



**BYLAWS
TRANSPORTED ASSET PROTECTION ASSOCIATION
(TAPA – The Americas)
A Florida Non-Profit Mutual Benefit Association**

Last amended: April 20, 2026

**ARTICLE I
Association Name and Objectives**

The name of this association is the TRANSPORTED ASSET PROTECTION ASSOCIATION (TAPA – The Americas), hereinafter referred to as “TAPA.” The association has previously been known as the TECHNOLOGY ASSET PROTECTION ASSOCIATION.

The mission of this organization is to establish, publish, maintain, benchmark, and measure the best standards for the security and care of high-risk, high-value goods within the global supply chain. The mission includes collaborating with industry knowledge leaders to exchange best practices and develop educational programming.

**ARTICLE II
Members**

Section 1. Classes of Membership, Eligibility, and Voting Rights:

TAPA shall have two (2) classes of voting members, including (a) Corporate Voting Member, and (b) Individual Voting Member, and three (3) classes of non-voting members, including (a) Associate Member, (b) Security Service Provider (SSP) Member, and (3) Consultant Member. Both classes of voting members shall have the right to vote in all matters where the Association provides members with a right to vote, and all classes of non-voting members shall not have the right to vote under any circumstances.

Membership in the Association is contingent on meeting membership eligibility requirements for the applicable class of membership and the member’s timely payment of annual membership dues. Eligibility may be verified, at a minimum, through employment confirmation, available due diligence resources, and industry platforms that validate background information, and/or industry compliance.

A. Voting Member Classes

- 1) Corporate Voting Membership is available to any formally organized corporate entity involved in the manufacturing, transportation, storage, warehousing, or insuring of high-risk

goods. It will be referred to as ‘Corporate Members’ of TAPA. Corporate membership allows a company to appoint up to four (4) of its employees to participate as members of TAPA on its behalf in all member activities and to receive all TAPA member benefits. Additional employee slots may be purchased at an additional cost on a Corporate Membership that has exceeded its 4-person allotment. Each Corporate Member may only cast one vote on its behalf. The voting member shall be the Key Contact listed on the account.

- 2) Individual Voting Membership is available to individual persons who are not included as employees of any current Corporate Member and are involved in the manufacturing, transportation, storage, warehousing, or insuring of high-risk goods, and will be referred to as “Individual Voting Members” of TAPA. Each Individual Voting Member may cast one vote.

B. Non-Voting Classes of Membership

1) Associate

Associate membership is available to (a) a full-time college-level student who conducts research in the fields of study consistent with the mission of TAPA, (b) active duty full-time law enforcement personnel, (c) auditors who are employed by TAPA-approved audit providers, or (d) subject matter expert advisors the Board of Directors may recognize or require. Each application will be considered individually on its merits and contributions to the organization's goals.

2) Security Service Provider (SSP)

SSP members shall represent companies that provide security services or products used by Voting Members, such as locks, seals, alarms, guard services, security technology, intelligence and risk management services, or other services or products deemed to meet the criteria for SSP membership by the Board of Directors. SSP members are not permitted to solicit other TAPA members. SSP members do not have voting rights.

3) Consultant Membership

TAPA Americas accepts a limited number of companies that provide consultant services specializing in supply chain security, with this specialty as their core business objective. Consultant members are solo or firm-based practitioners. Consultant members do not have voting rights.

Note: Consultants offering security products, installations, or software solutions will be considered SSPs and moved to this membership category and the corresponding dues.

Section 2. Dues:

All members, except Associate Members, shall be required to pay annual dues. The Board shall establish annual membership dues for each class of membership and publish the dues schedule on its website. The Board may increase or decrease membership dues by a vote of the Board and shall notify membership of changes to dues for the next fiscal year no later than June 30th of the current year.

Section 3. Regular Meetings:

Regular meetings of the members shall be held during each regular “T” (TAPA) meeting, which will occur at least once per year.

Section 4. Special Meetings:

Special meetings of the Members, for any purpose, unless otherwise prescribed by statute, may be called by the Chair or by the Board of Directors, and shall also be called by the Chair at the request of not less than 25% of the Voting Members.

Section 5. Place of Meeting:

The Board of Directors may designate any place as the place of meeting for any regular membership meeting or for any special membership meeting called by the Board of Directors.

Section 6. Notice of Meeting:

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than thirty days nor more than one-year before the date of the meeting, either electronically, personally, or by mail, by or at the direction of the Chair, or the Secretary, or the Officer or persons calling the meeting, to each Voting Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail, addressed to the Voting Member at their address as it appears on the association's official membership list, with postage thereon prepaid. If delivered electronically, such notice shall be deemed delivered when posted to the official website or sent by email.

Section 7. Quorum:

In those regular or special meetings that involve a vote of the membership, a quorum shall be 50% of the Voting Members of the association attending the meeting, represented in person or by proxy, or who have already submitted their ballots through the process determined for advance voting.

Section 8. Proxies:

At all meetings of members where a vote of the membership will be conducted, a Voting Member may vote by written proxy held by a designated representative. Such proxy shall be filed with the Secretary of the association before or at the time of the meeting.

Section 9. Termination of Membership:

A membership shall terminate, without recourse, for the following reasons:

- A.** Resignation of the member upon notice to the association.
- B.** Failure to pay required dues, fees, or assessments set by the Board of Directors when such dues, fees, or assessments are due, or after any reasonable grace period set by the Board of Directors.
- C.** Failure of the member to continue to meet qualifications for membership such as may occur during a change of employment status. Members who change employment status, but effectively remain qualified for membership, are required to submit a new application for membership within 60-days of their change of status. Members who become unemployed may remain as members for 60 days, after which their membership will be suspended until such time as their employment status re-qualifies them for membership. Special exceptions, such as for emeritus members, may be granted by the Board of Directors.

D. Any Member may be suspended or disqualified if the Board of Directors finds, after a good faith review, that an unethical or criminal act has been committed by the member that would bring discredit to the association and/or membership.

E. Death of the member.

Section 10. Transfer of Membership:

If a member listed in a Corporate Membership is unable, for any reason, to continue membership in TAPA, their membership in the association may be transferred to another person who meets the qualifications for membership and is an employee of the same company as the original Member. Individual Memberships are non-transferable.

ARTICLE III
Board of Directors

Section 1. General Powers:

The business and affairs of the association shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications:

A minimum of five Directors, with a maximum of thirteen Directors, shall be elected by the Membership at large. Changes to the number of Directors may be made by the Membership at large, based on conditions and the needs of the association. A vote by the Membership will fill Additional Director Positions at either an in-person meeting or electronically at the end of the year, or at a special meeting called for the purpose of electing the new Director(s). Directors must be Voting Members of the association.

Section 3. Board Representation:

Companies shall not be permitted to have more than one employee serve as a Director at the same time. Should a Director experience a membership or an employment change while serving on the Board that impacts the Director's eligibility to serve (because, for example, their TAPA membership was obtained by virtue of being a designated employee of a Corporate Member), the Director will be provided a grace period of sixty (60) calendar days to restore their eligibility to serve through another entity that is a member of TAPA or by becoming an Individual Voting Member of TAPA.

Section 4. Election and Term of Office:

The Directors will be elected by the Voting Members at the end of the fiscal year and shall serve for a two-year term. Each Director shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. The new Directors will assume office no later than January first of the coming year.

Section 5. Eligibility and Nominations:

To be eligible for nomination for a board position, and to continue to serve as a Director once elected by the membership, a member must fulfill the following requirements:

- 1) Be a voting member in good standing for at least one year.
- 2) Regularly attend all Board meetings (if elected).
- 3) Have been an active member of a committee for at least one year.
- 4) Have actively participated in TAPA activities and completed TAPA volunteer projects, including any committee assignments; and

- 5) If elected, have a Board meeting attendance record that includes no more than four (4) unexcused Board meeting absences.

A Nominating Committee may make nominations for election to the Board of Directors. Nominations may also be submitted by individual members. If a Nominating Committee is formed, it shall consist of at least a Chairperson, who shall be a member of the Board of Directors, and two or more Voting Members. The Nominating Committee shall be appointed by the Board of Directors at least sixty (60) days before the election and shall serve until the close of the election.

Section 6. Removal of Directors:

Any Officer or Director may be removed by the Board of Directors whenever, in its judgment, the person has accrued more than four (4) unexcused Board meeting absences, or the person no longer meets the eligibility requirements of the position as set forth in the Bylaws. Removal must be by a super-majority vote, 2/3, of the Board of Directors (66%). All Directors must have at least fourteen (14) calendar days' notice of the proposed removal. The Director or Officer whose removal is at issue has an opportunity to address the Board. The Board specifies that the meeting will be in-person, via video conference, or by telephone.

An Officer or Director may be removed from the Board, with or without cause, by a majority vote of the Membership. In the event of death, incapacity, resignation, or removal of a Director, a successor shall be selected by the remaining Directors and shall serve for the unexpired term of the predecessor. A Director may also be removed should they no longer meet the eligibility requirements for the position as set forth in the Bylaws.

The Board may remove any committee lead or Board advisor appointed by the Board from their position if the Board determines, in its sole discretion, that it is in the best interests of the Association to remove the person from that position.

Section 7. Regular Board Meetings:

The Board of Directors shall meet regularly, not less than monthly. Directors shall regularly attend and contribute to board meetings and actively participate in TAPA activities and complete TAPA volunteer projects, including any committee assignments. Directors who accrue more than four (4) unexcused Board meeting absences are subject to removal from the Board in accordance with the provisions of Article III Section 6 of the Bylaws.

Section 8. Special Meetings:

Special meetings of the Board of Directors may be called by or at the request of the Chair or any two Directors and shall be held at such other place as the Directors may determine. Notice of the special meeting must be scheduled at least 48 hours prior to the date.

Section 9. Notice:

Any Board Member unable to attend an official board meeting or special meeting must provide notification to the Chair or any two Directors at least 48-hours prior to the meeting to be considered an "excused absence." If shorter or no notice is given, the absence is considered an "unexcused absence."

Section 10. Quorum:

A majority of the number of Directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 11. Board Decisions:

The decision of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Any board member, company, and related reporting lines and or relationships should be reviewed on an individual basis for any conflicts of interest that may impede and or create bias in decisions made by the board and or any decisions that can be influenced.

Section 12. Compensation:

No Director shall receive compensation for any service he/she may render to the association in his/her capacity as a Director. However, any Director may be reimbursed for his/her actual, reasonable expenses incurred in the performance of his/her duties as a Director in accordance with written policies established by the Association.

Section 13. Presumption of Assent:

A Director of the association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 14 Board Committees:

The Board, by resolution adopted by a simple majority (at least 50% plus one) of the Directors then in office, may designate and appoint one or more committees, each of which consists of at least one (1) Director, which committees, to the extent provided in said resolution or in these Bylaws, has and may exercise the authority of the Board in the management of the Association. Committees created by the Board may also include Association members who are not Directors, however, committees that include members who are not Directors shall not be permitted to exercise the authority of the Board in the management of the Association.

Section 15. Emeritus Directors

There shall be a category of Director known as a "Director Emeritus," nominated and elected by a simple majority of the Board of Directors. Directors Emeritus are non-voting members of the Board. Directors Emeritus shall be selected from those Directors who have served on the Board of Directors with distinction and excellence in the judgment of the Board as a whole at the time the nomination is considered. Directors Emeritus shall serve up to two consecutive three (3) year terms for as long as they remain active in the work of TAPA AMERICAS and may end their term at any time. For the benefit of clarity, a Director Emeritus shall serve for a maximum of six (6) consecutive years in that role.

A Director Emeritus shall be entitled to receive all written notices and information provided to the current Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve and is encouraged to attend all other events conducted by TAPA AMERICAS. A Director Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any Board meeting.

Eligibility: To be considered for designation as a Director Emeritus, a person must be a former member of the TAPA AMERICAS Board of Directors who meets the following criteria, as determined by a simple majority vote of the current Board:

1. A current TAPA member in good standing. (Cannot be employed by or own a Security Service Provider.)
2. Has served the TAPA AMERICAS Board of Directors with distinction
2. Held an important leadership role and made significant contributions to TAPA AMERICAS
3. Engaged in major volunteer or advocacy activities during their service on the Board
4. Completed the term(s) for which they were appointed
5. Continues to actively participate in one or more TAPA AMERICAS activities (e.g., TAPA events, TAPA committee projects, TAPA standards development, fund-raising, government relations)

Annually, with the recommendation of the board nominating committee, the Executive Committee of the board will consider potential candidates and may nominate one (1) or more individuals for a Director Emeritus position. The Executive Committee will present the nomination(s) along with supporting statements to the TAPA AMERICAS Board of Directors for its consideration. A simple majority vote of the members of the Board present at a meeting at which a quorum is present is sufficient to approve an appointment as a Director Emeritus. The Board of Directors will review each Emeritus Director annually to determine if their current employment status creates a conflict of interest or unfair advantage. If so, the Board may vote to remove the Director.

ARTICLE IV

Officers and Committee Leads

Section 1. Officer Positions:

The Officers of the association shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer, all of whom must be members of the Board of Directors and meet the eligibility requirements provided in the bylaws. Two or more offices may not be held by the same person. The officers make up the Executive Board.

Section 2. Eligibility and Election of Officers:

To be eligible for nomination as an Officer of the association, and to be eligible to continue to serve as an Officer once elected by the Board, a member must fulfill the following requirements:

- 1) Member of the Association in good standing for at least two years.
- 2) Lead or co-lead of a committee for at least one year.
- 3) Be a member of the Board for at least one year.
- 4) Regularly attend all Board meetings.

- 5) Actively participate in Board activities and complete TAPA volunteer projects, including any committee assignments; and
- 6) Have a Board meeting attendance record that includes no more than four (4) unexcused Board meeting absences.

The election of Officers shall take place at the first meeting of the Board of Directors following the annual election of Directors.

Section 3. Committee Leads:

Committee leads are not required to be Directors and shall be appointed by the Board.

Section 4. Terms of Office:

Each Officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided. Officers shall serve for the following terms:

Chair: Two-year terms - Chair can serve only 2 terms, with a maximum of 2 consecutive terms. Should no Director be interested in or be available to serve as Chair, the Board may request the current Chair remain for another term.

Vice Chair: Two-year terms @ maximum of 2 consecutive terms

Treasurer: Two-year terms @ maximum of 2 consecutive terms

Secretary: Two-year terms @ maximum of 2 consecutive terms

Committee Leads: One year, unless otherwise designated by the Chair

If an Officer is a Corporate Member and experiences a change that affects his/her membership, such as a discontinuation of their company as a member organization, he/she may elect to finish his/her current term. Should an Officer experience an employment or TAPA membership change while serving as an Officer that impacts the person's eligibility to serve in that role (because, for example, their TAPA membership was obtained by virtue of being a designated employee of a Corporate Member and the Corporate Member is no longer a TAPA member or the Officer separated from employment with that Corporate Member), the Officer will be provided a grace period of sixty (60) calendar days to restore his/her eligibility to serve through another entity that is a member of the Association or by becoming an Individual Voting Member of the Association.

If a Director is elected to an Executive Board position in the middle of their term of service on the board, his/her term of service on the Board realigns to his/her term of office as an Officer. His/her next re-election cycle would occur at the end of his/her Officer term.

Section 5. Officer Criteria:

The Chair and Vice-Chair must be Voting Members representing companies that are not subject to TAPA certification. This criterion does not prohibit the election of those representing companies that retain the services of subcontractors who may be certified under TAPA, but it specifically prohibits carriers, forwarders, and warehouse operators from serving as Chair or Vice-Chair. Directors must fill all other Officer positions.

Section 6. Chair Criteria:

The Chair of the Board of Directors will be selected from the Directors who served under the previous Chair when that position becomes open. Should no Director be interested in or be available to serve as Chair, the Board may request the current Chair remain for another term.

Section 7. Responsibilities:

Responsibilities of the Officers are as follows:

A. Chair: Chair will preside at meetings of the Board and at meetings of the Members. The Chairperson shall supervise, direct, and control the Association's activities, affairs, and Officers. The Chair will serve as a representative at the TAPA World Wide Council Meetings on behalf of the membership.

B. Vice-Chair: The Vice-Chair will discharge such duties as may be delegated by the Chair. In the absence of the Chair, the Vice-Chair will perform all duties of the Chair and, when so acting, will have the authority of the Chair. The Vice-Chair shall be responsible for facilitating and assisting in meeting planning, training, and quality assurance of auditing companies. The Vice-Chair will serve as a representative at the TAPA World Wide Council Meetings on behalf of the membership.

C. Secretary: The Secretary will arrange to record and keep the minutes of all meetings of the Board and of the members. The Secretary will cause notice of all meetings to be given to the Membership and will keep custody of all records, documents, and papers of the association. The Secretary will serve as the association's point of contact, particularly for correspondence and membership applications. The Secretary will provide the successor to the Office of Secretary with all books, records, and other property of the association in the possession of the Secretary.

D. Treasurer: The Treasurer shall keep and maintain adequate and correct books and accounts of the association's properties and transactions. The Treasurer shall send to members and Directors such financial statements and reports as are required by law, these bylaws, or the Directors. A financial report is to be included as a regular agenda item at least monthly at Board of Directors meetings and membership meetings and attached to the minutes of those meetings.

E. Committee Leads: Committee Leads will provide leadership to the various committees created by the Board, including scheduling and presiding over committee meetings, maintaining minutes of all committee meetings, and providing updates to the Board as to committee actions.

F. Advisors: The Board of Directors may select industry leaders and other key personnel as they see fit to act as advisors to the Board of Directors. These advisors shall receive no salary or compensation (unless specifically approved by the Board of Directors), have no voting powers, nor be required to meet any criteria of full or associate membership. All former Chairs may, if they agree, serve as advisors to the Board of Directors at the Board's request.

Section 8. Removal:

Any Officer may be removed by the Board of Directors whenever, in its judgment, the person has accrued more than four (4) unexcused Board meeting absences, or the person otherwise no longer meets the eligibility requirements of the position as set forth in the Bylaws. Removal must be by a super-majority vote, 2/3, of the Board of Directors (66%). All Directors must have at least fourteen (14) calendar days' notice of the proposed removal. The Director or Officer whose removal is at issue has an opportunity to address the Board. The Board specifies that the meeting will be in-person, via video conference, or by telephone.

The Board may remove any Committee Lead or Board advisor appointed by the Board from their position if the Board determines, in its sole discretion, that it is in the best interests of the Association to remove the person from that position.

Section 9. Vacancies:

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 10. Salaries:

No salary shall be paid to any Officer for compensation. However, the Board of Directors may approve, by simple majority, certain and specific travel and expenses borne by the Officers or members, not associated with regular or special meetings, that further the general membership's interests, such as speaking engagements, attendance at forums, and other such business as the Board of Directors deems appropriate.

ARTICLE V

Contracts, Loans, Checks, and Deposits

Section 1. Contracts:

The Board of Directors may authorize 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 association, and such authority may be general or confined to specific instances.

The Board of Directors may not enter into multi-party contracts with other TAPA regions or vendors across regions. Moreover, they may not authorize "joint" contracts with TAPA APAC and/or TAPA EMEA. The TAPA Americas may hold its own contract independently for the same service provider as TAPA APAC and/or EMEA.

Section 2. Loans:

No loans shall be contracted on behalf of the association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the association shall be signed by such Officer or Officers, agent or agents of the association, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits:

All funds of the association not otherwise employed shall be deposited from time to time to the credit of the association in such banks, trust companies, or other depositaries as the Board of Directors may select.

ARTICLE VI

Fiscal Year

The association's fiscal year shall be the calendar year.

ARTICLE VII

Waiver of Notice

Whenever any notice is required to be given to any Member or Director of the association under the provisions of these bylaws or under the provisions of the articles of in association or under the provisions of law, 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.

ARTICLE VIII

Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board of Directors at any regular or special meetings of the Board. However, the number of Directors shall not be increased or decreased, nor shall the provisions of Article Two concerning the members be substantially altered without the prior approval of the members at a regular or special meeting of the members or by written consent. Changes in and additions to the bylaws by the Board of Directors shall be reported to the members at their next regular meeting and shall be subject to the members' approval or disapproval at that meeting. If the members take no action on a change in or addition to the bylaws, such change or addition shall be deemed fully approved and ratified by the members.

ARTICLE IX

Right to Indemnity

To the fullest extent permitted by law, this association shall indemnify its Directors, Officers, employees, and other persons described in Florida Statute 617.0834 - Officers and Directors of certain Corporations and associations not for profit; immunity from civil liability, including persons formerly occupying any such position, to the fullest extent possible against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by such individual relating to his or her conduct under TAPA, provided such individual has acted in good faith and in a manner he or she reasonably believed to be lawful and/or moral, and by such individual in connection with any "proceeding," as that term is used in that section, and including any action by or in the right of the association, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Florida Statute 617.0834.

However, such indemnification does not apply when an individual has:

- a. breached or failed to perform his/her duties by engaging in willful misconduct or recklessness.

- b. breached or failed to perform his/her duties by engaging in willful and knowing violation of the law.
- c. engaged in any transactions from which such individual derived an improper personal benefit.
- d. been adjudged to be liable to TAPA itself. In such an event, the individual will not be indemnified against any judgment, penalty, fine, or other expenses arising from any proceeding(s).

Should TAPA believe indemnification should not be granted, the Board must obtain a written opinion by legal counsel and vote by quorum to rescind such indemnification.

ARTICLE X

Procedural Questions

Whenever a procedural question shall arise for the conduct of a meeting, which is not covered by law or these bylaws, the accepted Robert's Rules of Order will be consulted regarding the specific question involved. No action taken by the Board or any committee having authority of the board, and no action of the members, shall be invalidated due to failure to follow Robert's Rules of Order.

ARTICLE XI

No Personal Financial Liability

No Director, Officer, member acting on behalf of any special committee, or member acting on behalf of TAPA (that has been designated by the Board), past or present, will be liable for any debt or monetary damages incurred by TAPA, unless such individual has been proven to have engaged in theft or willful recklessness with funds.

ARTICLE XII

Captions

The captions of any Article, Section, and/or paragraph used in these Bylaws are for convenience of reference only and shall have no significance in the construction or interpretation of these Bylaws.

ARTICLE XIII

Severability

Should any of the provisions of these Bylaws be, for any reason, declared invalid, such invalidity shall not affect any of the other provisions of these Bylaws. Any provision deemed invalid shall be disregarded in the interpretation of these Bylaws.

ARTICLE XIV

Board Resolutions and Policies

The Board may adopt such resolutions and develop and implement written policies of the Association as it deems to be in the best interests of the Association. The provisions of any resolution adopted by the Board or any written policy of the Association may refine and augment but not supersede or contradict provisions contained in either the Association's Articles of Incorporation or these Bylaws, which take priority in such order.

ARTICLE XIV
Governing Law

These Bylaws shall be governed in accordance with the laws of the State of Florida and any presiding local jurisdiction.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the Transported Asset Protection Association, a Florida nonprofit association, and that the above Restatement of the Bylaws of the Transported Asset Protection Association (TAPA – Americas) are the Bylaws of this association as adopted by the Board of Directors and passed by a quorum of members on

Executed on

Scott Cornell, Chair, TAPA AMERICAS

As amended on: _____