

BYLAWS
TRANSPORTED ASSET PROTECTION ASSOCIATION
(TAPA – The Americas)
A Florida Non-Profit Mutual Benefit Association
Last amended: September 1, 2022

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 collaboration with industry knowledge leaders in an exchange of best practices and educational programming.

ARTICLE II
Members

Section 1. Types of Members:

TAPA shall have three classes of members: Full Voting Member, Associate Member, and Security Service Provider (SSP) Member.

A. Voting Member (Full Members)

Voting memberships are available to Corporations or Companies (Corporate Member) and to Individuals who are involved in the manufacturing, transportation, storage, warehousing, or insuring of high-risk commodities.

Corporate membership allows a company to appoint up to six of its employees as members, however, this number may be revised by the Board of Directors. Full members may, upon approval by simple majority of the Board of Directors, select a non-employee contractor to represent their interests at regular meetings, but the contractor may only represent one company and must abide by the restrictions which apply to SSP members.

B. Associate

Associate membership is available to (a) anyone in the public sector who actively investigates the loss of, or creates standards for the security of, high-value commodities in the supply chain (b) full-time college students who major in the fields of study consistent with the mission of TAPA, (c) active duty full-time law enforcement personnel (d) auditing company employees, or (e) advisors as the Board of Directors may recognize or require. Retired law enforcement personnel may qualify for an Associate membership pending the approval of the Officers. Each application will be considered individual upon their merits and contributions to the goals of the organization.

C. Security Service Provider (SSP)

SSP members shall represent companies which provide security services or products used by Full members, such as locks, seals, alarms, guard services, tracking technology, consulting companies/services, or other services or products deemed to meet the criteria for SSP membership by the Board of Directors. SSP membership applications will be reviewed and evaluated on the basis of their value and benefit to the membership. SSP members are not permitted to solicit members.

D. Emeritus Board Members

There shall be a category of Board member known as a Board Member Emeritus who is nominated and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve three (3) year renewable terms for as long as they remain active in the work of TAPA AMERICAS and may end their term at any time. Emeritus member candidates will have served the board with distinction and considered deserving of same for outstanding service.

A board member emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve and encouraged to attend all other events conducted by TAPA AMERICAS. A Board member 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: In order to be considered for designation as a board member emeritus, a person must be a current or former member of the TAPA AMERICAS Board of Directors who:

1. Has served the TAPA AMERICAS Board of Directors with distinction
2. Held an important leadership role, and made or continues to make significant contributions
3. Engaged in major volunteer or advocacy activities in his or her service on the board
4. Completed the term(s) for which he or she was appointed
5. Participates in one (1) or more TAPA AMERICAS activities (e.g., events, volunteerism, fund-raising, government relations, networking, etc.)

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 board 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.

Section 2. Dues:

Voting members, in good standing, shall be afforded voting rights and shall be required to pay dues. Associate Members shall not be required to pay dues nor be afforded any voting privilege. SSP members shall be required to pay dues but shall have no voting rights. Dues shall be set by the Board of Directors and shall be announced to the membership no later than June 30th for the next fiscal year.

Section 3. Regular Meetings:

The regular meetings of the members shall be held during the course of each regular "T" (TAPA) meeting will occur at a minimum of two times per year, or from time to time as the Officers and Voting members may select. All Voting members are expected to attend at least one regular or special meeting annually in order to maintain their membership. Moreover, the last meeting of each year shall have, as an agenda item; time allotted for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 4. Special Meetings:

Special meetings of the Members, for any purpose or purposes, 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 Full 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 Full member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Full member at his address as it appears on the official membership list of the association, 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 the Full 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 Full 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 good faith review, that an unethical or criminal act has been committed by the member that would bring discredit to the association and membership.
- E. Death of the member.

Section 10. Transfer of Membership:

If a member is unable, for any reason, to continue membership in TAPA, their membership in the association may be transferred to another person meeting the qualifications for membership and who is an employee of the same company as the original Member. All replacement members shall complete and submit an application before being recognized as a member of the organization.

Section 11. Guests:

Members may invite guests to attend any annual, regular or special meeting only with the approval of the Chair or Vice-Chair or recorded Board of Directors designate(s). Approval should be granted only upon a good faith determination that the attendance of the guest will benefit the association. Under no circumstances should guests be permitted to solicit sales or promote goods and services.

Full or SSP members may invite up to one (1) guest (per member) who are employed by the same company as the Member without prior Board of Directors approval if the member determines in good faith that such co-employee's attendance will benefit either the association or the member's employer.

Associate Members may not invite any guest without the prior approval of Board of Directors Chair/Co-Chair or recorded Board of Directors designate(s).

Guests may attend one "T" meeting without charge. Expenses for extracurricular activities, such as dinners, will be paid by the guest prior to participation in the activities. Attendance at any subsequent meetings/events will result in a required payment fee as determined by the Officers of ~~\$600~~ and limited to two subsequent meetings as paid guests. Additional meeting/event attendance by the guest will require paid TAPA membership dues prior to meeting/event that equals the amount of dues for a one-year individual membership.

TAPA administration will track guest attendance for compliance.

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 four board members with a maximum number to be determined by the Board, based on conditions at the time, and elected by the Membership at large. Additional Director Positions will be filled by a vote of the Membership 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 full voting members of the association.

Section 3. Board Representation:

Membership on the Board shall be reasonably balanced among the various types of Full members. Board members should be limited to one member per company to ensure fair and equal representation. Should a Board Member change companies during their term, the Board Member will serve the remainder of their term.

Section 4. Election and Term of Office:

The Directors will be elected by the Full 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. Nominations:

Nomination for election to the Board of Directors may be made by a Nominating Committee, if one is formed. 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 Full members. The Nominating Committee shall be appointed by the Board of Directors at sixty (60) days prior to the election and to serve until the close of the election.

Section 6. Removal of Board Members:

Any Director may be removed from the Board, with or without cause, by a majority vote of the Membership. In the event of death, resignation or removal of a Director, a successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of the predecessor. A Board member may also be asked to step down should they no longer represent the same company, industry, or be in conflict with Article 3, Section 3 of the bylaws.

Section 7. Regular Board Meetings:

The Board of Directors shall meet on a regular basis not less than monthly, and on site at each "T" meeting.

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.

Section 9. Notice:

Notice of any special meeting shall be given at least 48-hours before the time fixed for the meeting. 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 of Directors need be specified in the notice or waiver of notice of such meeting.

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 interests 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.

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.

**ARTICLE IV
Officers and Committee Leads**

Section 1. Number:

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 other such Officers as the Board may elect from time to time. Two or more offices may not be held by the same person.

Section 2. Election of Officers:

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 Board members 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 years - Chair can only serve 2 terms and a maximum of 2 consecutive terms

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

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

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

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

Section 5. Officer Criteria:

The Chair and Vice-Chair must be full voting members representing companies which are not subject to certification under TAPA standards. This criterion does not prohibit election of those representing companies which retain the services of sub-contractors who may be certified under TAPA, but it specifically prohibits carriers, forwarders and warehouse operators from serving as Chair or Vice-Chair. All other Officer positions must be filled by Board members.

Section 6. Chair Criteria:

The Chair of the Board of Directors will be selected from the Board Members who served under the previous Chair when that position becomes open. Should no Board Member 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 also be the General Manager of the Association and 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 to facilitate and assist 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 to be given of all meetings to the Membership and will keep custody of all records, documents and papers of the association. The Secretary will function as a point of contact for the association, particularly as relating to correspondence and application for membership. 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 transaction. The Treasurer shall send to members and Directors such financial statements and reports as are required to be given by law, these bylaws or by the directors. A financial report is to be included as a regular agenda item, at least monthly, at regular Board of Directors meetings, and at membership meetings and attached to the minutes of the meetings.

E. Committee Leads: Committee Leads will provide leadership to the various committees created by the Board to include 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 shall serve as advisors to the Board of Directors.

Section 8. Removal:

Any Officer, committee lead or advisor elected or appointed by the Board of Directors or Full members may be removed by the Board of Directors whenever in its judgment the best interests of the association would be served thereby. Removal must be a super-majority vote, 2/3, of the Board of Directors (66%).

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 memberships interests such as speaking engagements, attendance at forums, and other such business as the Board of Directors deem 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. 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 evidences 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 evidences 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 depositories as the Board of Directors may select.

ARTICLE VI

Fiscal Year

The fiscal year of the association 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 meeting of the Board provided. 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 approval or disapproval of the members at such 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 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 Board member, 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.

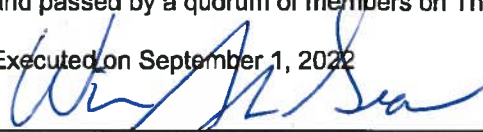
**ARTICLE XIV
Governing Law**

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 California 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 Thursday, September 1, 2022

Executed on September 1, 2022



W. Allen Gear, Chair, TAPA AMERICAS
ADOPTED: September 1, 2022
AS AMENDED