CONSTITUTION AND BYLAWS

ARTICLE I
Name of Organization

This organization shall be called the Tennessee School Boards Association.

ARTICLE II
Purposes of the Association

Section 1. To work for the general advancement and improvement of public education in Tennessee.

Section 2. To encourage the most efficient and effective management and governance of the public schools and to provide a forum within which school boards may seek solutions to problems in public education.

Section 3. To work for adequate, dependable, and equitable financial support of the public schools of the State.

Section 4. To gather and disseminate information and experience on school activities and affairs.

Section 5. To study proposed educational legislation to the end that the various school boards may be informed of such legislation.

Section 6. To provide the General Assembly of the State of Tennessee with pertinent information incident to the passage of sound educational legislation.

Section 7. To advocate and work for legislation which will guarantee that the schools will be able to meet the challenges of a changing society.

Section 8. To sponsor, develop, and encourage any program considered desirable to improve public education in Tennessee.

Section 9. To hold conferences for the mutual exchange of ideas and experiences of school board members.

Section 10. To cooperate with other organizations and agencies which are interested in public education.

A. Membership and participation in or support of national or regional educational organizations shall be maintained upon approval of the Board of Directors.

Section 11. To accomplish such other purposes as may be approved by the membership of this organization acting in an annual meeting or called meeting by the Board of Directors.

A. The Board of Directors may develop and adopt legislative programs based upon the position statements and resolutions adopted by the Delegate Assembly.

B. The following policy statement shall be used on all formal presentations of materials to the Legislature:

"The Tennessee School Boards Association is a voluntary association of the school boards of the State of Tennessee desiring to serve as an information agency in the improvement of education, both at the state and local levels. It provides its member boards and the Legislature with facts concerning proposed, pending, and adopted legislation as well as the pros and cons and TSBA's positions on vital issues pertaining to education."

C. The actions and statements of the Board of Directors shall be in keeping with the intent, meaning, and spirit of the resolutions adopted by the Delegate Assembly. The Executive Director and staff shall promote and defend the purposes, resolutions, and position statements of the Association on educational issues.

D. The President, Executive Director, and staff are authorized to seek the enactment

and realization of resolutions and position statements adopted in the Delegate Assembly.

Section 12. The Association is formed and will be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III
Policy

It shall be the policy of the Association to formulate its program on the position statements and resolutions approved by the majority of the delegates present in a Delegate Assembly, except the authority to act for the Association between regular annual meetings is delegated to the Board of Directors.

ARTICLE IV
Membership

Section 1. The voting membership of this Association shall be comprised of all county, city, and special school district boards of education which shall comply with the requirements of the Tennessee School Boards Association as outlined by the Constitution and Bylaws.

A. The annual membership service fee for each board of education will consist of a basic fee of $600 + a graduated fee based upon current expenditures of the school district (not including capital outlay).

The graduated portion is determined by multiplying the current expenditures of the district (from the most recent Annual Statistical Report) by a factor of 0.000225 for the first $20,000,000 and a factor of 0.00006 for the next $50,000,000 and 0.000005 for amounts above $70,000,000.

Notice of a proposed increase to the annual membership service fee shall be given to all member boards at least 20 days prior to the meeting of the Delegate Assembly.

B. Those school boards which have paid the membership service fee for the current year by January 1 shall be considered to be member boards and be entitled representation in the business of the Association as prescribed by the Constitution and Bylaws.

C. A school board failing to pay the current year's membership service fee by January 1 will not receive the services of the Association until payment is made.

Section 2. All past presidents shall be honorary life members of the Association.

Section 3. Different types of associate memberships may be determined by the Board of Directors. Fees for such memberships shall be set by the Board.

A. Former school board members are eligible for Associate Membership upon payment of a membership fee. Such membership shall carry with it all privileges except those of voting and holding office in the Association.

B. Business Affiliate Membership shall be extended to businesses and companies providing goods and services to schools, school systems, and school boards. Such firms shall be deemed as forthright and honorable and shall have indicated interest in the improvement of the operation of Tennessee's public school systems.

ARTICLE V
Officers and Their Election

Section 1. The officers of this Association shall be President, the Immediate Past President, a President-Elect, a Vice President, and a Treasurer.

Section 2. The offices of President-Elect, Vice President, and Treasurer shall be elected by a majority vote at the regular Delegate Assembly. If there is but one candidate for any office, the election may be by voice; otherwise, it shall be by ballot. They shall serve for a term of one year and shall remain in office until their successors are elected. Officers shall take office on January 1 following their election.

Section 3. The President-Elect shall automatically succeed to the office of President upon completion of his/her term.

Section 4. The President shall automatically hold the office of Immediate Past President upon completion of his/her term.

A. The nine members of the Nominating Committee from the developmental districts shall be appointed by the TSBA President from their respective developmental district at or before the Fall District Meeting prior to the meeting of the Delegate Assembly. Nominees shall be members of school boards holding membership in TSBA. The President shall attempt to assure that the total membership of the committee will reflect the cultural, sexual, racial, and ethnic diversity of the school boards in Tennessee.

B. The Immediate Past President shall serve as chairman of the Nominating Committee and as one of the nine representatives on the committee.

C. Recommendations for nominees for TSBA officers must be submitted to the TSBA office no later than 60 days prior to the meeting of the Delegate Assembly. Recommendations may only be submitted by school boards holding membership in TSBA. Nominees shall be members of TSBA member boards and must have served on the TSBA Board of Directors for a minimum of one (1) year to be eligible for nomination. Recommendations shall be submitted on the official form available from the TSBA office. No individual shall be a candidate for more than one office.

D. At least 30 days prior to the meeting of the Delegate Assembly, the Nominating Committee shall nominate one or more nominees for office to be filled and shall report the committee's nominations to the President and Executive Director.

E. The Executive Director shall transmit to TSBA member school boards and delegates of the Delegate Assembly the slate of nominees for offices to be filled as presented by the Nominating Committee, together with pertinent biographical information for each nominee, at least 20 days prior to the meeting of the Delegate Assembly.

F. In the event a nominee becomes unable to serve, the Nominating Committee, at the call of its chairman, shall select an alternate candidate and transmit to member school boards and delegates its amended report as soon as feasible.

G. Additional nominations from member school boards may be made at the opening session of the Delegate Assembly by preparing and disseminating to the President of the Association pertinent biographical information and a signed letter from each nominee confirming willingness to serve.

ARTICLE VI
Duties of Officers

Section 1. The President shall preside at all meetings of the Association and of the Board of Directors, shall be an ex-officio member of all committees except the Nominating Committee, and shall perform all other duties usually pertaining to the office.

A. The President shall be the official representative of the Association at state and national meetings. If the President is unable to attend such meetings, the President's designee shall represent the Association.

Section 2. The President-Elect shall assume the powers and duties of the President in his/her absence and shall succeed to the presidency when a vacancy occurs in the office. In the event a vacancy occurs in the office of President-Elect, the office shall remain vacant until an election to fill the vacancy is held at the regular annual Delegate Assembly.

Section 3. The Vice President shall perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 4. The Immediate Past President shall advise and counsel with other officers and employees of the Association.

A. It shall be the duty of the Immediate Past President to serve as chairman of the Nominating Committee. If the Immediate Past President is unable or unwilling to serve for some reason, then the Board of Directors shall select a chairman of the Nominating Committee from the membership of the Board of Directors.

Section 5. The Treasurer shall receive monthly financial reports from the Executive Director and shall consult with him/her on the financial conduct of the Association. He/she shall make a full report at the annual Delegate Assembly and at other times when requested by the Board of Directors.

ARTICLE VII
Board of Directors

Section 1. The Board of Directors shall be composed of the officers of the Association, the Executive Director in ex-officio capacity, nine District Directors, and up to four additional members selected by the Board of Directors for one-year terms. One director shall be elected from each of the nine districts for a term of three years with the districts corresponding development districts as designated by executive order of the Governor of Tennessee. However, a board of education may transfer to another development district by notifying the Executive Director by January 1.

A. Any vacancy of any office not otherwise provided for in the Constitution and Bylaws of the Tennessee School Boards Association shall be filled by appointment of the Board of Directors, with such appointment to be effective for the remainder of the term of office. If more than two years remain on the term of the vacated office, the appointment shall be effective until an election to fill the vacancy is held at the Fall District Meeting.

B. A member of the Board of Directors may resign by submitting a written resignation to the President of the Association. The resignation shall become effective upon acceptance by the Board of Directors.

C. Members of the Board of Directors who are absent from three consecutive regularly scheduled meetings may be subject to removal from the Board of Directors by a majority vote of the remaining members. Any director may be removed by a two-thirds vote of the total Association Board of Directors when in its judgment the best interest of the Association would be served by removal.

Section 2. Three District Directors shall be elected each year for terms of three years. Elections shall occur at the Fall District Meeting in the district in which seats are to be filled. A District Director shall

be elected by the board members in attendance from the district in which the vacancy exists.

A. Nominating Committees of at least three members each shall be appointed by the TSBA President at least 30 days prior to Fall District Meetings in the districts where a vacancy will exist. The Committee shall nominate at the Fall District Meeting at least one school board member who is capable and willing to serve in the position of District Director. Additional nominations may be made from the floor during the Fall District Meeting, provided the candidate's credentials have been submitted to the Nominating Committee before the deadline.

B. Nominations for TSBA District Director must be received in the TSBA office no later than 60 days prior to the beginning of Fall District Meetings.

1. Nominations must be endorsed by the nominee's local board of education and must be accompanied by a written statement from the nominee confirming the willingness to serve.

2. Nominations shall be submitted on the official form available from the TSBA office.

3. In order to be elected, nominees must receive a majority vote of those present and voting. If there is more than one nominee for a position, voting shall be by written ballot.

4. District Directors shall take office on January 1 following their election.

Section 3. The duties of the Board of Directors are as follows: (a) it shall employ a salaried Executive Director and shall determine his/her duties, responsibilities, and salary; (b) it shall carry on the necessary business of the Association between regular and special meetings thereof; (c) it shall meet when called by the President; (d) it shall determine the place, date, and hour of regular meetings of the Association; (e) it shall determine the site of and contract for the headquarters of the Association; (f) it shall adopt policies, rules, and regulations necessary for the conduct of the Board of Directors; (g) it may propose resolutions, position statements, and amendments to the Constitution and Bylaws; (h) it shall study and propose changes to the Constitution and Bylaws or the position statements of the Association; (i) it shall make recommendations on the annual budget, review analysis of the finances of the Association, study and recommend the investment of surplus Association funds, review annual financial report, conduct an annual audit of the accounts, monitor income producing programs of the Association, and recommend a membership service fee structure compatible with the goals and objectives of the Association; (j) it shall review and update annual Association goals, objectives, and priorities in short- and long-range planning and review, analyze, and recommend new programs and services; (k) it shall review, analyze, and recommend building and equipment needs and review and recommend improvements in TSBA's educational programming; and (l) it shall approve the annual calendar.

A. MEETINGS OF BOARD OF DIRECTORS. The Board of Directors shall hold three meetings each year, one just prior to the annual convention.

B. DUTIES OF TSBA DIRECTORS. A school board member who accepts a position on the TSBA Board of Directors shall be prepared to do the following:

1. Represent the school boards of the State as the policy-making body of the Association by (a) attending meetings

faithfully; (b) representing the school boards of his/her specific area and the entire state; (c) setting policy and direction by not being involved in administrative detail; and (d) acting as a liaison between the TSBA office and local school boards.

2. Represent and support the Association in the respective TSBA districts, communicate the views of the Association, and obtain information and reaction from those districts through (a) local school boards; (b) regional board associations; (c) school board workshops; and (d) other interested individuals and organizations.

3. Develop and maintain the highest standards of rapport in his/her TSBA district through (a) individuals and groups listed in number two above; (b) telephone calls; (c) correspondence (with appropriate assistance from the TSBA office); (d) attendance and participation in regional and area board meetings; and (e) encourage participation in TSBA events and awards.

4. Preside at district meetings.

5. Coordinate membership and recruitment efforts within a district.

6. Present awards to school boards within their district.

7. Carry out any other duties as designated by the President.

ARTICLE VIII
Committees

Section 1. Committees shall be established by the Board of Directors as may be required to promote the objectives and interests of the Association. The President shall appoint the members.

A. EXECUTIVE COMMITTEE

1. Functions. The Executive Committee shall have the authority to act between meetings of the Board of Directors on issues that the Executive Committee deems to be emergency in nature, subject to review by the Board of Directors. The Executive Committee shall provide to the Board of Directors appropriate notification and topics of discussion prior to such emergency meetings.

2. Composition. The Executive Committee shall be composed of the following members: President, President-Elect, Vice President, Treasurer, and Immediate Past President. The Executive Director shall be an ex-officio member without voting rights.

3. Duration of Office. The term of each member of the Executive Committee shall be concurrent with the term of office as an officer.

4. Chairman. The President of the Association shall serve as chairman of the Executive Committee.

5. Meetings. The Executive Committee shall meet upon reasonable notice, on the call of the President, or upon written request of any three members of the Executive Committee. At any meeting of the Executive Committee, three voting members shall constitute a quorum for the transaction of business. Action taken by the Executive Committee shall require a majority vote of those present.

B. SPECIAL COMMITTEES. The President, with the approval of the Board of Directors, may appoint special committees as deemed necessary to properly perform or more effectively carry out the work and purposes of the Association. **After a special committee has reported to the Board, it shall be dissolved.**

CONSTITUTION AND BYLAWS

ARTICLE IX
Meetings

Section 1. There shall be at least one statewide Delegate Assembly of the Association each year.

A. The date and site of the annual convention and Delegate Assembly shall be determined by the Board of Directors.

1. Voting and alternate delegates shall be members of local school boards holding membership in TSBA.

2. Voting Procedure. Each member board shall be requested to name official voting delegates and alternates in keeping with the number authorized in the Constitution and Bylaws.

B. Representation at the Delegate Assembly of the annual convention and in all elections or ballots held by the Association shall be by delegates and shall be determined as follows:

Net Pupil Enrollment	Number of School District Delegates
Less than 2,000	2
2,000-5,000	3
5,001-10,000	4
10,001-20,000	6
20,001-40,000	7
More than 40,000	9

Data used for enrollment is taken from the most recent Annual Statistical Report.

C. Registration fees at meetings, as are necessary to defray the expense of the Association, may be fixed by the Board of Directors.

D. The actions of the Delegate Assembly shall take effect at the close of the Delegate Assembly, with the exception of the terms of service of elected officers which shall begin January 1 following the election.

Section 2. Special meetings of the Delegate Assembly shall be called by the President and at the request of the Board of Directors.

A. Voting procedures and representation at special meetings of the Delegate Assembly shall be the same as those used as the annual convention.

Section 3. A quorum at the Delegate Assembly shall consist of a majority of the number of delegates certified in attendance at the Delegate Assembly meeting.

ARTICLE X
Amendments

Section 1. Any member of the Association may propose an amendment to the Constitution and Bylaws by submitting the same in writing to the Executive Director at least 60 days prior to the meeting of the Delegate Assembly.

Section 2. Written notice of the proposed Constitution and Bylaws amendments shall be given to all member boards at least 20 days before the meeting of the Delegate Assembly.

Section 3. The Constitution and Bylaws may be amended by a two-thirds majority of those delegates present and voting at the Delegate Assembly.

ARTICLE XI
Resolutions and Position Statements

Section 1. Any member of the Association may propose resolutions or position statements pertinent to the

purposes and objectives of the Association by submitting the same in writing to the Executive Director at least 60 days prior to the meeting of the Delegate Assembly, unless the Delegate Assembly by a two-thirds majority of those present and voting determines otherwise.

Section 2. Written notice of the proposed resolutions and position statements shall be given to all member boards at least 20 days before the meeting of the Delegate Assembly.

Section 3. Resolutions and position statements may be adopted by a majority of those delegates present and voting at the Delegate Assembly.

Section 4. The Delegate Assembly by a two-thirds majority of those present and voting may consider multiple resolutions on the same topic in one motion.

ARTICLE XII
Parliamentary Authority

Section 1. The rules contained in Robert's Rules of Order Revised shall govern this Association in all cases in which they are applicable and in which they are not inconsistent with this Constitution and Bylaws. Additional rules may apply as adopted by the Delegate Assembly.

ARTICLE XIII
Distribution of Assets

Section 1. Upon the dissolution of the Association and after paying or making provision for the payment of all the liabilities of the Association, the remaining assets of the Association will escheat to the state exclusively for the purposes of the Association in such manner as to be used exclusively for charitable, educational, religious, or scientific purposes under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. No part of the net earnings or funding of the Association shall inure to the benefit of, or be distributed to its officers, directors, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

CONSTITUTION AND BYLAWS

Amended Feb. 23, 1979
Amended Feb. 25, 1980
Amended Mar. 02, 1981
Amended Mar. 07, 1983
Amended Mar. 12, 1984
Amended Nov. 12, 1984
Amended Nov. 18, 1985
Amended Nov. 09, 1987
Amended Nov. 14, 1988
Amended Nov. 05, 1990
Amended Nov. 18, 1991
Amended Nov. 14, 1994
Amended Nov. 13, 1995
Amended Nov. 18, 1996
Amended Nov. 10, 1997
Amended Nov. 16, 1998
Amended Nov. 12, 2001
Amended Nov. 17, 2003
Amended Nov. 15, 2004
Amended Nov. 14, 2005
Amended Nov. 13, 2006
Amended Nov. 12, 2007
Amended Nov. 17, 2008
Amended Nov. 14, 2011
Amended Nov. 10, 2013
Amended Nov. 16, 2014
Amended Nov. 04, 2017
Amended Nov. 03, 2018
Amended Nov. 16, 2019
Amended Oct. 27, 2020
Amended Nov. 20, 2021
Amended Nov. 18, 2023
Amended Nov. 09, 2024