

TENNESSEE ASSOCIATION OF CRAFT ARTISTS, By-Laws

Proposed Amendments for Board Approval Blue = Original Text, Black=Proposed

ARTICLE I: NAME, PURPOSE

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ARTICLE II: MEMBERSHIP

Section 1. Membership is open to any interested individual, group, business or organization.

Section 2. To be a member in good standing, dues shall be paid in full. The Governing Board shall from time to time at its discretion establish membership classifications and dues therefore as necessary.

Section 3. An Honorary Member shall be a person who has made an important contribution to the development of the crafts in the State of Tennessee. Honorary Members, nominated by the Board and elected by the general membership, shall have all the privileges of membership in good standing for life.

ARTICLE II: MEMBERSHIP

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Section 2. To be a member in good standing, dues shall be paid in full.

Section 3. The Governing Board shall from time to time, at its discretion establish Membership classifications and dues.

Section 4. An Honorary Member nominated by the Governing Board and elected by the General Membership, shall be a person who has made an important contribution to craft in the State of Tennessee and have all the privileges of Membership in good standing for life.

ARTICLE III: THE GOVERNING BOARD

Section 1. The Governing Board (hereinafter referred to as the Board) of the Tennessee Association of Craft Artists (hereinafter referred to as TACA) shall consist of one (1) member elected from each of the recognized chapters, at least three (3), but no more than twelve (12), members-at-large elected state-wide, and whatever officers the Board deems necessary to the successful discharge of its duties. However, in no case shall there be fewer than three (3) designated officers, one of whom shall serve as president. Members-at-large shall include selected non-artist, community leaders.

Section 2. Any member in good standing may serve as a member of the Board.

Section 3. There shall be recognized local chapters following a petition in writing to the Board and upon approval of such petitions by a majority of the members, present and voting, of the Board.

ARTICLE III: THE GOVERNING BOARD

Section 1. The Governing Board of Tennessee Craft shall consist of:

- a) No fewer than three (3) designated officers, one of whom shall be the President.
- b) Requisite Board members include one (1) Chapter representative elected by the membership of the chapter, at least three (3), but no more than twelve (12) members at large which may include selected non-artist, community leaders elected state-wide.
- c) The Governing Board may add additional officers as it deems necessary to successfully discharge its duties.

Section 2. Any member in good standing may serve as a member of the Governing Board if elected (*See Article IV.*)

ARTICLE IV: ELECTION OF THE BOARD

Section 1. A nominating committee composed of 3-5 Board members in good standing shall submit a slate of one or more candidates for each office and at-large position to the membership 30 days prior to election. A person may not be nominated without her or his consent.

Section 2. The term of office shall be for two years. No person shall hold the same position on the Board for more than two consecutive terms.

Section 3. The officers shall be elected by the membership and take office January 1st. The members-at-large shall be elected in a similar manner on alternate years.

Section 4. A majority of votes cast by members in good standing shall elect.

Section 5. The Chapter representatives to the Board shall be elected, one each for a two-year term of office beginning January 1st, by the majority vote of those members from the region in attendance and in good standing at a general meeting held within the geographical region.

ARTICLE IV: ELECTION OF THE BOARD

Section 1. A nominating committee composed of a minimum of 3 Governing Board members in good standing as appointed by the President, shall vet and provide the Executive Board a suggested slate of one or more candidates for each office and at-large positions. A person may not be nominated without their consent.

- a) The Executive Board (*See Article VI*) recommends a suggested slate to the Governing Board for approval. The slate must be voted on and approved by the Governing Board by a simple majority of the duly filled seats.
- b) Upon approval by the Governing Board, the slate must be voted on and approved by the General Membership. General Membership must be notified in writing of proposed slate and has 30 days to respond. Slate is voted on and approved by simple majority of respondents.

Section 2. The term of office shall be for two years. No person shall hold the same position on the Governing Board for more than two consecutive terms.

Section 3. The officers shall be elected by the Membership and take office January 1st.

Section 4. One Chapter Representative to the Governing Board from each Chapter shall be elected, for a two-year term of office beginning January 1st, by the majority vote of responding Chapter members in good standing.

- a) Chapter Leadership shall give written notice to their chapter membership no more than thirty (30) days prior to the in-person, remote or hybrid date for the vote process. Chapter leadership will advise the full Governing Board of the results within five (5) business days of the vote.

Section 5. In the event of an open board seat during a term, the Executive Board (*See Article VI*) shall solicit qualified nominees from the Board.

- a) The Executive Board recommends a suggested slate to the Governing Board for approval. The slate must be voted on and approved by the Governing Board by a simple majority of the duly filled seats.
 1. Filling an open seat for a partial term does not require a vote by the general membership
 2. The newly elected member will serve the remaining term. If re-nominated at the end of the term, they may still serve two full terms if re-elected by the Governing Board and the General membership.

ARTICLE V: DUTIES OF THE BOARD

Section 1. The Board shall be responsible for conducting the business and implementing the projects of this organization; shall fill vacancies of officers and at-large members until the next election; and shall call general membership meetings and plan those agendas. It shall employ an administrator or other employees whose duties and title shall be defined by the Board.

Section 2. The Board may meet at such place and time as shall be fixed by the consent of its members.

Section 3. The president of the Board shall have the authority to call special meetings of the Board on 20 days notice to each Board member by mail, and it shall be the duty of the president to call special meetings whenever three (3) Board members shall request him/her to do so.

Section 4. The Board is responsible for interpreting the Bylaws. The Board is subject to the orders of this organization and none of its acts shall conflict with these orders

ARTICLE V: DUTIES OF THE GOVERNING BOARD

Section 1. The Governing Board shall be responsible for conducting the business and implementing the projects of the organization, fill vacancies of officers and at-large members until the next election, call General Membership meetings, plan and publish agendas prior to general meetings.

Section 2. The Governing Board is responsible for the hiring and annual review of the Executive Director. The Executive Director shall be responsible for hiring and supervising all staff with general oversight of the Governing Board.

- a) The President calls together a select Search Committee from within the Governing Board to search, vet and interview potentially qualified candidates for the position of Executive Director.
- b) The President and the Search Committee shall tentatively offer the position to the most qualified candidate. If the candidate accepts the tentative offer, the Search Committee forwards the choice to the Executive Board for approval. Approval is by simple majority of the Executive Board.

Section 3. The Governing Board may meet at such place and time as shall be fixed by the consent of its members.

Section 4. The President of the Governing Board shall have the authority to call special meetings of the Governing Board on 14 days' notice to each Governing Board member in writing.

- a) It shall be the duty of the President to call special meetings whenever three (3) Governing Board members shall make written request.

Section 5. The Governing Board is responsible for interpreting the By-laws. The Governing Board is subject to the orders of this Organization and none of its acts shall conflict with these orders.

ARTICLE VI: EXECUTIVE COMMITTEE

Section 1. The president of the Board, upon assuming office, shall convene an executive committee to serve for the duration of the president's term of office. Members of the executive committee shall be the president, who will chair the committee, vice president, secretary, treasurer, and Board members elected by the Board at the beginning of each year.

Section 2. The duties of the executive committee shall be as follows: a) to establish an agenda for meetings of the Board and/or of the general membership; b) to exercise the powers of the Board in the management of the business affairs of the organization; and c) to carry out such additional activities as are assigned it by the president.

Section 3. The president shall report to the Board any actions taken by the Executive Committee at, or prior to, the Board's next regularly scheduled meeting.

ARTICLE VI: EXECUTIVE BOARD

Section 1. The President of the Governing Board, upon assuming office, shall convene an Executive Board to serve for the duration of the President's term of office. Members of the Executive Board shall be the President, who will chair the board, Vice President, Secretary, Treasurer and additional members drawn from the Governing Board as deemed necessary to fulfill the Executive Board's duties.

Section 2. The duties of the Executive Board shall be as follows:

- a) To establish an agenda for meetings of the Governing Board and/or of the General Membership.
- b) To exercise the powers of the Governing Board in the management of the business affairs of the organization.
- c) To carry out such additional activities as are assigned it by the President.

Section 3. The President shall report to the Governing Board any actions taken by the Executive Board prior to the Board's next regularly scheduled meeting.

ARTICLE VII: MEETINGS

Section 1. At least one general membership meeting shall be held annually. Special meetings may be called by the president and/or on petition of 10 percent of the members in good standing.

Section 2. All members shall be notified in writing at least two weeks in advance of any meeting.

Section 3. All members in good standing are eligible to vote.

Section 4. At all meetings of this organization 2/3 of all filled board position members shall constitute a quorum

ARTICLE VII: MEETINGS

Section 1. There shall be no fewer than four (4) Governing Board meetings in each calendar year.

- a) One of which must be an in-person board meeting. Others may be virtual or hybrid meetings.
- b) As deemed necessary, the President may call additional Governing Board meetings.
- c) Attendance at Governing Board meetings is limited to Governing Board members in good standing, with the exception of one annual meeting which is open to General Membership.
 - 1. All General Members shall be notified at least fourteen (14) days in advance of the meeting date.
- d) At all Governing Board meetings of the organization, 2/3 of all filled board position members shall constitute a quorum.

Section 2. General meetings may be called by the President and/or upon written petition of 10 percent of the General members in good standing. All members in good standing are eligible to vote.

ARTICLE VIII: FISCAL YEAR

Section 1. The fiscal year shall be from July 1 to June 30.

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ARTICLE IX: COMMITTEES

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ARTICLE IX: COMMITTEES

Section 1. The President of the Governing Board shall have the authority to establish, appoint the Membership of, and charge committees as needed to accomplish the work of the organization, except as otherwise provided in the By-laws.

- a) The standing and/or ad-hoc committees are a function of the Governing Board.
- b) All Governing Board members must serve on at least one (1) committee.
- c) Membership on committees is not limited to Governing Board members.

ARTICLE X: RULES OF CONDUCT

Section 1. The Board may adopt rules for conduct in its own meetings. All general meetings shall be governed by Roberts' Rules of Order, Revised, in all cases where they are not inconsistent with the laws of this organization.

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Section 1. The Governing Board may adopt rules for conduct in its own meetings. All general meetings shall be governed by Roberts' Rules of Order, revised in all cases Roberts' Rules of Order are not consistent with the laws of this Association.

ARTICLE XI: AMENDMENTS

Section 1. These Bylaws may be amended. Upon two thirds vote of approval by the Board's membership, the Board will recommend proposed amendments to the general membership. Thirty days notice must be given, following which a mail ballot will be sent to the general membership. Two thirds of those voting must approve the proposed amendment, at which time the proposed amendment will take effect.

ARTICLE XI: AMENDMENTS

Section 1. The Board will recommend proposed amendments to the General Membership.

- a) Thirty (30) days written notice must be given, following which a ballot will be sent to the General Membership. Two-thirds (2/3) of those voting must approve the proposed By-laws, at which time the approved By-laws will take effect.

NEW ARTICLE:

ARTICLE XII: Relationship of Regional Chapters to Tennessee Craft

Section 1. The Governing Board will generally consider the state of Tennessee's published Developmental Districts for assigning Chapter boundaries.

Section 2. As members join or renew with Tennessee Craft, a portion of their state dues are given as a rebate to the chapter in which the member belongs

Section 3. The Chapter Representative to the Governing Board will be elected for a two-year term of office.

- a) Chapter Representatives take office on January 1. They may be elected to that office for no more than two consecutive two-year terms.
 - 1. A Chapter Representative who meets their term limit, may be re-elected as a Chapter Representative after a two-year absence as Chapter Representative.
 - 2. If a vacancy occurs during the year in this position, a new Chapter Representative will be promptly elected by the chapter, and notification will immediately be made to the Governing Board of Tennessee Craft.

Section 4. Regional Chapters are semi-autonomous. They are a part of Tennessee Craft and must follow certain requirements to remain a chapter in good standing.

- a) Chapter Requirements to be in good standing must:
 - 1. Adopt by-laws based upon guidelines provided by Tennessee Craft.
 - 2. Must have a minimum of three (3) officers including at least one Chapter President, Treasurer and a Chapter Representative to serve on Tennessee Craft's Governing Board. The remaining officer(s) are appointed at the discretion of each chapter.
 - 3. Monthly financial statements shall be provided to Tennessee Craft's Governing Board through the approved process.
 - 4. The individual Chapters financials will be included in the annual, requisite audit of Tennessee Craft .
 - 5. The active chapter is fully responsible to Tennessee Craft, its parent organization, financially and otherwise, and all activities must be in accordance with the stated goals and purposes of Tennessee Craft, and in no way jeopardize Tennessee Craft's nonprofit status.
- b) If a Chapter fails to meet these requirements, the parent organization has the authority to take whatever action it deems necessary to restore the Chapter to good standing.