TBBCA BYLAWS

Tampa Bay Buccaneers Cheerleaders Alumni Inc.

APRIL 15, 2026

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AMENDED APRIL 15, 2026

ARTICLE ONE
NAME AND LOCATION

1.1. The name of this organization, which is organized under the State of Florida, shall be the ***TAMPA BAY BUCCANEERS CHEERLEADERS ALUMNI INC*** **(TBBCA).**

1.2. The principal office of the Corporation shall be situated in the State of Florida at such a specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE TWO
PURPOSE

2.1**. General Purpose**. The Corporation is organized and operated for the following general purposes:

(a) Exclusively as a Social Club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Revenue law.

(b) To exercise such rights, powers, duties, and authority of a Nonstock Corporation Act of the State of Florida which are consistent with the preceding paragraph.

2.2. **Specific Purposes**. The specific purposes of the Corporation include, without limitations, the following:

(a) To maintain the camaraderie of all former and current Tampa Bay Buccaneers Cheerleaders and NFL Cheerleaders Alumni worldwide.
(b) To support local and national charitable organizations.

ARTICLE THREE
MEMBERSHIP

3.1. **Qualifications for Membership**. The members of the Corporation shall consist of such persons as: 1) apply for membership on a form approved by the Board; 2) subscribe to the purposes and goals of the organization; 3) are in good standing with the current team and the NFCAO; 4) agree to abide by the Corporation bylaws and Code of Conduct as amended from time to time; 5) are members of an official NFCAO Chapter. TAMPA BAY BUCCANEERS CHEERLEADERS INC is the only official chapter for Tampa of the National Football Cheerleaders Alumni Organization. (NFCAO)
3.2. **Classes of Members**. The membership of the Corporation shall be divided into two classes: Regular Chapter Members and Associate Chapter Members.

(a**) Regular Members**. Former NFL cheerleaders from the Tampa Bay Buccaneers.

(b**) Associate Members**. Associate members include all members of the Corporation who are not chapter members but worked for a team as a full-time paid staff member in support of Tampa Bay Buccaneers Cheerleaders, i.e., Directors and/or Choreographers that were not cheerleaders. Former directors that were never an NFL cheerleader may serve as Secretary or Treasurer of the Corporation if they have at least four years of service as a Tampa Bay Buccaneers Cheerleaders Director/Choreographer.

3.3. **Voting Rights**. Each chapter/associate member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands, or by written ballot. Voting members shall have no right to cumulate their votes.

3.4**. Membership Dues**. The cost of dues shall be determined by the TBBCA Officers and/or Board based on estimated operating and administrative expenses of the Corporation. Payment is due September 1st of that current year. All members shall pay annual membership dues to the Corporation or to his/her Chapter in such amounts and in such manner as the Board of Directors and Chapter Presidents determines from time to time, unless otherwise specified by the Board. Each year the Board of Directors shall specify a date, and give all members prior notice thereof, when membership dues are due, and permit members to pay their dues at any time throughout the year. Membership is based on the fiscal year, Sept 1st – August 31st.

3.5**. Meetings**. The Board of Directors shall conduct Board meetings in person and/or via teleconference as deemed necessary by the Executive Director of the Board, the President of TBBDA, or a presiding officer of the Corporation. The Executive Board consists of the officers of TBBCA as President, Vice President, Secretary, and Treasurer, and when present at any of their meetings shall constitute a quorum. If there is no quorum, the presiding officer may adjourn the meeting until a quorum is present. The Board of Directors and The Executive Board are separate but may combine meetings at their discretion.

1 *A member is required to have been in good standing during his or her tenure with the team upon departure. If you were officially dismissed from a team or an NFCAO chapter for a policy or Code of Conduct violation, you do not qualify for membership unless otherwise approved by a two-third vote by the TBBCA Board of Directors.*

Special meetings of any purpose or purposes may be called by the President or by a majority of the Board.

3.6. **Notice of Meetings of Members**. In the event the Board of Directors determines a chapter meeting should be held, notice of such meeting must be given to each chapter President/Director entitled to vote either personally or by prepaid mail, or by electronic means, addressed to each member at the address appearing on the books of the Corporation. Such notices should be sent not less than three (3) and not more than thirty (30) days before each meeting, and should specify the place, day, and hour of the meeting, and shall state the general nature of the business to be considered in such a meeting. The notice of the meeting shall designate it as such.

3.7**. Termination of Membership**. The membership for each member of the Corporation will terminate upon the member's death, resignation, expulsion, as next described. Members who are terminated because of expulsion may not renew their membership in the Corporation or chapter without obtaining the affirmative vote of at least two-thirds of all the Directors.

3.8**. Suspension and Expulsion**. Any member may be suspended or expelled from membership upon affirmative vote by at least two-thirds (⅔) of all Directors if, at the discretion of the Board as indicated by such a vote, such suspension or expulsion would be in the best interest of the Corporation. Nothing in these Bylaws should be construed as granting to any member continued membership or expectation of membership in this Corporation. Cause shall include, without limitation, a violation of the TBBCA "Code of Conduct." Disciplinary action for violation of the Code of Conduct may include any or all of the following: (i) a verbal or written reprimand; (ii) suspension from the TBBCA; (iii) removal from the TBBCA; or (iv) any combination of the foregoing.

ARTICLE FOUR
DIRECTORS

4.1. **Powers.** Subject to any limitations to the articles of incorporation, the Florida Nonstock Corporation Act or these bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

(a) To appoint and remove all officers of the Corporation subject to such limitations that may appear in the bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the articles of incorporation, or the Bylaws.

(b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefore consistent with law, with the articles of incorporation, or the Bylaws, as they may deem best.

(c) To manage in such a manner as they may deem best, funds received and acquired by the Corporation.

4.2**. Number of Directors**. The number of Directors constituting the entire Board shall be a minimum of five (5) and a maximum of seven (7) as fixed by resolution of the Board. Subject to the foregoing, the number of Directors may be determined from time to time by the action of the Board of Directors, provided that any action by the Board of Directors to affect such increase above the maximum or decrease below the minimum shall require the vote of at least two-thirds (⅔) of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office.

4.3**. Term of Office**. All Directors shall hold office until a successor has been duly elected by the Board or until the Director's prior resignation or removal has hereinafter provided.

4.4**. Removal, Resignation**. Any Director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any Director may be removed with or without cause by a two-thirds (⅔) vote by all the other Directors then in office.

4.5**. Filling of Vacancies.** Any vacancy occurring on the Board of Directors may be filled on the vote of the majority of the remaining Directors. If less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent (100%) of the remaining Directors shall be required to fill any vacancy.

4.6**. Ex Officio Board Advisors**. All current officers of the Corporation and the immediate past President of the Corporation, to the extent such persons are not elected directors, shall be *ex officio* advisers to the Board of Directors. *Ex officio* advisers may be invited by the Board of Directors (at the sole discretion of the board) to attend and participate in meetings of the Board of Directors, but not to vote in their *ex officio* capacity. However, the immediate past President may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. The immediate past President shall be *ex officio* advisor for a term of one-year with one-year extension(s) upon approval of the Board of Directors. The President Emeritus shall be and advisor for the Board of Directors, without a term limit and is entitled to attend and participate in the Board of Directors meetings but not to vote in their President Emeritus capacity.

4.7**. Committees**. A Committee of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things that committee is prohibited from doing under the Florida Nonprofit Corporation Act.

ARTICLE FIVE
OFFICERS

5.1. **Responsibility**. All officers are subordinate and responsible to the Board of Directors. All officers will serve a MAXIMUM term of THREE YEARS. That term may be extended or reduced at the request of and majority vote of the Board of Directors.
5.2. **Number and Selection**. The Board of Directors shall appoint a President, Vice President, a Secretary, and a Treasurer and such other officers as they determine. Vacancies in office shall be filled by election by the Board of Directors at any time to serve unexpired terms.
5.3. **Resignation and Removal**. Vacancies in any office shall be filled from nominations made by the Board of Directors and appointed by the President.
5.4**. President**. The President shall be the Chief Officer of the Corporation and shall preside at meetings. The administration and management of the Corporation shall be vested in the President, and

she/he shall direct the activities of the Corporation. She/he shall be a member ex *officio* of all committees. She/he shall communicate to the Corporation about such matters and make such suggestions as may, in her/his judgment, tend to promote welfare and increase the usefulness of the Corporation. The President shall: (1) review, in advance, all events that will involve participation by the Corporation; and (2) review all printed materials prior to publication; 3) The President shall perform other such duties as may be defined by the Corporation.

5.5**. Vice President**. The Vice President shall perform all duties of the President in the absence of the President. The Vice President shall be a member ex *officio* of all committees.

5.6 **Treasurer**. The Treasurer shall keep an account of all funds received and expended for the use of the Corporation. She/he shall make disbursements authorized by the President or the Board. All sums received shall be deposited by her/him no later than seven (7) working days after receipt in the financial institution(s) approved by the Board, and she/he shall make a full report when called upon by the President. Funds may be drawn only on the signatures of the Treasurer and the President. The Treasurer shall prepare an annual report on the transactions and conditions of the Corporation. The duties of the Treasurer, upon approval by the Board, may be delegated to an assistant treasurer.

5.7. **Secretary**. The Secretary shall: give notice of and attend all meetings of the Corporation and make provisions for keeping records of proceedings; prepare all meeting agendas; conduct correspondence and carry into execution, all orders, votes, and resolutions; keep a list of the members of the Association; establish mechanisms for the collection of dues and their payment to the Treasurer; and carry out other related administrative functions as appropriate.

ARTICLE SIX
PROHIBITED ACTIVITIES

6.1. Actions Jeopardizing Tax Status. This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(7) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States internal revenue law.

6.2. **Private Inurement**. No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically, Corporation revenue generated from non-members shall not be used for the personal advantage of the members (such as in reduced dues, improved facilities, and the like). However, the Corporation is authorized to pay reasonable compensation to members for services rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.3. **Non-Discrimination**. In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin, or gender.

6.4. **Conflict of Interest**. A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") can promote a competing interest instead. Fiduciaries include all Corporation members, Directors or Officers and Members of any Corporation Committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interest of the Corporation and work to the detriment of the Corporation.

6.5**. Typical Conflict Situations**. Conflicts of interest are likely to arise whenever a fiduciary has a personal interest in a vendor of goods or services to the Corporation.

6.6. **Discharging Conflicts of Interest**. All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflict in interest must not participate in judging the merits of that interest. That is, such individuals must abstain from voting on or recommending a course of action with respect to the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.7 **Preventing Conflict Situations**. The Corporation, through the Board of Directors, shall encourage all Fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

6.8. Litigation. The Corporation shall not be a voluntary party in any litigation without the prior written approval of the Board of Directors.

ARTICLE SEVEN
OTHER FINANCIAL MATTERS

7.1. **Property of the Corporation**. The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

7.2. **Disposition Upon Dissolution**. Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

7.3. **Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it pecuniary liability for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal of the Corporation thereto.

7.4**. Financial Accounts**. The Corporation may establish one or more checking accounts, savings accounts
or investment accounts with appropriate financial entities or institutions as determined at the discretion of
the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts, or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

7.5. **Financial Statements and Reports**. An independent auditor appointed or approved by the Board shall prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The auditors' charges and expenses shall be proper expenses of administration.

7.6**. Limitations on Debt**. No debt shall be incurred by the Corporation beyond the accounts payable incurred by it because of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.7. **Liability of Officers and Directors**. No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual member shall be liable for the acts, neglects or defaults of a member, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.8**. Liability of Members**. No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors should look only at the Corporation's assets for payment.

7.9. **Property Interests Upon Termination of Membership**. Members have no interest in the property, assets, or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all rights, title, and interest of any member, but should not affect any indebtedness of the Corporation to such member.

7.10**. Fiscal Year**. The fiscal year of the Corporation shall be from September 1 to August 31.

ARTICLE EIGHT
COMMITTEES

8.1. **Committee Powers**. Committees of the Corporation shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Florida Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

8.2. **Limitations**. Except in cases where these bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved for the Board of Directors and officers of the Corporation. The committee shall attempt to select individuals from a cross-section of the decades whose service will be a valuable contribution to the Corporation.

(a**) Membership Committee**. The Membership Committee shall carry out a membership solicitation drive each year. This committee shall also recommend to the directors the types and amounts of dues for memberships in the Corporation.

(b**) Publicity Committee**. The Publicity Committee shall be responsible for the distribution of news of the Corporation and its activities to the public. The publicity committee shall not distribute any news or press releases without consent of the President.

(c**) Activities Committee**. The Activities Committee shall organize various activities and events, not necessarily limited to fundraising events, and coordinate efforts with, and assist, the Publicity Committee.

8.3**. Special Committees**. The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have duties and responsibilities as the Board shall designate from time to time.

ARTICLE NINE
<u>INDEMNIFICATION</u>

9.1**. <u>Right to Indemnification</u>**. Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

9.2. **<u>Non-Exclusivity of Rights</u>**. The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of disinterested directors, or otherwise.

9.3. **<u>Changes in Florida Law</u>**. If there is any change of the Florida statutory provisions applicable to the Corporation relating to the subject matter of this article, then the indemnification to which any person shall be entitled under this article shall be determined by the change provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next section, The Board of Directors is authorized to amend these bylaws to conform to any such change in statutory provisions.

9.4. **Amendment or Repeal of Article**. No amendment or repeal of this article shall apply to or have any effect on any director, or officer of the Corporation for or with respect to any acts or omissions of the director or officer, occurring before the amendment or repeal.

9.5. **Impact of Tax-Exempt Status**. The rights to indemnification set forth in this article are expressly conditioned upon such rights not violating the Corporation status as a tax-exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE TEN
AMENDMENTS TO BYLAWS

10.1**. Adoption**. Except as otherwise provided herein with respect to greater voting requirements, (or provisions which are not subject to amendment,) if any, these bylaws may be adopted, amended, restated, or repealed by a majority of the Board of Directors.

10.2**. Inspection of Bylaws**. The original, or a copy of these bylaws, as amended, or otherwise altered today, shall always be kept at the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers, and directors at all times.