the proposed Bylaw Amendments shall have appeared.

11.4. Effective Date. Each Bylaw Amendment shall become effective immediately upon its passage unless another effective date is specifically set forth in such Bylaw Amendment.

ARTICLE 12 - DISSOLUTION

The TBCS may be dissolved any the following manners:

12.1. IRS Provisions. In the event of dissolution of the TBCS, the residual assets of the TBCS will be turned over to one (1) or more organizations which are tax exempt as organizations in sections 501 3(C) and 170(C) of the Internal Revenue Code of 1954 or corresponding section of any prior or future Internal Revenue Code, or the Federal, State, or local government for public purpose.

12.2. Voluntary Dissolution. The following procedures will apply to voluntary dissolution. The Board shall adopt a resolution recommending that the TBCS be dissolved and directing that the question of

such dissolution be submitted to a vote at a Meeting (the date, place and time, to be set by the Board) of the Voting Members:

12.2.1. Notice: Voting. Written notice from the Board to the Membership shall be sent thirty (30) days in advance of such Meeting. The Board's notice shall state that the purpose of such Meeting is to consider the reasons and advisability of dissolving the TBCS. At the Meeting, the resolution to dissolve the TBCS shall be adopted upon receiving in writing at least two-thirds (2/3) votes in favor of the resolution from those Voting Members present.

12.2.2. Event of No Members. If there are no Members or no Members entitled to vote, the dissolution of the TBCS shall be authorized at a Meeting of the Board upon the adoption of the resolution to dissolve by written vote of a majority of the Directors then in office or, if Trustees have been appointed, by of a majority of the Trustees.

12.2.3. Winding Up. Winding up the business of the TBCS shall be left to the Board who are to conform to appropriate provisions of the United States Internal Revenue Code and applicable Florida laws.

The foregoing Bylaws were duly adopted by the Board of Directors effective the 12th day of October, 2011.