

**CONSTITUTION AND BYLAWS**  
**Tennessee Association of Middle Schools**  
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**CONSTITUTION**

**ARTICLE I**

*Name*

The name of this organization shall be the Tennessee Association of Middle Schools, referenced hereafter within this document as the: Association.

**ARTICLE II**

*Purposes*

The Association is organized exclusively for non-profit, educational purposes. Its essential focus shall be on the overall improvement of education for early adolescents within the middle grades.

**ARTICLE III**

*Mission*

The Association's mission is to promote and facilitate the middle school concept.

Section 1. Specifically, the mission of the Association shall be:

- A. To promote the development and growth of the middle school as a distinct and necessary entity in the structure of Tennessee education.
- B. To serve as a central agency for the exchange of ideas, materials, resources, and personnel needed for middle school development.
- C. To represent the middle schools in professional and public discussions of educational programs and problems.
- D. To develop and maintain communication with agencies and groups in the state interested in middle schools.

**ARTICLE IV**

*Tax Exempt Status*

Section 1. The Association is organized exclusively for non-profit, educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Section 2. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, officers 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

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furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Section 3.** Notwithstanding any other provision of these sections, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

**Section 4.** Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious, or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

**ARTICLE V**

*Membership*

Membership in the Association is available in two (2) categories.

**Section 1. Individual:**

A. Individuals with an active interest in improving education for the middle school age child.

**Section 2. Institutional:**

A. Local schools, county / district / central school offices, University / College departments of education, and other such educational institutions.

**Section 3. Privileges:**

A. Each individual member or institution shall be entitled to one vote.

**Section 4. Continuing membership:**

A. Membership shall be on a continuing basis and automatically renewed from an initial date certain to an annual date certain.

B. Members will be dropped from the roll should they not respond to the annual notice of dues owed.

**ARTICLE VI**

*Officers*

**Section 1. Officers of the Association shall be:**

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- A. President (ascends to office of Immediate Past President)
- B. President-Elect (ascends to office of President)
- C. Vice President (elected, ascends to office of President-Elect)
- D. Immediate Past President
- E. Secretary (appointed by President)
- F. Treasurer (appointed by President)
- G. Historian / Parliamentarian (appointed by President)
- H. Executive Director (appointed by Board of Trustees)

**Section 2. Qualifications of Officers:**

- A. All elected officers shall be members of the Association and shall have served on the Board of Trustees, or as an active member of a standing or *ad hoc* committee.

**Section 3. Duties of the Officers:**

**A. The President**

1. Shall preside at all meetings of the Association and the Board of Trustees.
2. Shall call a meeting of the Board of Trustees within sixty (60) calendar days after the beginning of the term and call other meetings which seem necessary for the carrying out of the policies of the Association.
3. Shall appoint the Secretary, the Treasurer, the Historian / Parliamentarian, and chairpersons of standing committees at the first meeting of the Board of Trustees following the Annual Conference.
4. May recommend *ad hoc* committees as necessary to carry on the business of the Association.
5. Shall serve as an *ex officio* member of all committees.
6. Shall represent the Association at any function where the President's presence is requested or required.
7. May invite such persons to attend meetings of the Board of Trustees as are deemed appropriate.
8. Shall be a non-voting member of the Board of Trustees except in the event of tie votes.

**B. The President-Elect**

1. Shall preside in the absence of the President.
2. Shall keep the membership adequately informed of the policies and actions of the Association.

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3. Shall serve as an *ex officio* member of any committee at the direction of the President.
4. Shall be a voting member of the Board of Trustees.
5. Shall serve as Chairperson of the Annual Conference Steering Committee.

**C. The Vice President**

1. Shall preside in the absence of the President and the President-Elect.
2. Shall serve as Conference Planner for the Association Annual Conference two (2) years following election.
3. Shall serve as an *ex officio* member of any committee at the direction of the President.
4. Shall be a voting member of the Board of Trustees.

**D. The Immediate Past President**

1. Shall be responsible for the transfer of records and duties to the incoming president and be available to assist the incoming President as requested in order to assure continuity of the Association.
2. Shall preside in the absence of the President and the President-Elect.
3. Shall serve as an *ex officio* member of any committee at the direction of the President.
4. Shall be a voting member of the Board of Directors Trustees.
5. Shall serve as Chairperson of the Membership Committee and of the Personnel Committee.

**E. The Secretary**

1. Shall keep the records of all official proceedings of the Association and the Board of Trustees.
2. Shall carry on necessary Association correspondence and other duties as directed by the President and/or the Board of Trustees.
3. Shall be a voting member of the Board of Trustees.

**F. The Treasurer**

1. Shall keep a record of the funds of the Association and shall certify or make such payments as authorized by the Board of Trustees.
2. Shall submit to the Board of Trustees at each meeting an itemized list of all receipts and disbursements since the last report to the Board of Trustees.
3. Shall prepare a tentative budget, in cooperation with the Executive Director,

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for approval by the President and President-Elect prior to presentation to the Board of Trustees.

4. Shall cooperate and assist in an annual audit of the financial records of the Association.
5. Shall be a voting member of the Board of Trustees.

**G. The Historian / Parliamentarian**

1. Shall be responsible for preserving all records, documents, minutes, memorabilia, clippings, articles, and other such items which are a part of the history of the Association.
2. Shall maintain such historical items in a permanent collection which shall be kept in a systematic manner and in a current state.
3. Shall house all historical materials in a safe and secure place, making them readily available to all members upon sufficient notice.
4. Shall make the collection ready for transfer to the succeeding Historian/Parliamentarian whose duty shall be its procurement.
5. Shall serve as Chairperson of the Organization and Bylaws Committee.
6. Shall serve as Parliamentarian to the Board of Trustees and for the Annual Conference.
7. Shall be a voting member of the Board of Trustees.

**H. The Executive Director**

1. Shall be an officer of the Association with a specific, written job description and honorarium.
2. Shall perform all duties, as may be designated by the Board of Trustees, in the routine administration of Association business.
3. Shall be a non-voting member of the Board of Trustees.

**Section 4. Terms of Office:**

- A. The office of President, President-Elect, and Immediate Past President are one (1) year terms and are not open to consecutive terms of office.
- B. The office of Vice President is a one (1) year term and is not open to consecutive re-election.
- C. The offices of Secretary, Treasurer, and Historian/Parliamentarian are appointed by the President and approved by the Board of Trustees. All serve one (1) year terms and may be re-appointed.
- D. The Executive Director is recommended by the Personnel Committee and is selected and appointed by the Board of Trustees for a length of time as the Board may determine.

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- E. Elected and appointed officers shall be installed at the last general session of the Annual Conference. Terms of office shall commence at the conclusion of the Annual Conference.

**Section 5. Succession of Officers:**

- A. The President-Elect shall succeed the President.
- B. Should a vacancy occur in the office of President, the President-Elect shall assume that office for the unexpired term and continue in that office for the next full year.
- C. Should a vacancy occur in the office of President-Elect, the Vice President shall assume that office for the unexpired term and continue in that office for the next full year.
- D. Should a vacancy occur in the office of Vice President, the Board of Trustees shall fill such vacancy within sixty (60) calendar days.
- E. Should vacancies occur concurrently in the offices of President, President-Elect, and Vice President, the Board of Trustees shall fill such vacancies within (60) calendar days.
- F. Should vacancies occur in the offices of Secretary, Treasurer, or Historian / Parliamentarian, or any of these same officers are temporarily unable to fulfill the responsibilities of their office, the Board of Trustees shall, upon recommendation of the President, by a simple majority vote, fill such vacancies for their unexpired terms or for the duration of their incapacity.
- G. In the event of unacceptable performance of duties, the Executive Director may be terminated from office by a two-thirds (2/3) vote of the Trustees. Notice of such pending action must be forwarded to each Trustee at least thirty (30) calendar days in advance.
- H. The Executive Director shall be notified by certified mail at least thirty (30) calendar days in advance of a termination vote and shall be given an opportunity to respond in person concerning the proposed action at a meeting of the Board of Trustees.

**Section 6. Geographical Rotation:**

- A. The offices of President, President-Elect, and Vice President shall at all times represent the three (3) major geographical divisions (west, middle, east) of the State. The Vice President shall be elected from the same geographical division represented by the Immediate Past President.

**ARTICLE VII**

***Board of Trustees***

The governing body of the Association shall be the Board of Trustees.

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**Section 1. The Board of Trustees shall consist of:**

- A. Four (4) elected and four (4) appointed officers**
- B. Twelve (12) Regional Representatives who shall be nominated from each of the three (3) major geographical divisions of the State and elected by the entire membership**
  - 1. Three (3) of which shall be classroom teachers**
  - 2. Three (3) of which shall be school-level or system-level administrators**
  - 3. Three (3) of which shall be college-level persons**
  - 4. Three (3) of which shall be positions at-large**

**Section 2. The term of office for Regional Representatives shall be three (3) years, with staggered terms. Representatives cannot be immediately reelected to the same position; however, persons filling unexpired terms are eligible for reelection to the same position for a full three (3) year term.**

**Section 3. Rotation of Regional Representatives shall be determined by the date of election. One (1) Regional Representative shall be elected from each major geographical division each year beginning with the 1982 election.**

**Section 4. Officers and Regional Representatives shall be elected according to the procedures specified in the Bylaws.**

**Section 5. The Board of Trustees is charged with the business of the Association in the interim between Annual Conferences.**

**Section 6. Duties of the Board of Trustees:**

- A. Shall not discriminate on the basis of gender, ethnic origin, religion, age, or disability in admission or access to Association programs, services, activities, or employment.**
- B. Shall act as a policy forming group for the Association and present such policies for approval at the Annual Conference.**
- C. Shall act as the body through which the policies of the Association are put into effect.**
- D. Shall be responsible for rulings on any questions of constitutional interpretation.**
- E. Shall meet upon call of the President or at the request of a majority of the members of the Board of Trustees.**
- F. Shall define the duties of all committees necessary to carry into action the policies of the Association.**
- G. Shall approve the annual budget of the Association.**
- H. Shall authorize all expenditures and contracted services.**

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- I. Shall provide for the auditing of the Treasurer's books.
- J. Shall fill vacancies that occur in elected and appointed offices.
- K. Shall fill vacancies that occur among Regional Representatives.
- L. Shall set in writing an official job description for the Executive Director whose duties, responsibilities, and honorarium are specified therein.
- M. Shall annually review the work of the Executive Director. Such review shall be conducted by the Personnel Committee with recommendations made to the Board of Trustees not later than sixty (60) calendar days prior to the Annual Conference.
- N. Shall determine at the Annual Conference the status of its relationship with the Executive Director.
- O. Shall, whenever the position is open, fill the office of Executive Director from among applicants recommended by the Personnel Committee.

**Section 7.** A majority of the Board of Trustees, including the President, or President-Elect, Vice President, or Immediate Past President, shall constitute a quorum to transact business. The presiding officer may declare a quorum in cases of emergency.

**Section 8.** When an officer or Regional Representative cannot fulfill his/her obligations to the Board of Trustees by being in attendance at scheduled meetings, he / she must contact the President prior to the meeting. If no contact is made after two (2) absences, a letter questioning the intent of service to the Board will be sent. Termination will result if there is no response.

**Section 9.** Shall approve all standing and *ad hoc* committees.

**Section 10.** Chairpersons of standing and *ad hoc* committees are *ex officio* to the Board of Trustees but are not accorded Board voting privileges. Their attendance at Board meetings is welcome but not required.

**ARTICLE VIII**

***Meetings***

**Section 1.** Annual Conference:

- A. The members of the Association shall meet annually to transact the business and to promote the purpose and mission of the Association. This meeting shall be known as the Annual Conference.
- B. The date, time, and location of the Annual Conference shall be set by the Board of Trustees. Members of the Association shall be notified in writing of the said conference not less than thirty (30) calendar days preceding the date of the conference.
- C. The call to each Annual Conference shall include an agenda proposed by the Board of Trustees.

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- D. Members of the Association in good standing (current dues paid) shall be eligible to vote at the Annual Conference.
- E. The President shall appoint officials as may be necessary for the conduct of the Annual Conference.

**Section 2. Other meetings:**

- A. The President may call other meetings which seem necessary for the work of the Association.
- B. The Board of Trustees, at its discretion, may direct the President to call other meetings as may be deemed appropriate.
- C. Conferences, other than the Annual Conference, may be convened at the discretion of the Board of Trustees.
- D. The President shall appoint officials as may be necessary for the conduct of such other meetings and conferences.

**ARTICLE IX**

*Amendments to the Constitution*

**Section 1. By petition:**

- A. Amendments to the Constitution, with appropriate rationale, may be proposed in writing by petition of twenty-five (25) members of the Association to the President no later than sixty (60) calendar days prior to the Annual Conference. The Board of Trustees shall include the proposed amendment(s) to the Constitution and the recommendation(s) of the Board of Trustees in the Annual Conference agenda.

**Section 2. By committee:**

- A. Amendments to the Constitution, with appropriate rationale, may be proposed in writing by a member of the Association to the Organization and Bylaws Committee no later than sixty (60) calendar days prior to the Annual Conference. The proposed amendment(s) to the Constitution, if recommended by the Organization and Bylaws Committee, shall be presented to the Board of Trustees. The Board of Trustees shall include the proposed amendment(s) to the Constitution and recommendation(s) of the Board of Directors in the Annual Conference agenda.

**ARTICLE X**

*Effective Date*

Amendments to the Constitution shall be effective following the affirmative vote of two-thirds (2/3) of the votes cast at the Annual Conference.

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**ARTICLE XI**

***Official Business***

The latest edition of Robert's Rules of Order shall govern all official business of the Association, the proceedings of the Annual Conference, and all meetings and conferences.

**BYLAWS**

**ARTICLE I**

***Standing Committees***

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**Section 1. Standing committees of the Association shall be:**

- A. Annual Conference Steering Committee, chaired by President-Elect**
- B. Membership Committee, chaired by Immediate Past President**
- C. Personnel Committee, chaired by Immediate Past President**
- D. Organization and Bylaws Committee, chaired by Historian / Parliamentarian**
- E. Publications Committee, co-chaired by journal and newsletter editors**
- F. Public Relations and Information Committee**
- G. Elections Committee**
- H. Auditing Committee**

**Section 2. *Ad hoc* committees:**

- A. *Ad hoc* committees, necessary to facilitate the work of the Association, may be recommended by the President and approved by the Board of Trustees.**
- B. Chairpersons of *ad hoc* committees may be appointed by the President or, with the approval of the Board of Trustees, may be elected by the members of their respective committees.**

**Section 3. Members of standing and *ad hoc* committee members may be appointed by the President or, with approval of the Board of Trustees, may be selected by their respective committee chairs.**

**Section 4. The Board of Trustees may recommend to standing or *ad hoc* committees such actions as may be deemed suitable for the welfare of the Association.**

**Section 5. All committee chairpersons and committee members serve one (1) year terms concurrent with the term of the appointing President.**

**Section 6. Operating procedures shall be established by each committee and approved by the Board of Trustees.**

**ARTICLE II**

***Election Procedures***

**Section 1. The election of President-Elect and Regional Representatives shall be conducted at the Annual Conference. The Elections Committee must receive nominations not later than thirty (30) calendar days prior to the Annual Conference. Nominees receiving the highest number of votes shall be declared elected.**

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- Section 2.** The President, with the approval of the Board of Trustees, shall appoint an Elections Committee which shall include members from each of the major geographical divisions of the State, the Chairperson of which shall not be from the same geographical division as the nominees for President-Elect.
- A.** The Elections Committee shall notify Association members of Board vacancies to be filled by election. Such notification shall constitute an invitation to nominate and shall appear in an Association publication to be mailed to all members no later than April 1 of the election year. Nominations from the membership shall be submitted to the Elections Committee not later than sixty (60) calendar days prior to the Annual Conference.
  - B.** The Elections Committee shall certify that all nominees for officers have met the qualifications of holding office.
  - C.** The Elections Committee shall receive the consent of, and submit a slate of not more than three (3) candidates for Vice President, and for the appropriate Regional Representatives.
  - D.** The Elections Committee shall submit information about all candidates including: name, address, present position, professional preparation, professional teaching and/or administrative experience, and other qualifications.
  - E.** The Elections Committee shall prepare the ballot to include the names, addresses, and positions of the candidates.
  - F.** The Elections Committee shall distribute ballots to all Association members registered and in attendance at the Annual Conference.
  - G.** The Elections Committee shall provide absentee ballots to members in good standing (current dues paid) who are unable to attend the Annual Conference. Absentee ballots must be requested in writing and must be returned to the Elections Committee not later than seven (7) calendar days prior to the beginning date of the Annual Conference.
  - H.** The Elections Committee shall tally the votes and report the results of the election to the membership in attendance at the last general session of Annual Conference and, by means of the next issue of the Association newsletter, to the entire membership.
  - I.** In case of a tie vote, the issue shall be determined by a type of chance mutually agreeable to the candidates concerned.
  - J.** The Chairperson of the Elections Committee shall notify immediately, and in writing, the results of the election to each candidate.

**ARTICLE III**

***Assets***

- Section 1.** Disbursement / dissolution of assets:

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- A. Funds of the Association shall be disbursed in accordance with annual budgets as approved by the Board of Trustees. The Board of Trustees shall have power to transfer unused balances from one line item to another. The Treasurer shall receive and disburse the funds of the Association and together with the Executive Director shall make an annual accounting to the Board of Trustees.
- B. No part of the net income, revenue, or grants of the Association shall accrue to the benefit of any member, officer, Regional Representative, or private individual (except in payment for requested services rendered in connection with Association business).
- C. In the event of dissolution or liquidation, the assets of the Association, after payments of debts and obligations, shall be transferred to an organization with federal tax exemption for educational purposes similar to those of the Association, which exempt organization shall be designated by action of the final Board of Trustees of the Association.

**ARTICLE IV**

*Indemnification*

**Section 1.** To the fullest extent permitted by applicable law, the Association shall indemnify each person who, by reason of being or having been a trustee, officer or employee of the Association, is named or otherwise becomes or is threatened to be made a party to any action, suit, investigation, or other proceeding, whether civil, criminal, administrative, or otherwise in nature against any and all costs and expenses, including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements, actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation, or proceeding or any claim or other matter herein, including any settlements thereof or any appeals therein, with employee of the Association, or by reason of being or at any time having been, at the direction or request of the Association, or trustee, officer, or fiduciary for any other corporation, partnership, trust, venture, or other entity or enterprise including any employee benefit plan. With Board of Trustees approval, the Association may indemnify any other person subject to the same terms, conditions, and limitations set forth in this Article of the Bylaws.

**ARTICLE V**

*Dues*

**Section 1.** Continuing annual dues for individual members of the Association shall be twenty (20) dollars. When more than twenty (20) individuals join as a group, the annual dues shall be (12) dollars per individual. Dues for college/university students, non-educator parents, and retired persons shall be ten (10) dollars.

**Section 2.** The continuing annual dues for member institutions shall be fifty (50) dollars.

**Section 3.** Individual and/or institutional members will be dropped from the Association roll should they not respond with payment of annual dues.

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**ARTICLE VI**

*Membership Year*

Section 1. The membership year, for purpose of dues, is from initial date certain to its annual date certain.

**ARTICLE VII**

*Amendments to the Bylaws*

Section 1. The Bylaws may be amended by a two-thirds (2/3) affirmative vote of the entire voting membership of the Board of Trustees.

**ADOPTED:**

*April 24, 1976*

**AMENDED:**

*July, 1979*

*July, 1980*

*July, 1981*

*July, 1982*

*June, 1985*

*June, 1988*

*July, 1989*

*June, 1994*

*June, 1995*

*June, 2003*