



TNSAE BYLAWS

Article I Name, Jurisdiction, and Purpose

Section 1. Name and Jurisdiction. The name of the corporation shall be the Tennessee Society of Association Executives, hereinafter referred to as the Society. The Society shall be a not-for-profit corporation in the State of Tennessee.

Section 2. Purpose. The purpose of the Tennessee Society of Association Executives is to provide professional and personal growth opportunities for association executives.

Article II Membership

Section 1. Classes and Definitions. Membership in the Society shall consist of five classes: (1) Regular members, (2) Affiliate members, (3) Student members, (4) Retired Members, and (5) Associate members. Each class is defined as follows:

- (A) A Regular member shall be an individual who is employed as staff of a local, state, regional, national, or international association.
- (B) An Affiliate member shall be an individual who is employed less than full time as an association manager.
- (C) A Student member shall be an individual who is enrolled as a full-time student in a college or university in Tennessee.
- (D) A Retired member shall be an individual who is retired from employment as staff of a local, state, regional, national, or international association.
- (E) An Associate member shall be an individual who officially represents a company or other business enterprise engaged in selling or otherwise providing products or services to associations.

Section 2. Applications. All applications for membership in the Society shall be submitted to the Executive Director on forms provided by the Society.

Section 3. Membership Meetings.

- (A) The annual business meeting of the Society shall be held at such place and on such dates as determined by the Board of Directors. The annual meeting must be held by January 31.
- (B) Special membership meetings of the Society may be called upon written request of a majority of the Board of Directors, on such date and at such place as the Board may designate.
- (C) The notice of any special membership meeting shall be by mail/email and shall state the purpose, time, and place of the meeting, and shall be issued at least thirty (30) days in advance of such meeting, but no more than sixty (60) days in advance of such meeting.

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Section 4. General.

- (A) Only the Regular members of the Society shall be entitled to vote and hold elective office. (B) Members shall abide by and support the Bylaws and any policies and procedures of the Society.

Tennessee Society of Association Executives

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Article III Dues

Section 1. Membership Dues. The annual dues for each class of membership defined in Article II, Section 1 of these Bylaws shall be determined annually by the Board of Directors at any regular meeting of the Board, but not less than sixty (60) days in advance of the first day of the fiscal year for which annual dues are being established.

Section 2. Dues Payable—Manner and Time.

(A) Membership dues shall be payable in advance. (B) Upon payment of dues required in Section 1 of this Article, each qualified applicant for membership shall be deemed a member in good standing. (C) No rebate of dues paid shall be made to any member in the event of termination of membership. (D) Any member delinquent in payment of dues by more than forty-five (45) days may be dropped from membership by the Board of Directors.

Article IV Fiscal Year

The fiscal year of the Society shall begin on January 1 of each year and end on December 31.

Article V Board of Directors

Section 1. Authority and Responsibility.

(A) The authority for the administration of the affairs of the Society shall be vested in the Board of Directors. (B) The Board of Directors shall establish the amount of dues to be paid by all classes of membership, as prescribed in Article III, Section 1 of these Bylaws. (C) The Board of Directors shall authorize an annual audit of the books and accounts of the Society by a certified public accountant at the close of each fiscal year. (D) The Board of Directors shall employ and discharge the Executive Director. (E) All Directors shall serve without compensation.

Section 2. Composition. The Board of Directors shall consist of the following:

(A) The elected Officers of the Society,
(B) The Immediate Past President of the Society,
(C) Six (6) additional Directors elected from Regular members,
(D) Two (2) Associate members, each being appointed by the appropriate year's President and approved by the Board of Directors, shall serve three- year terms with voting rights.

Section 3. Terms of Office

(A) Directors other than elected officers and the Immediate Past President shall be elected to serve three-year terms, beginning upon their installation at the Annual Meeting. A Director shall not serve more than two (2) full consecutive terms of office.
(B) The Associate members shall serve three-year terms and shall not serve more than one (1) full consecutive term of office.

Section 4. Election to Office—Vacancies.

(A) To be eligible for election as a Director, a nominee must have been a member of the Society for at least two (2) consecutive years immediately preceding such election.
(B) The Regular members shall elect the Directors of the Society.
(C) The Board of Directors shall fill a vacancy among Directors by appointment for the unexpired term.
(D) Unexcused absence of any Board member from three (3) consecutive meetings of the Board of Directors during the fiscal year shall immediately create a vacancy in the office of such Director to be filled at the beginning of the new fiscal year.

Section 5. Meetings.

(A) The Board of Directors shall meet each year not later than sixty (60) days after the first day of the fiscal year to conduct its first meeting.
(B) Other regular meetings of the Board of Directors shall be conducted throughout the year, at times and places

determined by the Board. A minimum of thirty (30) days notice of a regular meeting shall be given to each Director. (C) Special meetings of the Board of Directors may be called by the President on such date and such place as the President may designate, or shall be called by the President upon written request of one-third of the Directors.

(1) Any call for a special meeting of the Board of Directors that requires their physical presence shall state the purpose, time, and place of the meeting, and shall be issued by mail/email at least ten (10) days in advance of such meeting, except that any call for the purpose of amending these Bylaws shall be issued according to Article XII of these Bylaws.

(2) Special board meetings may be convened and held via teleconference or email on timely, specific issues. Notice of such telephone meetings shall be provided to all board members by any method reasonably calculated to provide timely notice as appropriate for the circumstances and may include notice by telephone, facsimile, or electronic mail (email). Notice may be provided on the same day of the meeting.

Section 6. Voting.

(A) **Voting Rights.** Voting rights of a member of the Board of Director may not be delegated to another nor exercised by proxy.

(B) **Board Votes Without a Meeting.** Board members Board members may vote without a meeting on timely, specific issues via email, facsimile or other written document.

Article VI Officers

Section 1. Designation. The four (4) elected Officers of the Society shall be the President, the President-elect, the Secretary, and the Treasurer. The President-elect shall automatically assume the office of President upon the expiration of the President's term.

Section 2. Terms of Office. The President, the President-elect, the Secretary, and the Treasurer shall serve for one-year terms beginning upon their installation at the Annual meeting following their election.

Section 3. Election to Office. To be eligible for election as President-elect, Secretary, or Treasurer, a nominee must have been a member of the Society for at least two (2) successive years immediately preceding such election, and must have served as a Director of the Society.

Section 4. Succession to Office. Vacancies. In the event the President is unable to complete his or her term of office, the President-elect shall assume the position of President for the unexpired term. In the event any other officer is unable to complete his term of office, the Board of Directors shall appoint a person to fill the unexpired term of that officer.

Section 5. Duties of Officers.

(A) Duties of the President:

(1) The president shall be the chief elected officer and shall preside at all meetings of the membership and Board of Directors. The President shall represent the Society as its official spokesperson and act in its name, subject to its declared policies.

(2) The president is authorized to establish committees and to appoint committee chairs as needed to meet the Society's goals and objectives, subject to the approval of the Board of Directors. The President shall be a member ex-officio of all committees and shall be notified in advance of their meetings.

(3) The President shall make a report of his or her administration at the annual meeting and shall make any recommendations deemed necessary.

(B) Duties of the President-elect:

(1) To perform the duties of the President when requested to do so by the President.

(2) To preside over meetings and discharge other duties of the President in the absence of or due to the unavailability of the President.

(3) To prepare in writing such reports as may be called for by the President or the Board of Directors.

(4) To appoint all committee chairs prior to the beginning of the term as President.

(C) Duties of the Secretary:

(1) To serve as chairperson ex-officio of any Bylaws Task Force.

(2) To perform a review and update of the Society's policies and procedures manual. (3) To attest to documents as required and perform such other duties as may be duly assigned.

(D) Duties of the Treasurer:

(1) To review at least quarterly the books and records of the Society and report to the Board of Directors.

(2) To chair the Finance Committee and oversee the development of an annual operating budget.

(3) To report immediately to the Board of Directors any discrepancies in the Society's accounts and to make recommendations for improvements in procedure.

Section 6. Executive Committee.

(A) The Executive Committee shall have the authority to act on behalf of the Board of Directors according to the policies and instructions of the Board of Directors. The Executive Committee shall report such actions in full at the next Board of Directors meeting.

(B) The Executive Committee shall consist of the President, President-elect, Secretary, Treasurer, and the Immediate Past President. The Executive Director shall be Secretary ex-officio, without vote.

(C) A call for a special meeting of the Executive Committee that requires a physical presence shall state the purpose, time, and place of the meeting, and shall be issued by mail/email at least five (5) days in advance of such meeting.

Article VII Duties of the Executive Director

Duties of the Executive Director shall be to carry out the policies and programs of the association in accordance with the articles of incorporation, the bylaws and the policies of the Board of Directors.

Article VIII Nominations

Section 1. Nominating Committee.

(A) There shall be a Nominating Committee consisting of five (5) Regular members including the chair. The Immediate Past President shall serve as chair. In the event of the unavailability of the Immediate Past President to serve, the chair of the Nominating Committee shall be appointed by the President from the Regular members. The President-elect shall be an ex-officio, non-voting member of the Nominating Committee.

(B) The President shall appoint the four (4) Regular members of the Nominating Committee. Each member of the Nominating Committee shall serve a one-year (1) term.

Section 2. Nominating Committee Procedure.

(A) Not later than ninety (90) days before the Annual Meeting of the Society, the Nominating Committee shall request from Regular members, names for consideration for the offices of President-elect, Secretary, and Treasurer and for expiring positions on the Board of Directors. Such names must be submitted in writing and received by the Executive Director not later than sixty (60) days before the annual meeting, accompanied by a brief summary of each candidate's qualifications.

(B) The Nominating Committee shall, not later than forty-five (45) days before the annual meeting, consider and submit qualified candidates to the Board of Directors and the Regular members.

(C) Additional candidates for Directors may be placed in nomination by any Regular member by filing a written petition signed by a minimum of five (5) Regular members. This petition shall be filed with the Executive Director and received by the Society no later than thirty (30) days before the annual meeting of the Society.

(D) The Nominating Committee and the Executive Director shall certify any candidates qualifying for nomination by petition, and shall prepare the official ballot for the election of President-elect, Secretary, and Treasurer and for other positions on the Board of Directors.

Article IX Elections and Voting

Section 1. Election of Officers and Board Members

(A) The Election of Officers and Board members shall be by mail ballot. The Executive Director shall mail the official ballots to all Regular members not later than 25 days before the Annual Meeting. Ballots should be returned to a Certified Public Accountant, designated by the Board of Directors for counting votes, not later than five (5) days preceding the Annual Meeting.

Section 2. Proxy. Voting rights of a Regular member may not be delegated to another member nor exercised by proxy.

Section 3. Voting Majority. Unless otherwise specifically provided by these bylaws, any questions shall be decided by a simple majority of the votes cast.

Article X Committees

Section 1. Definitions. Committees, which are essential to the management and ongoing operations of the Society shall be classified as standing committees. A committee established to address short-term issues requiring timely action and special expertise shall be classified as a task force.

Section 2. Authority. Except as otherwise authorized in these Bylaws, any action by a committee shall be subject to the approval of the Board of Directors.

Article XI Antitrust Compliance Policy

It is the undeviating policy of this Society to comply strictly with the letter and spirit of all federal and state antitrust laws.

Article XII Amendments

Section 1. Any Regular member may propose amendments to these Bylaws. All proposed amendments must be submitted by mail/email to the Executive Director, including the reason(s) for the proposed amendments.

Section 2. Any amendments recommended for adoption by the Board must be sent by mail/email to each Regular member at least thirty (30) days prior to the meeting at which the amendments will be considered.

Section 3. These Bylaws may be amended or repealed and new Bylaws adopted at any Regular membership meeting by two-thirds of the votes cast.

Article XIII Miscellaneous

Section 1. Rules of Order. Robert's Rules of Order Newly Revised, when not in conflict with the Society's Articles of Incorporation, shall be recognized as the authority governing all meetings of the Society.

Section 2. Quorum. In all meetings, unless otherwise provided in these Bylaws, a majority of those entitled to vote shall constitute a quorum; voting must be in person and each person shall be entitled to only one vote; a majority of votes of those present and voting shall govern, and, in the event of a tie vote, the presiding officer or chairman shall cast a vote to break a tie.

Section 3. Dissolution. Upon dissolution or completion of the affairs of the Society, the Board of Directors, after providing for the payment of all obligations, shall determine the disposition of the remaining assets to a not-for-profit corporation.

Adopted 7/21/88

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