

# TENNESSEE ART EDUCATION ASSOCIATION

## BYLAWS

### *ARTICLE I MISSION STATEMENT*

The primary purposes of TENNESSEE ART EDUCATION ASSOCIATION, a Tennessee not-for-profit corporation (the "Association") are facilitating community education and other programs that advance quality visual arts education, promote professional development in the field of arts education, and influence the direction and quality of arts education. To this end, the Association is authorized to take any actions in furtherance of such forgoing purposes and permitted by the Tennessee Nonprofit Corporation Act and to make contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) and/or contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986. Notwithstanding any other provisions of these Bylaws, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) and/or contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue law.

### *ARTICLE II CHARTER*

As used in these Bylaws, "Charter" means the Amended and Restated Charter of the Association filed with the Tennessee Secretary of State on October 21, 2019, and any extension, amendment, or modification of said Amended and Restated Charter. In the event of any conflict between a provision of these Bylaws and a provision of the Charter, the provision of the Charter shall govern. The Charter can be amended or modified only if the proposed amendment or modification is approved by the Board and then submitted to the Members for their approval, which requires that a copy of the proposed amendment or modification be sent by email or other electronic process to all Members no fewer than 20 days prior to the proposed approval date. Approval of a proposed amendment or modification shall require the vote of the majority of Members voting at a meeting in which a quorum is present or, if the voter shall be taken by email without a meeting, then by the vote of a majority of the Members.

### *ARTICLE III DIRECTORS*

The Board of Directors of the Association (hereinafter called "Directors" or the "Board") shall be the governing body of the Association, subject to the Charter.

#### *Section 1. Number, Election, Classification, Terms.*

(a) The Board shall consist of the following 11 voting members:

(1) Two Regional Directors who are residents of each of the three grand divisions of the state of Tennessee, as specified in the Charter and to be elected by the Members; and

(2) The President Elect, Secretary and Treasurer, to be elected by the Members; and

(3) the current President and the immediate Past President.

(b) Elected Directors shall be elected at the Annual Meeting of the Members or by the members by an electronic process, for a term of two (2) years, or until their successors shall have been elected according to these Bylaws.

(c) All Directors' terms shall begin on the first day of January. No person may serve more than six (6) consecutive years as a Regional Director, which six (6) consecutive years shall exclude any unexpired term to which such Regional Director may have been initially elected, time served as an elected Officer; and time served on the Board as an ex officio member.

(d) Each of the Immediate Past President, President, President elect, Secretary, and Treasurer shall be a Director during the term of such office. Any Regional Director who is elected to an office shall continue to serve on the Board as such Officer, not as Regional Director, during such person's term in such office and any succeeding office to which such person may be elected. Any Officer so serving shall have all of the rights, duties, and responsibilities as the Regional and other Directors.

#### *Section 2. Vacancies.*

Vacancies occurring in the Board of Directors through death, resignation, incapacity, or for any other reason, shall be filled for the remainder of the unexpired term, by the concurring vote of the majority of the remaining Directors present at any regular or special meeting of the Board.

#### *Section 3. Ex Officio Directors.*

The non-voting Ex Officio members of the Board of Directors shall be all chairs of standing committees and such project chairs as may be designated from time to time by the Board of Directors. All such ex officio Directors shall be entitled to attend all Board of Directors meetings and to participate in any discussions or deliberations conducted at any such meeting but shall not be entitled to vote. The only Directors entitled to vote shall be those who have been elected to a Directorship or an office by the members. All references in these bylaws to Directors or the Board shall mean only the elected voting Directors, unless specifically including ex officio Directors.

#### *Section 4. Conduct of Business.*

The Directors shall adopt such rules and regulations for the conduct of their meetings and the management of their affairs as they may deem proper, not inconsistent with the Charter. Robert's Rules of Order shall be deemed appropriate in all instances where rules

and regulations to the contrary have not been adopted. Unless otherwise specifically provided by these Bylaws, the Board shall act upon a vote of a majority of the Directors present at the time of such vote, if a quorum is then present.

*Section 5. Meetings of Directors.*

(a) Regular meetings of the Board shall be held at least four (4) times a year, on such dates as the President shall determine. The Board may choose by majority vote to cancel or reschedule the next scheduled meeting. All Board meetings shall be held in Tennessee or by electronic teleconferencing. Any Director absent from three (3) consecutive regular meetings may, by action of the Board, be dropped from membership on the Board.

(b) Special meetings of the Board may be held (i) at such times as may from time to time be set by twenty-five percent (25%) or more of the Board; or (ii) upon call of the President.

(c) Six (6) of the voting members of the Board shall constitute a quorum.

(d) Every then serving (voting and ex officio) Director shall be given written notice of each meeting of the Board, by email sent to the email address or addresses of such Director shown on the records of the Association, at least five (5) days prior to the date of the meeting. Said notice shall give the time and place and, if known, the purpose of the meeting. No such notice need be given of adjourned meetings. A meeting held without such notice shall be valid if not less than eight (8) of the then serving voting Directors shall have waived (in writing) notice of such meeting.

(e) The Board may also act upon the unanimous written consent of all of the then serving Directors, without a meeting. Such written consent may be obtained through the means of email or comparable electronic correspondence.

(f) The board may also meet by means of conference telephone, electronic conferencing, or any similar means permitted by applicable law, so long as such method of meeting is approved by no less than eight (8) of the then serving Directors.

*Section 6. Authority of the Board.*

All powers and authority for the operation of the Association are hereby granted to and vested in the Board. Without limiting the foregoing, the Board shall have authority to perform the following functions:

(a) Filling vacancies in any office or Directorship for the remainder of the term thereof.

(b) Electing or appointing ex officio members of the board.

(c) Approve the capital and operating budgets for each fiscal year of the Association, which shall be presented to the Board for review and approval, by the President or Treasurer, prior to or within sixty (60) days immediately following the first day of the applicable fiscal year of the Association, and any material modification to any approved budget. A material modification is one which increases or decreases any individual item on the budget by more than twenty percent (20%) or which (together with other modifications that fiscal year)

increases or decreases the total income or total expenditures on the budget by more than ten percent (10%).

(d) Approve such major policies and programs of the Association as any Officer or committee chairman, or the President, may, from time to time, determine to submit for such Board approval.

#### *Section 7. Qualifications.*

Every Elected Director or Officer must be a member in good standing of the Association and a Tennessee resident as defined in the Charter. A Director elected to represent one of the three grand divisions of Tennessee must also either be a resident of that grand division or have his principal place of employment in that grand division. An elected Director or Officer who had the appropriate residency or place of employment when first elected may thereafter continue to serve and/or be reelected to the same position if his or her residency or place of employment should change.

#### *Section 8. Compensation.*

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with provisions below relating to Contracts Involving Board Members and/or Officers as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Association in any other capacity and receiving compensation for services rendered.

### **ARTICLE IV MEMBERS**

The Association will have members, as provided in the Charter and the Tennessee Nonprofit Corporation Act. All members must be Tennessee residents and otherwise have the qualifications, and pay the annual dues, from time to time provided by the Board of Directors. As provided in the Charter, a person will be considered a Tennessee resident if that person's principal place of employment is in the state of Tennessee, or that person is a student at a school located in Tennessee, and that person's principal residence is either in the state of Tennessee or an adjoining state. Once a person qualifies for membership, that person will continue to so qualify if his/her residency should change. Any person meeting the aforesaid requirements may become a member of the Association. The members will elect the Regional Directors and the Officers at an annual meeting of members, which annual meeting shall be in the state of Tennessee and otherwise at such time and place as the Board shall determine. Notice of any meeting of members shall be given by email or other electronic process no fewer than 15 days prior to the meeting and addressed to each member at that member's last known address. A quorum shall consist of no fewer than 25% of the members in good standing. In lieu of a meeting, a vote of the members may also be conducted by email or other electronic process, at such time and under such circumstances and procedures as the Board may determine. The Charter can only be amended or modified with the approval of the members.

## ARTICLE V COMMITTEES

The Association shall have the following standing committees, which shall be appointed and governed, as provided in this Article:

### *Section 1. Nominating Committee.*

The Nominating Committee shall consist of not fewer than three (3) Directors nor more than nine (9) Directors appointed by the Chair. Other Members of the Association may also be appointed to the Nominating Committee. The Nominating Committee shall be chaired by a Director selected by the President. The responsibilities of the Nominating Committee include (i) identification, recruitment, and orientation of Directors; and (ii) making nominations for Officers and Directors for special and annual elections; and (iii) identification and recruitment of committee chairs and other ex officio members of the Board. The Nominating Committee shall develop, and present to the Board for approval, appropriate standards and expectations for Officers and Directors of the Association and shall monitor accountability for meeting such standards and expectations, through an annual board member self-evaluation survey and other appropriate means.

### *Section 2. Finance and Budget Committee.*

The Finance and Budget Committee shall consist of such number of persons as the President may appoint. The Treasurer of the Association shall be a member of the Finance and Budget Committee. The responsibilities of the Finance and Budget Committee include (i) reviewing the administrative and financial structure of the Association, (ii) receiving and reviewing reports of the President and Treasurer regarding financial matters and policies, (iii) reviewing projections and budgets for the improvement and operation of the Association, (iv) overseeing short term investment of funds of the Association, and (v) such additional responsibilities as the Board may from time to time assign to the committee. The Finance and Budget Committee will also select the firm of Certified Public Accountants who shall serve the Association, receive and review the annual audited statements prepared and certified by such firm, and present such statements to the Board.

### *Section 3. Fund Raising Committee.*

The Fund Raising Committee shall review, plan, and advise the Board regarding all capital and other fund raising activities of the Association other than special events. The chairs of the any Special Events task force and the Conference and Event Committee will serve as a member of the Fund Raising Committee for coordination purposes.

### *Section 4. Conference and Event Committee.*

The Conference and Event Committee shall review, plan, support, and advise the board regarding all Conference and Event activities and programs of the Association.

*Section 5. Communications Committee.*

The Communications Committee will review plan report and advise the board regarding the website, email, marketing, public relations, branding and other comparable communications from the Association to the members or to the general public.

*Section 6. Other Committees.*

The President may appoint such additional standing committees to those described above as the President may determine from time to time to be needed for the work of the Association, subject to approval of the Board.

*Section 7. Committee Structure.*

If the Chair or Vice Chair of any standing committee is not a Director of the Association, then a Director of the Association shall be appointed the Board liaison to the committee. Committee Chairs, Vice Chairs (if any) and Board Liaisons (if any) shall be nominated by the President and subject to confirmation by the Board. All other committee members shall be selected by the Committee Chair, subject to confirmation by the Board. Provided, however, any person so appointed shall begin to serve immediately on appointment without waiting for such Board confirmation. All members of committees shall serve for a term of one year from date of election or appointment or until their successors have been elected or appointed, and may be re-elected or re-appointed. One third (1/3) of the then serving members of any committee shall constitute a quorum, and decisions of any committee shall be made by a majority of those present and voting at a meeting at which a quorum is present. All committee meetings shall be called by the chair of the committee, as needed, on at least five (5) days prior notice by email or other electronic process to all members of the committee. Unless otherwise specified herein, committee members, subcommittee members and chairs, and chairs of committees other than those described above in these Bylaws need not be Directors. Any Committee may take action by unanimous written consent, email or other electronic process, conference call, or other means as permitted under the Tennessee Nonprofit Corporation Act and as shall be approved from time to time by the Board.

*Section 8. Task Forces.* The President may establish and appoint, from time to time, such special task forces as may be needed or desirable to carry on the work of the Association, including (for example) Task Forces for Member meetings, Marketing and Membership, Technology, Human Resources, Investment and Endowment, Government and Community Relations, Special Events and Volunteers. A Task Force shall be established to work on a particular project, event, or situation of limited duration. Otherwise, each Task Force shall be appointed and governed, and its leaders selected, in the same manner as provided above for standing committees.

**ARTICLE VI  
OFFICERS**

*Section 1. Officers.* The Association shall have the following Officers: President, President-elect, a Secretary, and a Treasurer, with such one or more Assistant Secretaries and Assistant Treasurers as the Board may determine from time to time. The immediate past President is also an Officer. The above described Officers, with the exception of those

elected by the Board to fill vacancies, or for any other purpose sanctioned by these Bylaws, shall be elected by the Members substantially annually, and shall serve terms of two (2) calendar years each, or later until the Officer's successor shall be elected. An elected Officer need not be a Director prior to election. Should any office become vacant by reason of resignation, incapacity, or death or for any other cause, the Board shall request the nominating committee to make appropriate nomination or nominations and proceed to the election of a successor who shall thereupon serve the remainder of the unexpired term. Except for time served in filling vacancies for unexpired terms, no person shall serve for more than three (3) consecutive two year terms in any particular office of the Association. Any elected Officer may be removed from office by the Board, for cause. No person can serve in more than one office simultaneously.

#### *Section 2. President.*

(a) The *President* shall preside over all meetings of the Members and of the Board that shall be held during that *President's* term of office.

(b) The *President* shall sign and execute all deeds, mortgages, conveyances and contracts in the name of the Association or Board as is required.

(c) The *President* shall otherwise have general oversight of the affairs of the Association and perform all duties incident to such office.

#### *Section 3. President-elect.*

The *President-elect* shall perform the duties of the *President* in the absence of or during the incapacity of the *President*, shall discharge such other duties as the Board may direct, and shall succeed to the office of *President* following the end of the final term of the then serving *President*.

#### *Section 4. Treasurer.*

The *Treasurer* shall be the principal financial Officer of the Association, shall oversee the keeping of funds and financial records by the Association, and shall report on same to the Board. The *Treasurer* shall be a member of the Finance and Budget Committee.

#### *Section 5. Assistant Treasurer.*

The Board may appoint an *Assistant Treasurer* from time to time, who shall not become a voting member of the Board by reason of such appointment (but shall continue to be a Director if he/she was a Director prior to appointment). The *Assistant Treasurer*, if any, shall perform all the duties of the *Treasurer* in the latter's absence or incapacity.

#### *Section 6. Secretary.*

(a) The *Secretary* shall cause the minutes of the meetings of the Board and of the Members to be kept.

(b) The *Secretary* shall cause the giving and serving of all notices and shall attest the signature of the Association in all instances of conveyances and contracts and other

necessary instruments. The Secretary shall cause a copy of the minutes of each meeting of the Board to be emailed to the members of the Board.

(c) The Secretary may also be Legal Counsel to the Association; or the *President*, subject to Board approval, may appoint a person other than the Secretary to be Legal Counsel to the Association. The Legal Counsel shall not become a member of the Board by reason of such appointment (but shall continue to be a Director if he/she was a Director prior to appointment). The law firm in which said Legal Counsel is employed may be selected to be lawyers for the Association, subject to Board approval.

*Section 7. Assistant Secretary.*

The Board may appoint an Assistant Secretary from time to time, who shall not become a member of the Board by reason of such appointment (but shall continue to be a Director if he/she was a Director prior to appointment). The Assistant Secretary, if any, shall perform all the duties of the Secretary in the latter's absence or incapacity.

*ARTICLE VII  
DISBURSEMENT OF FUNDS*

All checks, charges, drafts, notes and orders for the payment of money and disbursement of the funds of the Association shall be signed and countersigned by any two of the elected Officers and, if a payment is payable to any Officer, then the signatories shall not include that Officer. Any person seeking reimbursement from the Association must submit their request for reimbursement within 90 days following the item sought to be reimbursed.

*ARTICLE VIII  
AMENDMENTS TO BYLAWS*

These Bylaws may be altered or rescinded by the Board in any regular meeting where notice has been given that an amendment will be on the agenda or at any special meeting called for that purpose, which notice shall include the text of the proposed amendment. Any such amendment shall require a two-thirds (2/3) majority vote of the Directors present at such meeting, a quorum of the Board being present.

*ARTICLE IX  
STANDARD OF CARE*

*Section 1. General.* A Director shall perform all the duties of a Director, including, but not limited to, duties as a member of any committee of the Association on which the Director may serve, in such a manner as the Director deems to be in the best interest of the Association and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances. In the performance of the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:



- A. One or more Officers or employees of the Association whom the Director deems to be reliable and competent in the matters presented;
- B. Counsel, independent accountants, or other persons, as to the matters which the Director deems to be within such person's professional or expert competence; or
- C. A committee of the Association upon which the Director does not serve, as to matters within its designated authority, which committee the Director deems to merit confidence;

so long as in any such case the Director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in this Article - Standard of Care, any person who performs the duties of a Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Association, or assets held by it, are dedicated.

*Section 2. Loans.* The Association shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Association may advance money to a Director or Officer of the Association for expenses reasonably anticipated to be incurred in the performance of the duties of such Officer or Director, so long as such individual would be entitled to be reimbursed for such expenses absent that advance, and such advance is approved by no fewer than two Officers and provided in Article VII above.

*Section 3. Procedures and Records* All minutes of the Board Meetings, when applicable, shall contain the following information:

- A. The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

*Section 4. Acknowledgment of Conflict of Interest Policy* Each Director, Officer, and member of a committee with Board delegated powers shall be required to sign a statement provided by the Association which affirms that such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands that the Association is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

*ARTICLE X*  
INDEMNIFICATION

To the fullest extent permitted by law, the Association shall indemnify its "agents," as described by law, including its Directors, Officers, members, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," 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 as described in the Tennessee Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article. The Association shall have the power to purchase and maintain insurance on behalf of any agent of the Association, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

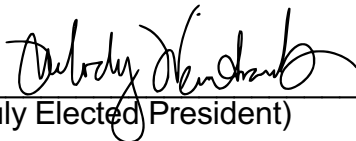
*ARTICLE XI*  
FISCAL YEAR

The fiscal year for this Association shall end on the last day of July.

CERTIFICATE OF PRESIDENT

I hereby certify that I am the current elected and acting President of the Association, and the above bylaws are the bylaws of this Association as adopted by the Board of Directors on May 15, 2020, and that they have not been amended or modified since the above date of adoption.

EXECUTED as of this 15th day of May, 2020, in the County of Shelby, in the State of Tennessee.

  
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(Duly Elected President)