

TAMPA BAY ASSOCIATION FOR FINANCIAL PROFESSIONALS

BYLAWS

Article I: Name and Purpose

1. The name of the association is the Tampa Bay Association for Financial Professionals (hereinafter referred to as TBAFP or the Association) or such other name as may be determined by the Executive Committee of the Association upon ratification of the membership. It is incorporated under the laws of the State of Florida as a non-profit and educationally oriented organization.
2. The purpose of the TBAFP is to provide technical and professional education in the area of treasury management and related fields through presentations by subject matter experts and to provide a vehicle for the exchange of non-proprietary information among its members. The goal of the Association is to keep membership informed of current financial practices, technological changes and legislative initiatives that affect the financial management arena. TBAFP delivers value to its members through education, collaboration and career development opportunities.

Article II: Affiliation

The Association is affiliated with the national Association for Financial Professionals upon the confirmation and affirmative vote of a majority of members of the Association present or represented by proxy. The confirmation and affiliation votes are to be conducted each year at the Association annual meeting. This confirmation and recognition of affiliation with the national Association for Financial Professionals shall be renewed each year for the upcoming fiscal year.

Article III: Membership

A. Qualifications

The membership of the Association is open to treasury management, finance, accounting and other professionals who have an active interest in the Financial industry.

1. Financial professions may include Chief Financial Officers, Vice Presidents of Finance, Treasurers, Controllers, Comptrollers, Treasury Managers, Cash Managers, Financial Consultants, Financial Analysts, Banking Professionals, etc.
2. Membership is also open to college or university educators in the field of finance and students actively pursuing a degree in finance or business related field.

New member applications will be reviewed by the Membership Committee to ensure that the applicant meets the qualifications for membership. Applicants from outside the

central and southwest Florida area must be approved by the Executive Committee or its designee(s). Upon approval, the new member will be notified by the Membership Chairperson or other representative of the Membership Committee.

B. Membership Types and Limitations

TBAFP offers membership on an individual basis or corporate basis; however each corporate member must specifically identify employed individuals as their corporation representatives.

There is no limitation on the number of corporate representatives per member entity. However, a maximum of three (3) persons from each entity shall be designated each year as “voting” members.

Membership fees are assessed annually and due on the member anniversary date. A member is considered delinquent if dues remain unpaid 30 days after due date.

At any time during a paid membership year, a corporate member may transfer its corporate representation to another individual from the same entity.

Individual members may be offered a one year waiver of their membership fees if their employment is involuntarily terminated.

C. Membership Responsibilities

1. It shall be each member’s responsibility to: Demonstrate an interest in financial management by attendance at the Association’s meetings to the greatest extent possible. Pay dues and other assessed charges in accordance with the amounts approved by the Board of Directors and levied by the Treasurer.
2. Adherence to these Bylaws
3. Participation in the Association activities, including serving on various committees, performing volunteer work for the Association, and presenting subjects of interest to the Association.
4. Notify the Membership Chairperson of any changes in representatives for corporate members.
5. Notify the Membership Chairperson in the event a member becomes unemployed or no longer has an interest in the treasury management profession.
6. Promotion of the purpose of this Association.
7. Members must adhere to Non-Solicitation Policy as outlined below:
 - a) The TBAFP maintains a non-solicitation policy covering all of its conferences, meetings, webinars and other events. In order to provide a distraction-free environment for our members and other attendees, we do not allow solicitation of any kind during any event, including asking for business and/or soliciting of services. Additionally, TBAFP members expect that participation in TBAFP events will not result in future solicitations unless the member specifically invites future contact. Accordingly, we ask that all participants at TBAFP events do not use attendee lists or similar information for solicitation

purposes without the express permission of the TBAFP Executive Board. Examples of prohibited solicitation activity include:

- Unauthorized receptions & parties (including off-site events)
- Unauthorized exhibits, mobile exhibits & hospitality suites
- Unauthorized membership recruitment activities
- Unauthorized promotion of non-TBAFP events
- Unauthorized on-site distribution of printed or electronic materials including literature, signs, flyers, invitations, tickets, forms, etc. (except business cards)

Any person and/or organization found to be violating this policy may be expelled from the event without refund of registration fees. Egregious and/or multiple violations of this policy may result in disqualification from future events at the discretion of the TBAFP Executive Board.

D. Transfers

1. If a member is no longer employed by or has changed positions within the organization that paid for the membership, that organization may provide a written request to the Board asking the Board to assign the membership to another employee of the organization. The request should request the Board to transfer the membership to another employee of the organization. If the transfer poses no unreasonable burden to the Association, the Board should approve and authorize the transfer of membership.
2. Members from other treasury/cash management associations have no rights in this Association and cannot transfer their membership to this Association. However, they may apply for membership in this Association.
3. Members who have resigned from the Association or have had their membership suspended or revoked by the Association may not transfer their membership to another individual.

E. Disputes

1. Any disputed memberships shall be resolved consistent with these Bylaws and by a majority vote of the Board.

F. Suspension or Revocation

1. Membership may be suspended or revoked at any time by a majority vote of the Board due to the failure of any member to adhere to these Bylaws. A suspension or revocation shall not result in a refund of any dues paid at the time of the suspension or revocation.

G. Resignation or Withdrawal

1. The resignation or withdrawal of a member shall not result in a refund of any dues paid at the time of such resignation or withdrawal.

Article IV: Fiscal Matters

The fiscal year of the Association is January 1 through December 31.

The President, Vice-President and Treasurer are empowered to open, maintain, and close bank accounts on behalf of the Association. The authorized signors on the Association bank accounts shall be the President, Vice-President, Treasurer and Secretary. Any two signatures of the aforementioned elected officials shall be required to disburse funds from an Association bank account.

The Governing structure of the Association shall be:

a) Executive Committee

The Association shall be governed by an Executive Committee consisting of a maximum of twelve members. The membership will consist of the four elected officers, the four standing committee chairpersons, the Community and Education Outreach Chair, the Chief Information Officer, and the immediate past President. The immediate past President shall serve a term of two fiscal years.

The Executive Committee Meetings are chaired by the President of the Association and a simple majority of the Executive Committee members shall constitute a quorum.

The Executive Committee shall generally:

- (a) Monitor the activities of the Association to ensure compliance with the mission statement and these Bylaws.
- (b) Make decisions on behalf of the membership with respect to lawful matters that it may deem expedient to promote the objective, purposes and interests of the Association.
- (c) Review membership and other Association fees annually and initiate changes as necessary.
- (d) Review, for approval, all new membership applications as presented by the Membership Committee.
- (e) Review membership rolls periodically to determine continued appropriateness of memberships, current dues status and initiation of any relative Association action required. Upon the majority vote of the Executive Committee, members in the Association can be revoked for non-payment of dues.
- (f) Determine the time, location, duration and content of scheduled Association meetings upon recommendation of the Program and Speaker Committees.
- (g) Ratify all decisions, actions, and functions as proposed by or taken by the Association's standing committees, Government Relation Liaison and/or Chief Information Officer.

- (h) At its discretion, commit the organization to payment of registration and travel costs for one Board member to attend the AFP national and/or Regional Officers' Meeting.
- (i) Conduct its meetings on a monthly basis or more frequently as determined by the President.
- (j) Govern all fiscal matters related to the Association.

b) ADVISORY BOARD

The Advisory Board is represented by all prior Association presidents and is convened on important matters having a long term impact on the overall direction of the Association or with respect to monetary decisions which have serious implications. Therefore, the Advisory Board does not regularly hold meetings but instead, meetings are schedule by the President of the Association on an "as needed" basis.

c) DUES

- (a) The amount of the dues and the date payable will be set by the Board. The Dues payable may include penalties for late payment and/or discount or other incentives to encourage timely payment. The Board must determine the dues payable and the dues payment due date in time for the annual membership drive.
- (b) Dues must be paid to be classified as a member and cannot be waived without Board approval. Renewing members from the prior fiscal year are not members until their dues are paid for the current fiscal year.
- (c) Incentives, including discounts and/or late charge penalties, may be applied at the direction of the Board.
- (d) Dues are applicable to membership for one (1) 12 month cycle. Any and all carryover must be approved by the TBAFP Board.

Article V: Association Meetings

The Association shall have a minimum of four scheduled educational meetings per year. The time, location, duration and content of these meetings shall be determined by the Executive Committee upon recommendation of the Program and Speaker Committees.

An annual business meeting shall be held, in conjunction with a scheduled educational meeting, during the third or fourth quarter of each fiscal year. At least 30 days prior to this meeting, the Secretary will provide each registered voting member with a Notice of Meeting, a proxy, and an agenda that will include, but is not limited to, the following:

1. A Fiscal report to be presented by the Treasurer,
2. A "Summary Review" report to be presented by the President,
3. Proposed amendments to the Bylaws, if any,
4. A slate of candidates for election, if an election year, and/or

5. Proposed resolutions, if any.

Special meetings may be called by the President or Executive Committee which will require the same due notice to the memberships as the annual meeting.

Guests are welcome but must be approved in advance by any member. Sponsored guests may not attend more than one meeting per year without incurring membership expenses as defined by the Executive Committee.

Article VI: Voting and Elections

At any annual meeting or special meeting for which an appropriate Notice of Meeting has been mailed to registered voting members, the affirmative vote of a majority of those present or represented by proxy is required to elect officers. In instances where there is no opponent or no volunteer on the ballot for a specific position, the President will be allowed to appoint someone to the position. In the case of mid-term vacancies, the President will be allowed to appoint a replacement.

Members who have been suspended will have no vote.

Article VII: Officers and Committee Chairpersons

A. Elected Officers

All officers of the Association shall be elected for a term of two years concurrent with the Association's fiscal year.

At least 50% of the elected executive positions must be held by corporate practitioners, when possible.

No officer shall hold the same position for more than two consecutive terms. However when unopposed, term can be extended, subject to Executive Board approval.

In the event an office (other than the Presidency) becomes vacant, the President shall nominate a replacement for the vacated office to be presented for ratification at the next regular meeting of the Association. In the event the office of the President becomes vacant, the Vice President will assume the responsibility of the President.

At the discretion of the President, individuals appointed to an Executive Board position mid term will either finish the existing term of the party they are replacing or start a new term. This decision will be based on the need for staggering Executive Board terms.

If a given business entity has more than one membership in the Association only one of the members shall be entitled to hold elective office at a time.

In order to establish succession planning within the Association, it would be appropriate but not mandatory, for the elected officers to move within the organization after being duly elected as follows:

- a) From appointed Committee Chairperson position to the elected Secretary
- b) From the elected Secretary to the elected Treasurer

- c) From the elected Treasurer to the elected Vice President
- d) From the elected Vice President to the elected President
- e) From the elected President to the Past President position

The elected officers of the Association and their responsibilities are:

A. PRESIDENT

The President of the Association shall:

- Preside at all the meetings of the Association and the Executive Committee.
- Have general charge of the business and affairs of the Association subject to the control of the Executive Committee.
- Appoint a Chief Information Officer, who will serve a minimum one year term.
- Appoint the Chairperson of each standing committee to serve a minimum one year term. The standing committees are as follows:
 - 1) Program Committee
 - 2) Membership Committee
 - 3) Speaker Committee
 - 4) Social Media Committee
- Appoint replacements for elected officers, Chief Information Officer, Community Education and Outreach Chairpersons that resign.
- Serve as an ex-officio member of the Membership Committee during its deliberations to prepare a slate of candidates for an upcoming officer election.
- Should have at least 2 years prior board experience with the TBAFP within the last 5 years. Exceptions to this requirement can be approved by the board as appropriate/necessary.

B. VICE PRESIDENT

The Vice President of the Association shall:

- Assist the President in his or her duties
- In the absence of the President, function in his or her capacity, and
- Undertake, as required, special projects at the request of the President
- Should have at least 2 years prior board experience with the TBAFP within the last 5 years. Exceptions to this requirement can be approved by the board as appropriate/necessary.

C. SECRETARY

The Secretary of the Association shall:

- Keep the minutes of the Associations Advisory Board, Executive Committee and general meetings

- Keep a register and attendance record of members, and
- Perform all other duties relative to the office of Secretary

D. TREASURER

The Treasurer of the Association shall:

- Monitor website billing and collection of dues, as determined by the Executive Committee, to include meal assessments
- Disburse all monies of the Association
- Maintain a record of cash receipts and disbursements
- Prepare a monthly financial report for presentation to the Executive Committee
- Submit an annual report at the end of the fiscal year, and
- Perform all other duties relative to the office of the Treasurer
- Oversee the Chief Information Officer (Webmaster).

B. Chairpersons and Other Non-elected Officials

A. PROGRAM COMMITTEE CHAIRPERSON

The Program Committee Chairperson of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Appoint two but not more than four members to the Program Committee
- Be responsible for developing programs, with the Speaker Committee Chairperson, to include subject matter, presentation schedules, identifying speakers, making presentation arrangements and addressing audiovisual needs
- Prepare and distribute all notices of Association meetings, sponsored functions, and any other membership correspondence, as required
- Obtain Executive Committee ratification on all decisions, actions, and functions as proposed by or taken by the Program Committee, which shall include speaker related fee, travel expenses, gifts, etc.
- Obtain the meeting site locations and ensure that the appropriate agreements/contracts are completed by the President
- Coordinate the food/drinks for the meetings
- Be responsible, in conjunction with the Membership Chairperson and Community Education and Outreach Chairpersons, for engaging and structuring networking events throughout the year as agreed upon by the TBAFP board.
- Perform all other duties relative to the position of the Program Committee Chairperson.

B. MEMBERSHIP COMMITTEE CHAIRPERSON

The Membership Chairperson of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Appoint a Membership Committee of two but not more than four members, committee members should be from target areas of the association, if possible.
- Solicit new members by means of direct mail, email, telephone contact, and/or referral
- Review opportunities for advertising for new members
- Work with the Social Media Committee to promote membership in the Association
- Be responsible for administering and enforcing the outline rules of membership, presenting all membership applications to the Executive Committee for discussion and approval, and introducing newly accepted members to the Association membership
- Obtain Executive Committee ratification on all decisions, actions, and functions as proposed by or taken by the Membership Committee
- Convene the Membership Committee to work with the Secretary of the Association to prepare and present a slate of officer candidates for election by the membership during the annual meeting.
- Maintain records of dues and other notices to members
 - a) Preparing and distributing election ballots, collecting and tabulating all election ballots and votes and
 - b) Announcing the results of each election
- Be responsible, in conjunction with the Program Chairperson and Community Education and Outreach Chairperson, for engaging and structuring networking events throughout the year as agreed upon by the TBAFP board.
- Perform all other duties relative to the position.

C. SOCIAL MEDIA CHAIRPERSON

The Social Media Chairperson of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Appoint a Social Media Committee of two but not more than four members
- Serve as the publishing editor for the Association's updates on social websites to include LinkedIn, Twitter, and other designated and approved sites.
- Prepare and submit meeting announcements on a timely basis to all area publications

- Obtain Executive Committee ratification on all decisions, actions, and functions, as proposed by or taken by the Social Media Committee
- Perform all other duties relative to the position

D. SPEAKER CHAIRPERSON

The Speaker Chairperson of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Appoint a Speaker Committee of two but not more than four members
- Be responsible, with the Program Committee Chairperson, for developing programs to include subject matter, presentation schedules, identifying speakers, making presentation arrangements, and introducing speakers to the Association membership.
- Obtain approval of the Executive Board for any expenses related to speakers
- Work directly with speakers to ensure that all speaker requirements are made prior to the presentation
- Obtain Executive Committee ratification on all decisions, actions, and functions, as proposed by or taken by the Speaker Committee
- Coordinate the Speaker Dinner associated with the Annual Forum
- Perform all other duties relative to the position.

E. COMMUNITY AND EDUCATION OUTREACH CHAIRPERSON

The Community and Education Outreach Chairperson of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Serve as the information conduit between the Association and the National Association for Financial Professionals (AFP). Obtain and maintain mailing lists from National AFP.
- Be responsible for social outreach with other Regional AFP Chapters
- Be responsible for interfacing and building relationships with local colleges
- Be responsible, in conjunction with the Program Chairperson and Membership Chairperson, for engaging and structuring networking events throughout the year as agreed upon by the TBAFP board.
- Obtain Executive Committee ratification on all decisions, actions and functions proposed or taken
- Perform all other duties relative to the position

E. CHIEF INFORMATION OFFICER

The Chief Information Officer of the Association, as appointed by the President, shall:

- Be responsible to and serve on the Executive Committee of the Association
- Serve as the Association's information resource with regard to current technological advances and their potential application to the Association and its members
- Be responsible for maintaining/coordinating the Association's website with the website provider to provide accurate and up-to-date information on the Association and its activities. Ensuring all links and postings are updated in a timely manner and remain current
- Obtain Executive Committee ratification on all decisions, actions and functions proposed or taken
- Perform all other duties relative to the position

Article VIII: Amendments to Bylaws

- A. Amendments to these Bylaws may be proposed by any one of the following procedures:
 1. By resolution adopted by a majority of the Executive Committee, or
 2. By written submission signed by two-thirds of the registered voting members in good standing as of the date of submission.
- B. All proposed amendments to these Bylaws must be received at least 30 days before the annual meeting by the Secretary of the Association.
- C. All proposed amendments to these Bylaws will be included in the Notice of Meeting and will be voted on at the annual meeting.
- D. All proposed amendments to the Bylaws shall require the consent of two-thirds of the registered voting members present, either physically or by valid proxy, at such meeting for adoption.

Article IX: Indemnification

The TBAFP shall indemnify each present or former Director, Officer, and Appointee (and their executor, administrator and heirs), against expenses (including attorney's fees) actually and necessarily incurred by him/her in connection with the defense of any litigation to which the individual may have been a party because he/she is or was a Director, Officer or Appointee of the TBAFP. The individual shall have no right to reimbursement, however, in relation to matters as to which he/she has been adjudged liable to TBAFP for negligence or misconduct in the performance of his/her duties, or was derelict in the performance of his/her duty as Director, Officer or Appointee by reason of willful misconduct, bad faith, gross negligence or reckless disregard of the duties of his/her office or appointment. The right to indemnify for expenses shall also apply to the expense of suits, which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to that which such Director, Officer or Appointee may be entitled.

Article X: Dissolution

On dissolution of the Association, any funds remaining after the payment of all obligations shall be distributed equitably amongst current registered members in good standing or donated to a prescribed educational entity as decided by all remaining members in good standing.

Article XI: Record Retention

All records of TBAFP must be kept a minimum of five (5) years. Such records include governmental filings, accounting, membership and attendance.

Article XII: Rules of Order

The rules contained in the most current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Association.