

*The*

**Constitution and Bylaws**

*of the*

**TENNESSEE ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION**  
*(TACTE)*

*(VERSION 1: Approved 5/31/23)*

## **THE CONSTITUTION**

### **ARTICLE I: NAME**

1. The name of this association shall be
  - a. TENNESSEE ASSOCIATION OF COLLEGES FOR TEACHER EDUCATION
    - i. Abbreviations TACTE or TNAECTE can be utilized.

### **ARTICLE II: PURPOSES AND OBJECTIVES**

1. The Tennessee Association of Colleges for Teacher Education's (TACTE) purpose is to provide, through professional organization and cooperation, the collection and promotion of ideas and practices most effective in educator preparation. TACTE is to serve as the voice for the higher education component of educator preparation in the state of Tennessee, to represent those who seek quality in educator preparation, and provide a vehicle for all educator preparation providers (EPPs) in the state to work together for the improvement of educator preparation. TACTE shall seek to advocate for P-12 education and the enhancement of the quality of education in all areas. Consonant with this purpose, the objectives of TACTE are the same as the American Association of Colleges for Teacher Education (AACTE) as they apply in and for the state of Tennessee.

### **ARTICLE III: GOVERNANCE, ORGANIZATION, AND AFFILIATION**

1. The Association is governed by a Board of Directors and the Association's members.
2. The Association shall be affiliated with the American Association of Colleges for Teacher Education per policies established by its national Board of Directors.
3. To obtain affiliation, the state unit membership shall consist of at least 60 percent of the AACTE member institutions in Tennessee.
4. Continuance of affiliation shall be contingent upon
  - a. Maintaining membership of at least 60 percent of the AACTE member institutions in Tennessee.
  - b. Assurance that the voting rights of comprehensive members comprise at least 51 percent of the total voting rights for the Tennessee state unit.
  - c. Submission to the national AACTE Board of Directors an Annual State Activity Report to include a review of the program, fiscal activities, and a certification of membership with the Tennessee Association.
  - d. To allow a biennial review by the AACTE Board of Directors.
  - e. Adoption and maintenance of a constitution and bylaws in compliance with the provisions of the model constitution recognized by AACTE.

### **ARTICLE IV: RULES OF ORDER**

1. The rules of parliamentary procedure contained in Robert's *Rules of Order* (latest revision) shall govern the deliberations of this association, subject to such special rules, as agreed upon by the membership.

#### ARTICLE V: CONSTITUTIONAL AMENDMENTS

1. Amendments to the constitution shall be proposed for discussion and provided to the Association member institutions at least 30 days before the Association member representative vote. A constitutional amendment will follow the Association voting criteria found in Bylaws, Article IV, Section 2.

## **THE BYLAWS**

### **ARTICLE I: AFFILIATION WITH AACTE**

1. The AACTE and the Tennessee Association of Colleges for Teacher Education collaborate to strengthen their advocacy efforts, share experience and expertise, and expand their members' professional development opportunities. To this end, our chapter's relationship with AACTE is a voluntary affiliation that allows us to advance our members' interests.

### **ARTICLE II: MEMBERSHIP**

1. Membership Obligations and Commitments:
  - a. Commitment to Standards
    - i. TACTE member institutions/organizations will agree to operate and function within a set of stated guidelines and academic and professional standards. The standards expressed by Council for the Accreditation of Educator Preparation (CAEP) may be part of this standard set. These standards will merit and should promote professional and personal respect for members individually, member institutions/organizations, and TACTE collectively.
  - b. Compliance with Standards
    - i. The Association will monitor compliance with TACTE-adopted standards. Violations are not allowable if a member institution wishes to remain in good standing as a member of the Association.
2. TACTE Membership Categories:
  - a. Comprehensive Membership.
    - i. All 4-year regionally-accredited college and university-based EPPs in Tennessee with AACTE membership are eligible for comprehensive membership. The functions of this membership shall be exercised by institutional representatives appointed per provisions in the bylaws.
  - b. State Membership.
    - i. All 4-year regionally-accredited college and university-based EPPs in Tennessee with no AACTE membership are eligible for state membership. The functions of membership shall be exercised by institutional representatives appointed per provisions in the bylaws.
  - c. Affiliate Membership.
    - i. Affiliate membership is available to all Tennessee EPPs ineligible for Comprehensive or State Membership.
3. The number of voting representatives for each comprehensive, state, and/or affiliate member shall be calculated per the following guidelines:

- a. Three representatives for each institution with 1 to 75 educator preparation and instructional leader program completers per year.
  - b. Four representatives for institutions with 76 to 150 educator preparation and instructional leader program completers per year.
  - c. Five representatives for institutions with 151 to 225 educator preparation and instructional leader program completers per year.
  - d. Six representatives for institutions with 226 to 300 educator preparation and instructional leader program completers per year.
  - e. Seven representatives for institutions with more than 300 educator preparation and instructional leader program completers per year.
  - f. Affiliate Members (Community Colleges, Residencies, Teach For America, non-traditional preparation programs) receive 2 representatives.
  - g. Each institution holding comprehensive membership (AACTE members) will be allowed one additional representative.
  - h. Each institution holding CAEP accreditation will be allowed one additional representative.
4. Each institution/organization will designate one of its representatives as the lead institutional/organizational representative. The lead representative will appoint voting representatives within their institution/organization.
5. All institutional/organizational representatives from member institutions are voting members, and member institutions/organizations shall express themselves officially in the affairs of TACTE through the vote of institutional/organizational representatives. The representatives appointed should include, if possible, a cross-section of those engaged in the work of the EPP.
6. The annual dues listed below are based on the number of yearly completers outlined in Article II, Section 3, Subsections a-f, and do not include additional representatives with CAEP accreditation or AACTE membership:
  - a. Annual Dues:
    - i. Institutions with three representatives, \$200.00
    - ii. Institutions with four representatives, \$250.00
    - iii. Institutions with five representatives, \$300.00
    - iv. Institutions with six representatives, \$350.00
    - v. Institutions with seven representatives, \$400.00
    - vi. Affiliate member, \$50.00
  - b. Annual membership dues are collected on July 1. The membership period will be from July 1 until June 30 of the following year.
7. Institution and affiliate members of TACTE can be removed as an Association member following the Association voting criteria found in Bylaws, Article IV, Section 2.

### ARTICLE III: BOARD OF DIRECTORS

1. The initial Board of Directors officers and liaisons are named in Appendix A of THE APPENDICES.
2. The Board of Directors shall:
  - a. Be composed of twelve voting members and two ex-officio (non-voting) members.
  - b. Be responsible for establishing and approving the budget for TACTE.
  - c. Meet on call of the president to assist in the planning and conduct of the Association's business.
  - d. Conduct routine matters of TACTE business between regular meetings.
  - e. Ensure the establishment of quality standards and expectations relative to teacher education that merit professional and personal respect for the members individually and TACTE collectively, and to which TACTE members are committed.
  - f. Ensure standards are adequately communicated among members and adhered in a manner consistent with the Association's commitments.
  - g. Appoint members of the Board of Directors if an officer leaves before the end of the term.
  - h. Have voting members as outlined in the bylaws.
  - i. Include ex-officio (non-voting) members, specifically a state department liaison and a member selected by the Tennessee Association of Independent Liberal Arts Colleges of Teacher Education (TAILACTE) to serve as a liaison between the two groups.
3. These bylaws may be amended at any time to increase or decrease the number of Board members within the limits provided by law, although at no time shall there be fewer than three (3) Board members.
4. One member of the Board of Directors shall be a dean, associate dean, department chair, or chief administrative officer whose institution holds membership in AACTE. The member will be charged to share with the president of TACTE information of the type to which deans have ready and regular access.
5. At least one member of the Board of Directors will represent the Board of Directors at the monthly Advisory Council of State Representatives (ACSR) meetings and the annual Senior Leadership Institute (SLI).
6. Officer elections and appointments shall be held at the annual spring meeting according to procedures described in the bylaws, unless stated otherwise, and assume their duties immediately following that spring meeting. Appointed offices follow the Board of Directors voting criteria found in Bylaws, Article IV, Section 2 for appointments. Elected offices follow the Association voting criteria found in Bylaws, Article IV, Section 2. If a tie for a Board of Directors office (appointed or elected) occurs, the president serves as the

tie-breaking vote. The Board of Directors can appoint one person to serve two appointed board offices or appoint a current elected officer to fill an appointed position simultaneously.

7. All officers shall be members of the Board of Directors. Offices on the Board of Directors include
  - a. President
    - i. The president shall:
      1. Be an elected position by the membership.
      2. Serve as an institutional representative of TACTE at the time of election.
      3. Preside at all regular and special TACTE meetings and all meetings of the Board of Directors.
      4. Appoint all committees not otherwise provided for, assume primary responsibility for activities/programs of the Association, and the general welfare of the Association.
      5. Serve as an ex-officio member of all committees.
      6. Draft the program and then assist in the writing, editing, and formatting of the program for bi-annual conferences or other TACTE events.
      7. Represent the Association on the Advisory Council of State Representatives during the annual AACTE meeting at the AACTE Summer Leadership Institutes, or appoint a designee to represent TACTE.
      8. Serve for a two-year term.
      9. Be a voting member of the Board of Directors. If a tie occurs during a Board of Directors or the Association members' vote, the president serves as the tie-breaking vote.
    - ii. In the event of a vacated presidency, the president-elect shall assume the office of the president and all the duties of that office. A President-Elect moved into the vacated presidency shall serve no more than 4 years combined between the President-Elect and President positions.
  - b. President-Elect
    - i. The president-elect shall:
      1. Be an elected position by the membership.
      2. Preside at all TACTE meetings if the president is absent.
      3. Assist in planning the bi-annual meetings of the Association and assist the president in conducting those meetings.
      4. Assist in the writing, editing, and formatting of the program for the bi-annual conferences or other TACTE events.
      5. Perform all other such duties as may be assigned by the president.

6. Represent the Board of Directors and TACTE at the monthly Advisory Council of State Representatives (ACSR) meetings and the annual Senior Leadership Institute (SLI), or assign a designee from the Board of Directors if they will be absent.
  7. Serve a two-year term.
  8. Be a voting member of the Board of Directors.
- ii. A vacancy occurring with the president-elect position shall be filled by appointment by the remaining voting members of the Board of Directors. The appointed member will serve until the end of the current biennium at which time an election by the membership will occur.
- c. Past-President
- i. The past president shall:
    1. Be an elected position by the membership.
    2. Secure recommendations for and the eligibility of a slate of officers before each spring election for review and approval by the Board.
    3. Assist in the writing, editing, and formatting of the program for the bi-annual conferences or other TACTE events.
    4. Perform all other such duties as may be assigned by the president.
    5. Serve a two-year term.
    6. Be a voting member of the Board of Directors.
  - ii. A vacancy occurring with the past-president position shall be filled by appointment by the remaining voting members of the Board of Directors. The appointed member will serve until the end of the current biennium at which time an election by the membership will occur.
- d. Secretary
- i. The secretary shall:
    1. Be an elected position by the Association's voting member representatives.
    2. Keep minutes of all regular TACTE member and Board of Directors meetings.
    3. Present Association meeting minutes for approval at the next regular meeting of TACTE and Board of Director minutes for approval at the next regular meeting of the board.
    4. Prepare briefings for Association business and meetings and submit them to the communication/technology specialist in time for inclusion on the TACTE website.
    5. Perform all other such duties as may be assigned by the president.
    6. Serve a two-year term.
    7. Be a voting member of the Board of Directors.



- ii. A vacancy occurring with the secretary position shall be filled by appointment by the remaining voting members of the Board of Directors. The appointed member will serve until the end of the current biennium at which time an election by the membership will occur.
- e. Treasurer
  - i. The treasurer shall:
    - 1. Be an appointed office by the voting members of the Board of Directors.
    - 2. Assess and collect all TACTE dues.
    - 3. Take responsibility for handling all TACTE monies collected and disbursed.
    - 4. Be authorized to disburse funds for Association obligations.
      - a. Disbursements under \$200 can be made with the approval of the President, President-Elect, and Treasurer.
      - b. Disbursements above \$200 require approval from the Board of Directors.
    - 5. Keep a written record of all receipts and disbursements of the Association.
    - 6. Provide financial reports at each Board of Directors meeting and bi-annual conference during the business meeting portion.
    - 7. Prepare and provide financial records for examination by accountant and/or accounting firm serving TACTE, including but not limited to annual IRS filings, upkeep of annual conflict of interest letters, bookkeeping, and internal audits (completed by accountant and/or accounting firm every 5 years to ensure a clean bill of financial health).
    - 8. Be a voting member of the Board of Directors.
    - 9. Receive a \$1,000 per year stipend per year for these duties
  - ii. A vacancy occurring with the Treasurer position shall be filled by appointment by the remaining voting members of the Board of Directors.
- f. Representatives and Liaisons
  - i. Regional Representatives shall:
    - 1. Be elected positions by the Association's voting member representatives.
    - 2. Be voting members of the Board of Directors.
    - 3. Be comprised of 4 representatives that oversee TACTE members from West Tennessee, Middle Tennessee, East Tennessee, and Tennessee Community Colleges.

4. Represent, disseminate information to, and obtain information from their members to the Board of Directors and other TACTE committees.
  5. Hold regional meetings on pertinent TACTE issues at least once and ideally twice a year.
  6. Serve as liaisons to professional organizations and educators in their regions as directed by the president.
  7. Report on regional meetings and activities to the Board of Directors and make reports during the bi-annual conferences, as directed by the president.
  8. Serve a three-year term.
- ii. Liaisons shall:
    1. Represent their entity to the Board of Directors and other TACTE committees.
    2. Disseminate information to and obtain information from the entities they represent.
    3. Serve a three-year term.
  - iii. The TAILACTE liaison is selected by TAILACTE membership and must be a voting member representative of TACTE.
  - iv. The State Department Liaison is appointed by voting members of the Board of Directors.
  - v. A vacancy occurring with an affiliate or regional representative position shall be filled by appointment by the remaining voting members of the Board of Directors. The appointed member will serve until the end of the current biennium, at which time an election by the membership will occur.
- g. Event Coordinator
    - i. The event coordinator shall:
      1. Be an appointed office by the voting members of the Board of Directors.
      2. Negotiate contracts for all TACTE events.
      3. Serve as logistics contact to the event venue.
      4. Provide deadlines and forms, if necessary, for submission of necessary information such as reservation and registration procedures and audio-visual (AV) requests for the bi-annual conferences and other TACTE-sponsored events.
      5. Prepare and transmit conference registration procedures and deadlines to TACTE members via the communication/technology specialist.

6. Work cooperatively with venue personnel to make room arrangements, choose meals, coordinate AV arrangements and supplies, assign sessions to rooms, and complete event orders for all conferences.
  7. Meet with the conference hotel personnel before each conference to confirm arrangements and inspect event facilities.
  8. Negotiate arrangements and commitments for vendors to TACTE functions, including stipends payable to TACTE, space and AV needs, shipping information, and publicity.
  9. Work with the Board of Directors to prepare the conference agenda.
  10. Make room arrangements for outside speakers at the conference hotel, including special (VIP) rooms.
  11. Serve as the liaison between TACTE and the conference hotel to monitor event activities, ensure the satisfaction of conference participants, resolve problems, and coordinate services such as signage, displays, or special needs requirements.
  12. Collaborate with the treasurer on all conference expenditures, and provide conference invoices and receipts.
  13. Coordinate conference registrations (i.e., setting up online registration, monitoring registration, taking care of registration issues before and during the conference, working with the communication/technology specialist to schedule conference registration emails and reminders, and producing name tags for in-person events).
  14. Be a voting member of the Board of Directors.
  15. Will receive a \$900 stipend within 30 days after each conference.
- ii. A vacancy occurring with the Event Coordinator position shall be filled by appointment by the remaining voting members of the Board of Directors.
- h. Communication/Technology Specialist
- i. The communication/technology specialist shall:
    1. Be appointed by the voting members of the Board of Directors.
    2. Be responsible for communication with TACTE members and the broader educator preparation audience through the TACTE website.
    3. Prepare and transmit communication to TACTE members via the listserve, including but not limited to conference registration procedures and deadlines.
    4. Ensure the Association's file backup/storage (e.g., Dropbox) is routinely updated with current files.

5. Coordinate communication between regional representatives and TACTE institutions/organizations regarding conference information.
  6. Collaborate with the president and event coordinator to prepare, launch, and manage surveys of TACTE members related to bi-annual meetings and other topics/events.
  7. Maintain and update the contact information of members with TACTE's membership management software (e.g., GlueUp).
  8. Collaborate with the event coordinator and Board of Directors to solicit and manage conference sponsorships.
  9. Be a voting member of the Board of Directors.
  10. Will receive a \$900 stipend within 30 days after each conference.
- ii. A vacancy occurring with the communication/technology specialist position shall be filled by appointment by the remaining voting members of the Board of Directors.
- i. Advocacy Coordinator/Chair
- i. The advocacy coordinator shall:
    1. Be appointed by the voting members of the Board of Directors.
    2. Chair the advocacy committee.
    3. The chair will work with the advocacy committee to develop TACTE's strategic plan of advocacy.
    4. Coordinate communications and meetings with advocacy committee members.
    5. Draft responses to rules, procedures, policies, and/or legislative bills related to educator preparation on behalf of TACTE members for Board of Directors approval and dissemination.
    6. Develop advocacy materials for members.
    7. Coordinate statewide and regional meetings with TACTE institution/ organization members and key stakeholders.
    8. Develop and strengthen partnerships with relevant stakeholders across Tennessee such as, but not limited to, the Department of Education, State Board of Education, Tennessee Organization of School Superintendents (TOSS), Tennessee School Boards Association (TSBA), Tennessee Education Association (TEA), Professional Educators of Tennessee (PET), State Collaborative on Reforming Education (SCORE).
    9. Communicate any financial needs to the Board of Directors around advocacy committee work (e.g., food or space for in-person advocacy committee meetings, travel expenses for advocacy committee, and/or development of materials for advocacy work).
    10. Serve a two-year term.

11. Be a voting member of the Board of Directors.

- ii. A vacancy occurring with the advocacy position shall be filled by appointment by the remaining members of the Board of Directors. The appointed member will serve until the end of the current biennium at which time an election by the membership will occur.

8. Board of Director officers can be removed from their offices following Board of Directors voting criteria found in Bylaws, Article IV, Section 2.

#### ARTICLE IV: MEETINGS, VOTING, AND LIAISON RELATIONSHIPS

##### 1. Meetings:

- a. The Association shall hold two annual member meetings, at least two annual Board of Directors meetings, and such other meetings on such days and at such places as may be determined by the Board of Directors.
- b. Regular meetings of the Association are open to all members and must be announced a minimum of 30 days in advance.
- c. The required quorum for regular meetings is over 50% of TACTE members.
- d. The required quorum for a Board of Directors meeting is over 50% of the voting board members.
- e. Meetings can be in-person or virtual.

##### 2. Voting Requirements:

- a. All items requiring an Association or a Board of Directors vote are required to have a quorum before a vote can be accepted as official.
- b. The quorum required for an Association vote to occur is over 50% of TACTE voting member representatives.
- c. The quorum required for a Board of Directors vote to occur is over 50% of voting board members.
- d. A 2/3 majority vote by voting member representatives present is required for a constitution or bylaw amendment.
- e. A majority vote by voting member representatives present is required for an individual to be elected to a Board of Directors elected office.
  - i. In the event an individual does not receive the required majority vote to be elected to a Board office due to three or more candidates, the top two candidates based on the number of votes will have a runoff within 30 days of the initial vote.
  - ii. In the event an individual does not receive the required majority vote to be elected to a Board office with two or fewer candidates, new candidates will be nominated and a vote will occur within 30 days of the initial vote.
  - iii. In the event an individual does not receive the required majority vote to be elected to a Board office after two full rounds of voting, the Board of

Directors can appoint an individual by a majority vote of the Board voting members to the elected office. The office will be held by the appointee until their term ends and the next election occurs.

1. A round of voting is defined as an initial vote and runoff (if applicable)
  - f. A majority vote by voting board members present is required for a Board of Directors appointment.
  - g. A majority vote by voting board members or voting member representatives is required for any other TACTE business not specified (e.g., financial decisions or removal of a member).
  - h. If an Association or Board of Directors vote ends in a tie, the President is the tie-breaking vote.
  - i. Ballots cast can be collected either electronically or by paper.
3. Liaison relationships should be established with associations and agencies with a significant interest in the preparation of professional school personnel, with particular attention given to the State Department of Education, the State Board of Education, the higher education governance and coordinating bodies, and committees of the governor and the state legislature.

## ARTICLE V: COMMITTEES

1. Standing Committees
  - a. Chairpersons and members of standing committees shall:
    - i. Be appointed by the president with the consent of the Board of Directors.
    - ii. Chairpersons will be selected from among the Board of Directors.
    - iii. Each standing committee shall be composed of a minimum of three members.
    - iv. Standing Committee responsibilities shall be as follows:
      1. Audit Committee
        - a. An independent Audit Committee shall:
          - i. Be appointed by the president to audit the financial accounts of TACTE at the close of each annual spring meeting.
          - ii. Consist of three institutional/organizational representatives who are not currently members of the Board of Directors.
          - iii. The treasurer shall be available to assist the Audit Committee.
      2. Ad Hoc Committees

- a. Temporary or ad hoc committees may be appointed at any time for any purposes determined by the membership or the Board of Directors.

#### ARTICLE VI: CONFERENCES

1. All attendees will pay conference registration fees except government representatives, the Board of Directors voting members, and defined guests. What constitutes a guest attendee is decided by the Board of Directors, but the guest's attendance has to remain consistent with the mission and purpose of the Association.
2. Presenters not attending the conference will pay the member registration rate.
3. The Association will cover the hotel expenses of the President (2 nights), the President-Elect (1 night), the Past-President (1 night), the Communication Technology Specialist (1 night), and the Event Coordinator (2 nights) for each in-person conference.
4. Cancellation:
  - a. If a conference attendee cancels the week of the conference (Monday at 12 a.m.), no refund is provided by TACTE. However, the institution may notify the Event Coordinator and substitute an alternate attendee.
  - b. If a cancellation is received ten days before the conference, the registrant will be refunded the cost of registration minus a \$5.00 service charge per attendee.

#### ARTICLE VII: BYLAW AMENDMENTS

1. Amendments to the bylaws shall be proposed for discussion and provided to the Association member institutions at least 30 days before an Association member representative vote. A bylaw amendment will follow the Association voting criteria found in Bylaws, Article IV, Section 2.

#### ARTICLE VIII: FINANCES

1. TACTE is not organized for profit, and no part of its funds shall be used for the benefit of any individual member(s) or institution(s)/organization(s) with three exceptions:
  - a. Compensated services provided by specific officers as detailed in this document.
  - b. Funding such as mini-grants that support member work that is beneficial to a wide range of TACTE members. Such opportunities will be shared at one of the bi-annual meetings.
  - c. Funds that support consortial agreements supportive of educator preparation approved by the Board of Directors following the Board of Directors voting criteria found in Bylaws, Article IV, Section 2.

2. The fiscal year for this association shall begin on January 1 of each year. The annual dues for this association shall be proportional to institutional/organizational representation as prescribed in the bylaws.



## **APPENDICES**

### **APPENDIX A: INITIAL BOARD OF DIRECTORS**

The initial Board of Directors Officers and Liaisons are as follows:

1. Officers (voting members)
  - a. David Cihak, President
  - b. Sharen Cypress, President-Elect
  - c. Tricia Hunsader, Past-President
  - d. Staci Fuqua, Secretary
  - e. Christopher Brown, Treasurer and Communication/Technology Specialist
  - f. Julie Alexander, West Tennessee Region Representative
  - g. Megan Parker Peters, Middle Tennessee Region Representative
  - h. Cindy Lang, East Tennessee Region Representative
  - i. Stacie Bradshaw, Roane State Community College
  - j. Clinton Smith, Event Coordinator
  - k. Jim McIntyre, Advocacy Coordinator
2. Affiliates (non-voting liaisons)
  - a. Jennifer Nelson, Tennessee Department of Education Liaison
  - b. Kim Hawkins, Teachers Association of Independent Liberal Arts Colleges of Teacher Education Liaison

## APPENDIX B: CONFLICT OF INTEREST

### ARTICLE I: PURPOSE

1. The purpose of this Conflict of Interest Policy ("Policy") is to protect the interest of the Tennessee Association of Colleges for Teacher Education ("TNAECTE") when it is contemplating entering into a Contract or Transaction that might benefit the private interest of an officer or director of TNAECTE or might result in a possible excess benefit transaction. This Policy is intended to supplement but not replace any applicable state and federal laws, including but not limited to the governing conflict of interest applicable to nonprofit and charitable organizations.

### ARTICLE II: DEFINITIONS

1. Compensation. "Compensation" includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.
2. Conflict of Interest. A "Conflict of Interest" is any circumstance described in Article III of this Policy.
3. Contract or Transaction. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, the establishment of any other type of pecuniary relationship, or review of a charitable organization by TNAECTE. However, the making of a gift to TNAECTE is not a Contract or Transaction.
4. Family Member. A "Family Member" is any person who is a spouse, domestic partner, parent, lineal descendent, or spouse of a lineal descendent, brother, sister, or spouse of a brother or sister, of an Interested Person.
5. Financial Interest. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or a Family Member: (a) an ownership or investment interest in any entity with which TNAECTE has a Contract or Transaction; (b) a compensation arrangement with TNAECTE or with any entity or individual with which TNAECTE has a Contract or Transaction; (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which TNAECTE is negotiating a Contract or Transaction.
6. Interested Person. An "Interested Person" is any director, officer, or member of a committee of TNAECTE with governing board delegated powers, who has a direct or indirect Financial Interest.

### ARTICLE III: CONFLICT OF INTEREST

1. For purposes of this Policy, the following circumstances shall be deemed to create a Conflict of Interest:
  - a. A Contract or Transaction between TNAECTE and an Interested Person or Family Member.
  - b. A Contract or Transaction between TNAECTE and an entity in which an Interested Person or Family Member has a Financial Interest or of which such person is a director, officer, owner, agent, partner, member, associate, trustee, personal

representative, receiver, guardian, custodian, conservator, or other legal representative.

- c. An Interested Person competing with TNAECTE in the rendering of services or in any other Contract or Transaction with a third party.
- d. An Interested Person having a Financial Interest in, or serving as a director, officer, owner, employee, agent, partner, member, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to, an entity or individual that competes with TNAECTE in the provision of services or in any other Contract or Transaction with the third party.
- e. An Interested Person accepting gifts, entertainment, or other favors from an individual or entity that
  - i. Does or is seeking to do business with, or as a competitor of TNAECTE;
  - ii. Has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from TNAECTE; or
  - iii. Is a charitable organization and under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that is not related to any particular transaction or activity of TNAECTE.

#### ARTICLE IV: PROCEDURES TO DETERMINE CONFLICT OF INTEREST

1. In connection with any actual or possible Conflict of Interest, an Interested Person must disclose the existence of the Financial Interest and possible Conflict of Interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed Contract or Transaction.
2. The board or committee members other than the Interested Person shall decide if a Conflict of Interest exists outside of the presence of the Interested Person.
  - a. An Interested Person may make a presentation at the governing board or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the Contract or Transaction involving the possible Conflict of Interest.
  - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed Contract or Transaction.
  - c. After exercising due diligence, the governing board or committee shall determine whether TNAECTE can obtain with reasonable efforts a more advantageous Contract or Transaction from a person or entity that would not give rise to a Conflict of Interest.
  - d. If a more advantageous Contract or Transaction is not reasonably possible under circumstances not producing a Conflict of Interest, the governing board or committee shall determine by a majority vote of the disinterested directors

whether the Contract or Transaction is in TNACTE's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the Contract or Transaction.

#### ARTICLE V: VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

1. If the governing board or committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible Conflicts of Interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the Interested Person has failed to disclose an actual or possible Conflict of Interest, it shall take appropriate disciplinary and corrective action.

#### ARTICLE IV: RECORDS OF PROCEEDINGS

1. The minutes of the governing board and all committees with board-delegated powers shall contain
  - a. The names of 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 governing board's or committee's decision as to whether a Conflict of Interest in fact existed.
  - b. The names of the persons who were present for discussions, including a statement as to whether the conflicted person was present during the discussion of the matter, and votes relating to the Contract or Transaction, the content of the discussion, including any alternatives to the proposed Contract or Transaction, a record of any votes taken in connection with the proceedings, and a description of the actions taken as a result of the vote.

#### ARTICLE VII: COMPENSATION

1. A voting member of the governing board or a voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TNACTE for services is precluded from voting on matters pertaining to that member's compensation.
2. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from TNACTE, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### ARTICLE VIII: ANNUAL STATEMENTS

1. Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
  - a. Has received a copy of the Policy;

- b. Has read and understands the Policy;
- c. Has agreed to comply with the Policy; and
- d. Understands TNAECTE 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 IX: PERIODIC REVIEWS

1. To ensure TNAECTE operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
  - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and
  - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to TNAECTE's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction. When conducting the periodic reviews, TNAECTE may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

#### ARTICLE X: CONFIDENTIALITY

1. Each Interested Person shall exercise care not to disclose confidential information acquired in connection with such status or information disclosure which might be adverse to the interest of TNAECTE. Furthermore, an Interested Person shall not disclose or use information relating to the business of TNAECTE for the personal profit or advantage of the Interested Person or a Family Member.

## CERTIFICATION

The undersigned hereby certify that these initial Bylaws for the Association were duly adopted effective as of the 31st  
day of May, 2023.

Digitally signed by David Cihak  
Cihak  
Date: 2023.05.31  
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David Cihak

David Cihak

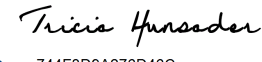
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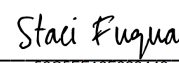
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Tricia Hunsader

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Julie Alexander

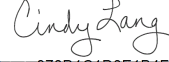
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Megan Parker Peters

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Cindy Lang

Christopher R Brown

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Christopher Brown

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Stacie Bradshaw

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Clinton Smith

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Jim McIntyre

## VOTING DIRECTORS

Christopher R Brown

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Christopher Brown

**INCORPORATOR**