

BYLAWS
OF THE
TCB COUNCIL, INC.

ARTICLE I

NAME, PURPOSE AND OFFICES

SECTION 1. **NAME**. The name of the organization is the TCB Council (or “the Council”).

SECTION 2. **PURPOSE**. The purpose of the Council is to provide:

- a. A forum for periodic dialogue between the Federal Communications Commission (“FCC”) and the Telecommunication Certification Bodies (“TCB” or “TCBs”).
- b. Facilitation of ongoing activities geared towards the improvement of TCB technical and administrative performance.
- c. A forum for raising issues of concern to the FCC and vice versa.
- d. A common dissemination point for up-to-date FCC interpretations and rulings.
- e. A dissemination point for interpretations of other governments that have Mutual Recognition Agreements (“MRAs”) with the US (such governments, “MRA Partners”).
- f. Links and liaisons with other domestic and/or non-domestic organizations.

The Council’s activities shall be in keeping with the spirit of the FCC regulations set out at Title 47 of the Federal Code of Regulations, Sections 2.962(c) (5) and 68.162(c) (5) as supported by guidance within FCC KDB 641163 and ISED publication REC-CB:

"A TCB shall participate in any consultative activities, identified by the Commission or National Institute of Standards and Technology (“NIST”), to facilitate a common understanding and interpretation of applicable regulations."

ARTICLE II

MEMBERS

SECTION 1. **CLASSES OF MEMBERSHIP**.

A. **FULL MEMBERSHIP (TCB Entity Membership)**. Any TCB entity (or equivalents with MRA Partners) that has been duly designated by a US-recognized designating authority shall be eligible for full membership (such member, a “Full Member”). A US-recognized designating authority is hereby defined as any designating authority recognized jointly by the FCC and NIST. Any TCB (or equivalents with MRA Partners) joining the Council must join as a Full Member.

B. **ASSOCIATE MEMBERSHIP**. Any non-TCB stakeholder entity or individual, including, but not limited to, manufacturers, test laboratories, individuals and accrediting bodies shall be eligible for Associate Membership.

C. LIAISON MEMBERSHIP. Any person or organization approved by the Executive Committee to establish and maintain communication for mutual understanding and cooperation with the TCB Council shall be eligible for Liaison Membership.

D. GOVERNMENT MEMBERSHIP. The following organizations shall be considered government members of the Council: the FCC, NIST, and all regulatory authorities of MRA Partners. Government members may attend plenary sessions but shall not have voting privileges.

E. TRIAL MEMBERSHIP. Members approved by the Executive Committee taking advantage of a trial membership period at no charge may become trial members for a maximum period of one year. Trial members may attend plenary sessions but shall not have voting privileges.

SECTION 2. VOTING PRIVILEGES.

A. VOTING MEMBERS. Each Full Member may vote on all matters in plenary session except that non-US resident full members may not vote on amendments to the Bylaws. Associate Member shall be entitled to vote on all matters in plenary session except amendments to the Bylaws. Notwithstanding the above, members m

B. ay only vote if they have paid their annual dues. Each Voting Member shall have one vote.

B. COMMITTEES. With the exception of the Executive Committee and notwithstanding Section 2A above, all Members, regardless of class, shall have voting privileges on any committee of which they are a participant. Each Member shall have one vote per committee.

SECTION 3. DUES. Annual dues will be assessed by the Treasurer and the amount will be determined by majority vote of the Executive Committee of the Council.

SECTION 4. MEMBERS IN GOOD STANDING. Members in good standing are those for which annual dues have been paid.

SECTION 5. MANNER OF ACTING. The act of a majority of the Members of the Council at a meeting at which a quorum is present shall be an act of the Council.

ARTICLE III

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION. The Executive Committee shall have nine (9) individual members comprising of representatives from each of: seven (7) TCB Full Members, at least five of which must be US-based and at least one of which must be non-US-based; one Associate Member from the laboratory community; and one Associate Member from the manufacturing community.

All Members represented on the Executive Committee shall be in good standing.

No one Member shall have more than one representative with voting privileges on the Executive Committee.

The Immediate Past Chair will serve for one 2-year term, unless they have been removed from office per Article III, Section 9. The Council's Executive Director and the Immediate Past Chair will serve as

additional members of the Executive Committee and are not counted as part of the nine (9) positions described in this Section. These additional members have no voting privileges and may not make motions in the Executive Committee.

SECTION 2. NOMINATION, ELECTION AND TERM. The members of the Executive Committee shall be elected once every two years at the annual meeting of the Members or by electronic means within 15 days of the annual meeting. Except for the inclusion of the Immediate Past Chair and Executive Director, no Member may have more than one individual representative on the Executive Committee. The Members who are represented by the Immediate Past Chair and Executive Director may have an additional voting representative provided that such additional voting representatives are duly elected by the Council in accordance with all applicable provisions of these Bylaws. Individual candidates shall be nominated by their Member organizations. A Member organization may nominate only one individual representative to be a member of the Executive Committee with voting privileges.

- a. Candidates shall be nominated by their Member companies. A Member company may nominate only one person to be a member of the Executive Committee with voting privileges. This person must be an employee of the Member company, and not a contract employee.
- b. If the election is held by electronic means, Members shall be notified of the results no later than 7 days before the annual meeting.
- c. Each member of the Executive Committee shall serve until his or her successor is elected and qualified or until his or her earlier death, resignation, or removal. An Executive Committee member may serve consecutive terms.
- d. When selecting the Committee members representing the TCB quota the five US TCB members with the most votes and the non-US TCB member with the most votes shall make the first five positions. The remaining TCB position shall be filled based on the remaining TCB member candidates with the most votes.

SECTION 3. VACANCIES. Any vacancy occurring on the Executive Committee because of death, resignation, removal, disqualification, or other reason shall be filled until the next regular election by an individual representing a Member of the TCB Council in good standing selected by majority vote of the Membership, provided that the composition set out in Section 1 of this Article III shall be maintained. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Where one of the elected Executive Committee members stops working for a Member Company that is in the same category as the position to which they were elected (TCB Full Member, Manufacturer Associate Member or Test Laboratory Associate Member), the Executive Committee member may, after consideration by the remaining Committee members eligible to vote, continue to hold their elected position until the end of their term as a non-voting member of the Executive Committee, except where the Membership they are representing (TCB Full Member, Manufacturer Associate Member or Test Laboratory Associate Member) would no longer have a voting representative on the Committee.

Where, through a change in employment, an elected member of the Executive Committee becomes an employee of a member company that already has an elected representative on the Executive Committee then one of the two elected Committee Members from the same member company shall resign their position.

SECTION 4. DUTIES. The Executive Committee shall function as the Board of Directors of the Council, and members of the Executive Committee may be referred to as directors. Subject to the limitations set forth in these Bylaws, the business and affairs of the Council shall be managed by the Executive Committee. All corporate powers shall be exercised by or under the direction of the Executive Committee. Without prejudice to these general powers, and subject to the same limitations, the Executive Committee shall have the following powers to:

- a. select and remove all officers, agents, employees and volunteers working for the Council; prescribe any powers and duties for them that are consistent with law, with the articles of incorporation and with these Bylaws; fix their compensation; and require from them security for faithful service;
- b. conduct, manage and control the affairs, business, and investments of the Council, and make such rules and regulations therefore not inconsistent with law, with the articles of incorporation or with these Bylaws, as they may deem best, in order to further the purposes of the Council;
- c. change the principal executive office or the principal business office in the jurisdiction where formed from one location to another; cause the Council to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the jurisdiction where formed, and designate any place within or outside the jurisdiction where formed, if allowed by applicable local law, for the holding or any meeting or meetings, including annual meetings;
- d. adopt, make and use a corporate seal; and alter the form of the seal;
- e. borrow money and incur indebtedness on behalf of the Council and cause to be executed and delivered for the Council's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidence of debt and securities; and,
- f. appoint functionaries from amongst the individuals representing Council Members.

Notwithstanding the foregoing, the Executive Committee shall not have the power to:

- a. approve actions or proposals required to be approved by the Members under these Bylaws;
- b. fill vacancies on the Executive Committee; or
- c. adopt, amend, or repeal these bylaws.

SECTION 5. MANNER OF ACTING. The act of a majority of members of the Executive Committee at which a quorum is present shall be an act of the Committee.

SECTION 6. REMOVAL FROM THE EXECUTIVE COMMITTEE. The Executive Committee members shall be subject to removal for violation of the office, conduct unbecoming a Council member and other egregious actions determined by the Council membership based on a substantiated and

documented report submitted to the Executive Committee and the Executive Director. Removal shall be by two-thirds vote of the Voting Members as defined in Section II A.

ARTICLE IV

OFFICERS

SECTION 1. OFFICER. Officers shall be individuals of the Executive Committee representing a TCB Full Member in good standing at the time of their election. The officers of the Council shall consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Members shall determine the terms and conditions of employment of the officers.

SECTION 2. ELECTION AND TERM. An election of officers shall be held once every two years at the first Executive Committee meeting following the election of the Executive Committee Members. Officers are required to be members of the Executive Committee that have been elected in accordance with ARTICLE IV, SECTION 2. Each officer shall be elected to a two-year term and shall serve until his or her successor is elected and qualified or until his or her resignation, or removal. With the exception of the Chair, officers may serve more than two consecutive terms. Election of an officer requires a majority vote of the Executive Committee members present at the first Executive Committee meeting following the election of the Executive Committee Members. Election shall be by secret ballot of the Executive Committee members present at that meeting.

SECTION 3. VACANCIES. A vacancy occurring in any office because of death, resignation, removal, disqualification, or any other reason shall be filled by another officer or a member of the Executive Committee following the replacement of that person in accordance with Article III Section 4 where applicable. At the Executive Committee's discretion a disqualified officer may be permitted to serve out the remainder of their term. An officer elected to fill a vacancy shall be elected by majority vote of the full Executive Committee to serve for the unexpired term of his or her predecessor in office.

SECTION 4. CHAIR. The Chair shall be the chief executive officer of the Council. The Chair shall, in general and at the pleasure of the Council, manage and direct all of the affairs of the Council. The Chair shall formulate and recommend Council objectives, policies, and programs to the Executive Committee for approval. An individual is limited to two complete consecutive terms as Chair, but may serve as Chair again after a minimum of one full term since last serving in that position. The Chair shall be a representative from a US-based TCB.

SECTION 5. VICE-CHAIR. The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence of the Chair and may be given other duties at the request of the Chair. The Vice-Chair shall be a representative from a US-based TCB.

SECTION 6. SECRETARY and TREASURER. The Secretary shall keep and publish minutes of all meetings of the Executive Committee, provide notices of meetings, receive proxy notices, and discharge other duties as may be assigned. The Treasurer shall keep a full and accurate account of receipts and disbursements of the Council and discharge such other duties as may be assigned.

At the discretion of the Executive Committee, the Executive Director may perform the functions and activities normally associated with the positions of Secretary and/or Treasurer; provided, however, that the Executive Director shall have no voting privileges.

SECTION 7. TCB COUNCIL LIAISONS. Liaisons to other organizations shall be chosen and approved by a majority vote of the full Executive Committee.

SECTION 8. RELATIONSHIPS WITH OTHER ORGANIZATIONS. Formal relationships with other domestic and/or non-domestic organizations may be established by majority vote of the full Executive Committee.

SECTION 9. REMOVAL FROM OFFICE. Officers shall be subject to removal for violation of the terms of office, conduct unbecoming a TCB Council member, and other egregious actions determined by the Executive Committee. Removal shall be by two-thirds vote of the full Executive Committee, excluding the officer subject to removal.

ARTICLE V

PROXY VOTING

SECTION 1 PROXY STATEMENT AND ABSENTEE BALLOTS. A Member who is unable to attend a meeting may designate in writing an individual to vote on his/her behalf at the meeting. The proxy statement shall define the limits or extent of the proxy vote held by that individual on behalf of the Member. Proxy attendance will count toward the meeting quorum. Members may not designate a proxy for the election of the Executive Committee or for amendments to these Bylaws. Absentee ballots or electronic voting will be accepted for the election of the Executive Committee and amendments to these Bylaws.

SECTION 2 DESIGNATING A PROXY. To designate a proxy, Members must provide the Secretary written notice at least one week prior to the start of a Council meeting. Designated proxies shall not consist of more than 50% of the Voting Members.

ARTICLE VI

EXECUTIVE DIRECTOR

SECTION 1 APPROVAL OF EXECUTIVE DIRECTOR. The Executive Director shall serve as an independent contractor and shall not be considered an employee of the Council or an officer of the Council. The Executive Director shall be a US-based person or organization. The services required of the Executive Director shall be determined by a majority vote of the full Executive Committee on no less than an annual basis.

ARTICLE VII

PROGRAM AND PUBLICATION FEES

SECTION 1 REASONABLE FEES. Reasonable fees will be assessed for program meetings and technical information distribution. These fees will be reviewed and approved by the Executive Committee in cooperation with the Council's Executive Director.

ARTICLE VIII

MEETINGS AND QUORUM

SECTION 1 GENERAL AND SPECIAL MEETINGS AND SESSIONS. There shall be at least one general meeting of the Council each year at such time and place as the officers shall determine. Special sessions other than the general meeting shall be called as necessary by the Secretary on behalf of the Executive Committee. The Executive Committee shall meet preceding the general meetings and on other occasions as necessary.

SECTION 2. NOTICE.

A. NOTICE. Members shall receive 30-days' advance notice of general meetings. Notice shall be given to all Members either by first-class mail, by telephone, or by electronic transmission, except that such notice may be waived by any Member as set forth in paragraph (B) below. Notice shall not be given by electronic transmission if the Council is unable to deliver two consecutive notices to a Member by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice.

B. WAIVER OF NOTICE. The transactions of any meeting of the Members, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (i) a quorum is present, and (ii) either before or after the meeting, each of the Members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the Council's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Member who attends the meeting without protesting before or at its commencement about lack of adequate notice.

SECTION 3. QUORUM. A quorum, for purposes of conducting business, is at least 51% of the total number of Members entitled to vote. A quorum shall be required for any voting by the general membership, including electronic voting. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of any Member, if any action taken is approved by at least a majority of the quorum required for meeting.

ARTICLE IX

COMMUNICATIONS

SECTION 1 MODE OF COMMUNICATION. The primary mode of communication shall be electronic in format. Any written communications referred to in these Bylaws may be submitted in electronic format. In between Council meetings, Voting Members may register votes in electronic format. In lieu of an electronic submission, a Voting Member may submit their vote in writing provided that such votes are received by the published deadline.

SECTION 2 SUMMARY OF ACTIONS. The Executive Committee shall provide a summary of actions to the TCB COUNCIL within 60 days of such actions having been taken. The summary may include targeted due dates and persons assigned to take further action or tasks.

ARTICLE X

BYLAW AMENDMENTS

SECTION 1. CHANGES TO BYLAWS. These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted upon a two-thirds majority vote of the total number of Members entitled to vote on changes to the Bylaws. This vote may be accomplished by electronic means.

SECTION 2. PROPOSED CHANGES TO BYLAWS. Proposals for changes to these Bylaws must be submitted in writing to the Members at least 30 days prior to the date of the vote for determining acceptance or rejection of the proposed changes. Any Member who wishes to comment on the proposed changes shall submit their comments in writing to the Executive Committee at least 15 days prior to the date of the vote that determines accepting or rejecting the proposed changes. The proposed changes and any ensuing Member comments and Executive Committee remarks will be submitted to the Members who will decide to either accept or reject the proposed changes either in whole or in part. If rejected, modifications to the proposed changes may be subsequently accepted without adherence to the aforementioned 30 day and 15 day requirements provided that they are approved in accordance with SECTION 1 within 45 days.

SECTION 3. DISCUSSIONS OF PROPOSED CHANGES AT PLENARY MEETINGS

Notwithstanding the provisions of Section 2, if voting on proposed amendments to the Bylaws takes place during a plenary session of the Members, then the Members may voice their opinions regarding the proposed amendment(s) before voting takes place. In such instances, the Chair may establish a reasonable time limit within which a Member will be required to voice their opinion provided that such time limit is not less than five minutes. When the predetermined time limit has been exceeded, the Chair, at his/her discretion, may require a Member to terminate their comments. In such instances, the Chair's decision requiring a Member to terminate their comments may be overridden by a majority of the Voting Members present at the meeting.

SECTION 4. VOTING REQUIREMENTS. An amendment to the articles of incorporation or these Bylaws that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

ARTICLE XI

STANDING COMMITTEES AND AD HOC COMMITTEES

SECTION 1. FORMATION AND COMPOSITION. Committees may be established by the Executive Committee and shall serve while the Executive Committee sees a need for that committee.

Committee Chairs and, where appropriate, Vice-Chairs shall be designated by the Chair subject to the approval of the Executive Committee. Committee Chairs shall be selected from among Council Members, however Majority approval of the full Executive Committee shall be required for the Chair to designate an Associate Member as a Committee Chair.

Committee Chair and Vice-Chair appointments shall be individuals, not the organizations the individuals represent. A Committee Vice-Chair shall perform the duties of Chair in the absence of the Committee Chair.

SECTION 2. TERM OF OFFICE. The term of office for Standing Committee Chairs and Vice-Chairs shall be periodically determined by the Executive Committee.

SECTION 3. COMMITTEE MANNER OF ACTING. All committee members shall have voting privileges within their committees, regardless of TCB membership level. The act of a majority of members of a committee at which a quorum is present shall be an act of the committee. The acts of a committee shall be advisory in nature and shall not be binding on the Council until approved by a majority vote of the full Executive Committee. Where appropriate, the Executive Committee shall submit the action of any Committee to the full Council. Approval of the action by the Council shall be by a majority vote of the full Council.

SECTION 4. REMOVAL OF CHAIR OR VICE-CHAIR OF A COMMITTEE. Committee Chairs and Vice-Chairs shall be subject to removal for violation of the office, conduct unbecoming a TCB Council member, and other egregious actions determined by the Executive Committee based on a substantiated and documented report submitted to the Executive Committee and the Executive Director. Removal shall be by two-thirds vote of the full Executive Committee.

ARTICLE XII

RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF ARTICLES AND BYLAWS. The Council shall keep at its principal executive office the original or a copy of the articles of incorporation and Bylaws as amended to date.

SECTION 2. MAINTENANCE OF OTHER CORPORATE RECORDS. The accounting books, records, and minutes of the proceedings of the Members and any committee(s) of the Members shall be kept at such place or places designated by the Members, or, in the absence of such designation, at the principal executive office of the Council. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

SECTION 3. INSPECTION BY MEMBERS.

A. GENERAL. A Member of the Council is entitled to inspect and copy, during regular business hours at a reasonable location specified by the corporation, any of the following records of the Council if the Member gives the Council written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy:

- (1) The articles or restated articles of incorporation and all amendments to them currently in effect.
- (2) The Bylaws or restated Bylaws and all amendments to them currently in effect.
- (3) The minutes of all Members' meetings and records of all actions taken by Members without a meeting for the past 3 years.
- (4) Written communications to all Members generally or all Members of a class within the past 3 years, including the financial statements furnished for the past 3 years.

(5) A list of the names and business street, or home if there is no business street, addresses of its current directors and officers.

(6) The most recent annual report delivered to the Department of State.

B. CERTAIN RECORDS. A Member of the Council is entitled to inspect and copy, during regular business hours at a reasonable location specified by the Council, any of the following records of the Council if the Member meets the requirements of subsection (3) and gives the Council written notice of his or her demand at least 5 business days before the date on which he or she wishes to inspect and copy:

(1) Excerpts from minutes of any meeting of the Executive Committee, minutes of any meeting of the Members, and records of action taken by the Members or Executive Committee without a meeting.

(2) Accounting records of the Council.

(3) The record of Members.

(4) Any other books and records.

A Member may inspect and copy the records described above only if:

(1) The Member's demand is made in good faith and for a proper purpose;

(2) The Member describes with reasonable particularity his or her purpose and the records he or she desires to inspect;

(3) The records are directly connected with the Member's purpose.

SECTION 4. ANNUAL REPORT. Within 60 days following the end of the fiscal or calendar year, the Executive Committee of the Council shall mail or furnish by personal delivery to each Member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications.

ARTICLE XIII

INDEMNIFICATION OF MEMBERS, ADVISORS, AND OFFICERS

SECTION 1. RIGHT TO INDEMNIFICATION. The Council may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Member, or agent of the Council, or is or was serving at the request of the Council as a Member, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Florida Nonprofit Corporation Law. To the extent that a director, officer, employee, or agent of the Council has been successful on the merits or otherwise in defense of any proceeding referred to above, or in defense of any such claim, issue, or matter, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

SECTION 2. IMMUNITY FROM CIVIL LIABILITY.

A. Officers and members of the Executive Committee are not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action regarding organizational management or policy, unless:

(1) The officer or Committee member breached or failed to perform his or her duties as an officer or Committee member; and

(2) The officer's or Committee member's breach of, or failure to perform, his or her duties constitutes:

a. A violation of the criminal law, unless the officer or Committee member had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or Committee member in any criminal proceeding for violation of the criminal law stops that officer or Committee member from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not stop the officer or Committee member from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

b. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

c. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(3) For the purposes of this section, the term:

a. "Recklessness" means the acting, or omission to act, in conscious disregard of a risk:

1. Known, or so obvious that it should have been known, to the officer or Committee member; and

2. Known to the officer or Committee member, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

b. "Committee member" means a person who serves as a member of the Executive Committee.

c. "Officer" means a person who serves as an officer without compensation except reimbursement for actual expenses incurred or to be incurred.

SECTION 3. INSURANCE. The Council shall have the power to purchase and maintain insurance on behalf of any Member, Officer, or agent of the Council, against any liability asserted against or incurred by the Member, Officer, or agent in any such capacity or arising out of the Member's, Officer's, or agent's status as such, whether or not the Council would have the power to indemnify the agent against such liability under Article XIII, Section One of these Bylaws.

ARTICLE XIV
CONTRACTS WITH DIRECTORS

SECTION 1. CONTRACTS. No contract or other transaction between the Council and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Executive Committee which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose, if:

- (a) The fact of such relationship or interest is disclosed or known to the Executive Committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (b) The fact of such relationship or interest is disclosed or known to the persons entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the Council at the time it is authorized by the Executive Committee or the Members.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Executive Committee which authorizes, approves, or ratifies such contract or transaction.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of the TCB Council, a Florida Nonprofit Corporation, do hereby certify:

That the foregoing Bylaws were adopted as the Bylaws of the Council by the Members of the Council on October 16, 2024, and the same do now constitute the Bylaws of said Council.

IN WITNESS WHEREOF, I have here subscribed my name this 16 day of October, 2024.


_____, Secretary