

TENNESSEE

Alternative Education Association

**ARTICLES OF
INCORPORATION
&
GOVERNING
BY-LAWS**

RATIFIED (AUGUST 2001)

AMENDED (JUNE 2012)

ARTICLE I: OFFICES

The principal office of the Tennessee Alternative Education Association, Inc. (known as the “Corporation” in the Articles of Incorporation, and hereinafter the “Association”) shall be established and maintained as designated in the Articles of Incorporation. The Association may also have offices at such places within the state of Tennessee as the Board of Directors may from time to time establish.

ARTICLE II: PURPOSE

Section 1. The purposes for which the Association is formed are those set forth in its Articles of Incorporation and presented herewith.

Section 2. The Tennessee Alternative Education Association or TAEA is a membership-based organization dedicated to exemplary practice, professional development, knowledge sharing, public policy development, and advocacy aimed at advancing alternative and nontraditional education in Tennessee and beyond.

Section 3. TAEA will accomplish said purpose by engaging in the following types of professional activities:

- Providing fellowship and membership for professionals who work on behalf of student’s receiving alternative and nontraditional educational programming.
- Providing a current set of research-based exemplary practices.
- Providing a platform for professional development via an annual conference and other relevant training opportunities.
- Providing communication outlets to share relevant information to our membership.
- Providing public policy recommendations to the Tennessee State Department of Education, the Tennessee State Board of Education, the Tennessee General Assembly, the United States Department of Education, and the United States Congress.
- Providing advocacy for professionals working in the field and for students receiving our educational services.

Section 4. The Association is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Association is distributable to or inures to the benefit of its directors or officers except to the extent permitted under the Not-for-Profit Corporation Laws of the state of Tennessee. The Association shall not participate in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. The Association may lease, and, by gift, devise, or purchase, own and operate real estate for corporate purposes; and the Association may also solicit

donations and accept money or personal property in aid of its purposes and to maintain the same.

ARTICLE III: MEMBERS

Section 1. Any individual who subscribes to the purposes and basic policies of the Association may become a member of the Association subject only to compliance with the provisions of the Articles of Incorporation and the Governing By-Laws.

Section 2. Free membership will be offered to individuals. Only persons 18 years of age or older may join the Association.

Section 3. Only members in good standing with the Association shall be eligible to participate in its business meetings or to serve in any of its elective or appointive positions.

Section 4. Membership in the Association is complimentary to persons who attend the Annual Meeting or who join via the website at <http://www.the-taea.org>.

ARTICLE IV: OFFICERS

Section 1. Officers

Section 1.1. The Officers of the Association shall consist of (9) Directors At-Large geographically representing EAST, MIDDLE, and WEST Tennessee. Four (4) of the Directors At-Large positions will also **concurrently** hold the leadership positions of President, Vice President, Secretary, and Treasurer. Those (4) leadership positions are determined by a simple majority vote of the (9) Directors At-Large at the first Officer's meeting immediately following the Annual Meeting of the Membership and Election (where Director's At-Large are elected). First, the President is determined with the following order used to determine the remaining leadership positions: Vice President, Secretary, and Treasurer. To begin said process, an Officer must nominate a Director At-Large via a motion with another Officer seconding the first motion. An Officer CANNOT nominate him or herself. If a simple majority of Officers are in favor of the motion and appointment, then the motion and appointment carry. If the motion does NOT carry, this process is repeated until a Director At-Large has the necessary votes of the (9) Officers to carry the leadership position. While the term of office for Director At-Large positions are (2) years, the term of office for each leadership position is (1) year with leadership positions determined each year by Directors At-Large immediately following the Annual Meeting and Election.

Section 1.2. The terms of office, as well as election cycle of the Officers and Directors At-Large are established as follows:

Position	Term of Office	Election Cycle
Director At-Large, EAST	2 years	(Even Year)

Director At-Large, EAST	2 years	(Odd Year)
Director At-Large, EAST	2 years	(Even Year)
Director At-Large, MIDDLE	2 years	(Odd Year)
Director At-Large, MIDDLE	2 years	(Even Year)
Director At-Large, MIDDLE	2 years	(Odd Year)
Director At-Large, WEST	2 years	(Even Year)
Director At-Large, WEST	2 years	(Odd Year)
Director At-Large, WEST	2 years	(Even Year)

Section 1.3. The three (3) geographical regions noted above (EAST, MIDDLE, WEST) for the (9) Director At-Large positions are defined as follows:

EAST: Anderson, Bledsoe, Blount, Bradley, Campbell, Carter, Claiborne, Cocke, Cumberland, Grainger, Greene, Hamilton, Hamblen, Hawkins, Jefferson, Johnson, Knox, Loudon, McMinn, Meigs, Monroe, Morgan, Polk, Rhea, Roane, Sevier, Sullivan, Unicoi, Union, and Washington.

MIDDLE: Bedford, Cannon, Cheatham, Clay, Coffee, Davidson, Dekalb, Dickson, Fentress, Franklin, Giles, Grundy, Hickman, Houston, Humphreys, Jackson, Lawrence, Lewis, Lincoln, Macon, Marshall, Maury, Montgomery, Moore, Overton, Perry, Pickett, Putnam, Robertson, Rutherford, Sequachie, Smith, Stewart, Sumner, Trousdale, VanBuren, Warren, Wayne, White, Williamson, and Wilson.

WEST: Benton, Carroll, Chester, Crockett, Decatur, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Lake, Lauderdale, McNairy, Madison, Obion, Shelby, Tipton, and Weakley.

Section. 1.4. Members will elect Directors At-Large at the Annual Meeting according to the schedule noted above.

Section 1.5. Officers shall assume their official duties following the adjournment of the Annual Meeting at which they are elected.

Section 1.6. Office-Holding Limitation. No member shall hold more than (1) Director At-Large Position at a time and no Director At-Large shall be eligible to serve more than (4) **consecutive** years in the same leadership position (i.e., President, Vice President, Secretary, and Treasurer).

Section 2. Nomination Procedure and Time of Election

Section 2.1. The Annual Election of Officers shall be conducted by the Ballot Method.

Section 2.2. The Board of Directors shall appoint a Nominating Committee and its Chairperson. The Nominating Committee shall be composed of three Members, including the Chairperson, who will be appointed at a regular meeting of the Board at least (20) days prior to the election.

Section 2.3. The Board of Directors shall empower the Nominating Committee to receive nominations and conduct the Annual Election of Officers by the Ballot Method and as provided in the Nominating Committee CHARTER, the corporation Policy for Elections, and the corporation Procedures for Elections.

Section 2.4. Only those persons who have signified their consent to serve if elected shall be nominated for and/or elected to such office.

Section 3. Vacancy.

A vacancy occurring in any office shall be filled for the unexpired term with a nomination made by the President, two motions in favor of said nomination, and a simple majority vote of the remaining members of the Board of Directors. In the event that a vacancy occurs in the office of the Presidency, the Vice President shall **automatically** assume the vacated position and fill his or her vacated position for the remainder of the term.

Section 4. Duties

Section 4.1. The President shall preside at all meetings of the Association and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these By-Laws or assigned to the President by the Association or by the Board of Directors and shall coordinate the work of the Officers and Committees of the Association in order that the purpose of said duty may be promoted.

Section 4.2. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence or disability of that Officer to act.

Section 4.3. The Secretary shall record the minutes of all meetings of the Association and of the Board of Directors and shall perform such other duties as may be delegated to him.

Section 4.4. The Treasurer shall have custody of all of the funds of the Association; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the Association, Board of Directors, or a special committee. The Treasurer shall present a financial statement at every meeting of the Association and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall be responsible for the maintenance of such books of accounts and records as to conform to the requirements of the By-Laws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than (3) members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The auditing

committee shall be appointed by the Board of Directors at least (2) weeks before the annual meeting.

Section 4.5. All Officers shall:

Perform duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time; and

Deliver to their successors all official material not later than (10) days following the election of their successors.

ARTICLE V: MEETINGS

Section 1. The President shall announce the date, time and place of the Annual Meeting of the Membership at least (120) days in advance of the first day of the Annual Meeting.

Section 2. A Quorum is the number of members present at a regular, annual, or special meeting of the membership.

Section 3. Each member shall be entitled to (1) vote at each meeting of the membership and upon each proposal, matter, or motion.

Section 4. All proposals, matters, and motions presented at a meeting of the members shall be decided by a simple majority vote of the members who vote “yes” or “no” at said meeting.

ARTICLE VI: BOARD OF DIRECTORS [The Executive Board]

Section 1. The Board of Directors may consist of the Officers of the Association. Each Director shall be at least (18) years of age. The members of the Board of Directors shall serve until the election and qualification of the successors.

Section 2. Duties of the Board of Directors

Section 2.1. To transact necessary business in the intervals between meetings of the Association and such other business as may be referred to it by the Association;

Section 2.2. To create standing committees;

Section 2.3. To approve the plans of work of the standing committees;

Section 2.4. To present a report at the regular meetings of the Association;

Section 2.5. To appoint an auditor or auditing committee at least (2) weeks before the annual meeting to audit the Treasurer's accounts;

Section 2.6. To prepare and submit to the Association for approval a budget for the fiscal year; and

Section 2.7. To approve routine bills within the limits of the budget.

Section 3. Regular meetings of the Board of Directors shall be held once a month. A *simple majority* of the Board of Directors shall constitute a quorum. Special meetings of the Board of Directors may be called by the President or by a simple majority of the members of the Board upon (2) days written or electronic notice.

Section 3.1. Each Director shall be entitled to (1) vote at each meeting of the Directors and upon each proposal, matter, or motion.

Section 3.2. All proposals, matters, or motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present for said meeting.

Section 3.3. The Board of Directors may meet in person or by videoconference or teleconference.

Section 4. Removal of Officers and Directors

Officers and directors shall be automatically removed from office at the end of the third meeting from which the member is absent, unless the Board of Directors, by a simple majority vote of members entitled to vote, declares that one or more of the member's absences are excused.

ARTICLE VII: COMMITTEES

Section 1. The Board of Directors may create such Standing Committees as it may deem necessary to promote the purposes and carry on the work of the Association. The term of each Chairperson shall be one year and until the election and qualification of a successor.

Section 2. The Chairperson of each Standing Committee shall propose a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.

Section 3. The power to form special committees and appoint their members rests with the Association.

Section 4. The President shall be a member *ex officio* of all Standing Committees except the Nominating Committee.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised (10th Edition) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

ARTICLE IX: AMENDMENTS

These By-Laws may be amended, repealed, or altered in whole or in part by a *simple majority* vote at any regular or special meeting of the Executive Board of Directors of the Association.

ARTICLE X: BASIC POLICIES

Section 1. The Association shall be noncommercial, nonsectarian, and nonpartisan.

Section 2. The name of the Association or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not related to promotion of the purposes of the Association.

Section 3. The Association may cooperate with other organizations and agencies concerned with **[child welfare]** but persons representing the Association in such matters shall make no commitment that binds the Association.

--- Nothing Follows ---