

**BYLAWS
of
The Tennessee Association of Federal Programs Administrators**

ARTICLE 1. OFFICES

There is not a separate, physical office for the Tennessee Association of Federal Programs Administrators (TAFPA).

ARTICLE 2. MEMBERSHIP

2.1 Qualifications for Membership

In order to qualify for membership, a member shall be a public school district in Tennessee. Members may have such other qualifications as the Board may prescribe by amendment to these bylaws.

A member in good standing must pay membership dues each year.

2.2 Voting Rights

2.2.1

Each member is entitled to one vote with respect to the subject matter of an issue submitted to the members. Each member is also entitled to cast one vote for each of the elected officer positions (referred to as the “Board”).

2.3 Meetings

The Board is responsible for scheduling regular meetings with the members; officers will communicate to the members the date of each meeting at least three business days prior to the meeting via electronic transmission.

The Board will host at least one annual meeting and communicate the meeting logistics (time, date, and location) at least three business days in advance. Membership-related business and financial updates will be provided to members at the annual meeting.

Meetings can be held in person, virtually, or in a hybrid format (virtually and in person). Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by or through the use of, one or more means of remote communication through which all of the directors may simultaneously participate with each other during the meeting. Participation by such means shall constitute presence in person at a meeting.

2.4 Manner of Acting and Proxies

The vote of a majority of the votes entitled to be cast by the members represented in person [*or by proxy*] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable Washington law, the Articles of Incorporation or these Bylaws. [*Members may not vote by proxy.*]

Note: Remove the optional language in italics if you will not be permitting members to vote by proxy. If members can vote by proxy, the last sentence in brackets should be deleted.

ARTICLE 3. OFFICERS

3.1 General Powers and Numbers

The affairs of TAFPA shall be managed by a Board of elected officers.

The Board shall consist of not less than four nor more than six elected officers, with the specific number to be set by resolution of the Board. These officers will have full voting rights and administrative responsibilities as outlined below. The Board may choose to add additional positions that are non-voting ones.

The number of officers may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number shall have the effect of shortening the term of any incumbent officer.

3.2 Qualifications

Officers shall be members in good standing of the TAFPA organization and should be nominated by an existing member for consideration. Officers may have such other qualifications as the Board may prescribe by amendment to these bylaws.

3.3 Election of Officers

3.3.1 Successor Officers

Successor Officers shall be elected in December of the election year and be installed at the annual meeting in June.

3.4 Term of Office

Unless an officer dies, resigns, or is removed, he or she shall hold office for a term of two years or until his or her successor is elected, whichever is later. Terms of elected officers shall be

staggered to the extent possible. An officer may only be elected to two consecutive terms with the exception of the treasurer. A treasurer may serve three consecutive terms with a transition period for the new treasurer in the final year of the final term.

ARTICLE 4. OFFICES

4.1 Number and Qualifications

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected by a majority of the TAFPA members. An elected official may hold only one elected position simultaneously.

4.2 Election and Term of Office

The officers of the TAFPA shall be elected every two years by the Board at the annual meeting of the Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until his or her successor is elected. The officers will be elected in December and shall shadow the current officers until fully installed at the annual meeting in June.

4.3 Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.4 Removal

Any officer or agent elected or appointed by the Board may be removed from office by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

4.5 Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office or any other cause may be filled by the Board for the unexpired portion of the term or for a new term established by the Board.

4.6 President

The President shall, subject to the Board's control, supervise and control all of the assets, business and affairs of the Corporation. The President shall preside over meetings of the Board. In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to the President by the Board from time to time. The President shall have

the power to sign contracts or other instruments for actions agreed upon by the majority of the Board members.

4.7 Vice President

In the event of the death of the President or his or her inability to act, the Vice President shall perform the duties of the President, except as may be limited by resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same powers as the President to sign contracts or other instruments. Vice Presidents shall perform such other duties as from time to time may be assigned to them by the President or the Board.

4.8 Secretary

The Secretary shall: (a) keep or cause to be kept the minutes of meetings of the Board; (b) see that all notices are duly given in accordance with the provisions of these bylaws; (c) be custodian or ensure the safe custody of the corporate records of the Corporation; (d) keep records of the post office and email address of each officer; and (e) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board.

4.9 Treasurer

The Treasurer shall have charge and custody of and be responsible for oversight of all funds and securities of TAFPA; he or she will receive and give receipts for moneys due and payable to the organization from any source whatsoever, and ensure the deposit all such moneys in the name of TAFPA in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; provide financial reports to the Board at its meetings and on request, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

ARTICLE 5. ADMINISTRATIVE PROVISIONS

5.1 Loans

No loans shall be contracted on behalf of TAFPA and no evidence of indebtedness shall be issued in its name.

5.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, or agent or agents, of TAFPA and in such manner as is from time to time determined by resolution of the Board. Such arrangements must be approved by the Board.

5.3 Books and Records

The organization shall keep at its principal or registered office copies of its current articles of Incorporation and bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Board, and any minutes which may be maintained by committees of the Board; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the corporation shall be open at any reasonable time to inspection by any member of three months standing or to a representative of more than five percent of the membership.

5.4 Official Filings

The Board shall ensure that the official required paperwork by state and federal entities is submitted in a timely manner. Such paperwork includes submission of 990 documents to the Internal Revenue Service and any other required artifacts.

5.5 Accounting Year

The accounting year of the Corporation shall be the twelve months ending the 30th, June.

ARTICLE 6. AMENDMENTS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the vote of a majority of the number of the Board of elected officers.

The foregoing Bylaws were adopted by a majority of the members at Annual meeting of TAFPA held on **[INSERT DAY, MONTH, YEAR]**.

President Date

Vice President Date

Secretary Date

Treasurer Date