

BYLAWS OF THE TENNESSEE BASKETRY ASSOCIATION

Article 1

Name

The name of this state organization shall be the Tennessee Basketry Association.

Article 2

Purpose

The purpose of this organization shall be to perpetuate the art and craft of basket weaving and to support, nurture, and encourage the increase of knowledge of, and skill in all facets of creating quality baskets, either traditional or contemporary. Per the I.R.S. Regulations, "said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code."

Article 3

Membership

- A. Membership is open to anyone interested in promoting, supporting, and perpetuating the association's purpose.
- B. The dues shall support the association's activities with the amount to be determined by the Board of the Tennessee Basketry Association and approved by the membership.
- C. Membership dues shall cover the period of August 1st through July 31st.
- D. A member in good standing is an individual who has paid current dues and upholds the Bylaws of this association.
- E. Only members in good standing may vote and hold office in this association.

Article 4

Board and Officers

- A. The officers shall be President, President-Elect, Secretary, and Treasurer.
- B. The voting members of the Board, charged with the management of the association, shall consist of the elected officers, membership chair, member(s)-at-large, the immediate Past President and Convention Coordinator(s).
- C. Appointed and nonvoting members of the Board shall be the newsletter editor, the librarian/historian, and others approved by the Board.
- D. A quorum shall consist of a majority of the voting Board members. In the event of a called Board meeting in which a voting member of the Board is unable to attend, said Board member may elect to provide a written proxy to another voting member of the Board in order to provide a needed quorum of necessary votes for the Board to conduct business on behalf of the association.
- E. The term of the Secretary and Treasurer is two years. The President-elect shall serve one year and the succeeding year as President. The President shall serve one year and the succeeding year as Past President. The immediate Past President will serve on the Board one year only.
- F. Officers may serve more than one successive term in the same office.
- G. The duties of the officers shall be as follows:
 - The **President** shall preside over any meetings of the Board and/or the general membership, shall appoint all committee chairs with Board approval, and shall prepare a written agenda for all meetings. The **President-elect** shall preside over any meeting at which the President unable to be present, and shall perform other duties assigned by the President.
 - The **Secretary** shall keep the records of the Board and General meetings, have charge of any general correspondence deemed necessary by the Board, shall submit minutes of meetings to Board members for corrections or changes, and read minutes at meetings or publish them prior to a meeting.
 - The **Treasurer** shall account for all revenues of the association and pay all authorized bills complying with the TBA fiscal year of October 1 to September 30th, keep accurate and up-to-date financial records, present appropriate written financial reports at each Board meeting and at the annual membership meeting, and shall quarterly reconcile the record of current members of the association with the Membership Chair.

- H. The duties and term of office of the Membership Chair and Member(s)-at-Large shall be as follows: The Membership Chair is to maintain the membership records and help prepare the Membership directory for publication. The first year the Membership Chair will be elected for a one-year term and thereafter for two-year terms. The Member(s)-at-Large is to represent the membership as a whole and with an elected term of two years.
- I. The duties of appointed Board members shall be as follows:
The **Newsletter Editor** shall oversee the preparation, printing, and distribution of a newsletter consisting of articles and information of interest to the membership. The editor shall solicit articles from the membership and from the exchange of newsletters with other organizations, and shall work in conjunction with the Treasurer and the Membership Chair in the publication of the membership roster and official publications of the association.
The **Librarian/Historian** shall keep the historical record of TBA functions, such as convention brochures, pictures, and other items the Board deems appropriate, and acts as the custodian of items belonging to the association.
The **Convention Coordinator(s)** shall coordinate the state convention under the direction and supervision of the Board, and shall have one (1) vote regardless of number if coordinators. (March 25, 2012 Board Meeting vote)
- J. Vacancies during the term of office shall be filled through the Presidential appointment with the approval of the Board. The appointment will be for the remainder of the term being vacated.

Article 5

Nominations and Elections

- A. The nominating committee shall consist of three general members in good standing. The committee will be appointed by the President and approved by the Board. The committee shall then prepare a slate with one or more nominees for each office to be filled. Nominations will then be opened to the membership. All nominees who meet eligibility requirements and who are willing to serve will be added to the slate. The chairman of the committee will then offer the slate to the membership for election. All nominees are encouraged to attend the annual meeting at which the election results will be announced.
- B. Following the initial election of officers, elections will be held in the odd number of years for President-elect, Membership Chair, and Secretary and in the even numbered years for President-elect, Member(s)-at-Large, and Treasurer.
- C. The voting shall be carried out by mail or at the annual convention.
- D. Newly elected officers shall be presented at the annual convention and announced in the newsletter.
- F. Officers shall be elected by a majority of those voting in the election. In the event a candidate fails to receive the majority of those voting in the election, a runoff will be conducted between the top two candidates.

Article 6

Meetings

- A. The annual meeting of the members shall be at the convention.
- B. Board meetings shall be held at the annual convention and at other times and locations as may be deemed necessary.
- C. *Roberts Rules of Order* (latest edition available in 2002) shall be followed at all meetings unless another edition is adopted by the governing Board.

Article 7

Activities

- A. The Tennessee Basketry Association will sponsor an annual conference where they will offer Activities appropriate to the purpose of the association.
- B. The association will publish an annual roster of members and provide a quarterly newsletter to members in good standing.

Article 8

Procedure for amending the Bylaws

Bylaws should be reviewed annually by the Board and revised when necessary. Any member in good standing may recommend changes to the Bylaws. Bylaws may be amended by two-thirds vote of the members attending the Annual Business Meeting..

Article 9

Dissolution of the Association

No part of the corpus or its net income shall inure to the benefit of any trustee, officer, or member of the corporation of any individual having a personal or private interest in the activities of the corporation, nor shall any such member, officer, or trustee receive, or be lawfully entitled to receive any pecuniary profit from the operation thereof, except reasonable compensation for

services rendered in carrying out one or more of its purposes. On dissolution of the association (whether voluntary or involuntary) the net assets shall be distributed as determined by the Board to one or more museums, educational or charitable organizations or institutions in the State of Tennessee. Per the I.R.S. Regulations, “upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.”

Adopted at the Tennessee convention July 2002

Revised at the TBA Annual meeting, July 2003

Revised by mailed membership vote December 2004

Revised at the TBA Annual Meeting, July 2010

Revised at TBA General Business Meeting, July 19, 2013

Revised July 2015 at TBA Annual Meeting to correct fiscal year date

Revised July 2019 at TBA Annual Meeting