

# TSA, Inc. Corporate Bylaws

## ARTICLE I. NAME

The name of this Association shall be the Technology Student Association, Inc. (TSA, Inc.).

## ARTICLE II. PURPOSE

### Section 1.

The purpose of this Association shall be to serve students enrolled in Technology Education. The Mission Statement of TSA is as follows: “The Technology Student Association fosters personal growth, leadership, and opportunities in technology, innovation design and engineering. Members apply and integrate science, technology, engineering and mathematics concepts through co-curricular activities, competitive events and related programs.” The specific goals of TSA, Inc. are to:

- a. provide opportunities to enhance student participation in and contribution to a technological society;
- b. provide services that help deliver instruction and manage activities that ensure all students become technologically literate and productive in a democratic society;
- c. provide resources and services to affiliated associates in empowering their administration and management of viable local chapters; and seek to implement continuous improvement strategies throughout TSA.

### Section 2.

This Association shall be the sponsoring agency for the Technology Student Association.

### Section 3.

TSA, Inc. shall not engage in any activity which would be inconsistent with its status as an educational, charitable association as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 or any successor provision thereto.

## ARTICLE III. CORPORATE MEMBERS

### Section 1.

The Technology Student Association, Incorporated (TSA, Inc.), is a non-profit, educational corporation consisting of those persons who are officially designated by the states to serve as State Supervisors of Technology Education or an appointed representative in each state, territory, or geographic unit chartered by this corporation. These persons will be known as “Corporate Members.”

### Section 2.

The State Supervisor of Technology Education in any state or territory or an appointed representative will become a member of this corporation upon acceptance of a charter presented by TSA, Inc.

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### Section 3.

There will be one delegation for each state and for each area designated by the TSA, Inc. Board of Directors (the Board). This delegation will be known as a State Delegation and will be a separate legal entity from TSA, Inc. and TSA. Each State Delegation will be eligible to be exempt from Federal and State Income Tax and will comply with the TSA, Inc. 501(c)(3) group exemption letter or any later provision thereof.

### Section 4.

The Executive Director will review each charter application and make a recommendation to the TSA, Inc. Board of Directors for appropriate action. Upon approval of the application, notification will be given to the State Delegation as to the time and place the charter will be presented.

### Section 5.

Any State Supervisor of Technology Education or an appointed representative may apply for membership through the Executive Director by submitting a letter to the Executive Director requesting the issuance of a charter for that State Delegation including:

- a. A copy of the State Delegation's bylaws.
- b. A list of all the state's local chapters and its members indicating those chapters' and members' willingness to support the application (minimum three (3) chapters with ten (10) members each).
- c. A list of the State Delegation's officers.
- d. A remittance to cover national dues for each chapter member.
- e. A remittance for the charter fee of \$150.

### Section 6.

The purpose of the State Delegation will be to:

- a. provide a structure for TSA members to unite and collectively participate in the programs, services, and activities of TSA within the state; and
- b. provide a vehicle which will promote the progress and welfare of TSA as a whole, including, and without limitation, the provision of channels of communication between TSA, Inc., the State Delegation, and the local chapter.

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### Section 7.

To be considered in good standing each State Delegation will:

- a. have bylaws modeled after TSA, Inc. and TSA;
- b. require unified student membership of TSA in which a student must be a member at the local, state, and national levels;
- c. meet the requirements each school year of Article III: Section 3, Sections 5a, 5b, 5c; and Section 6; and
- d. have permission to use the name and official logo of TSA, Inc. upon written approval by the TSA, Inc. Executive Director.

### Section 8.

Any State Delegation not in good standing will be notified in writing by the TSA, Inc. President that it must comply with

#### ARTICLE III. Section 8.

5a, 5b, 5c; and Section 6 within one year or the State Delegation will:

- a. lose its TSA, Inc., corporate membership status and all the privileges which go with being a corporate member;
- b. lose its tax exempt status 501(c)(3) and its privilege to file its Federal Income Tax and Expense Statement through TSA, Inc.; and
- c. lose its charter and all privileges associated with the charter.

### Section 9.

A State Delegation may apply for a re-charter by complying with Article III: Section 3, Sections 5a, 5b, 5c, 5d, 5e and Section 6 and paying any fees not paid when it lost its charter.

### Section 10.

The charter fee shall be recommended by the corporate membership. To change the \$150 charter fee the TSA, Inc. Board of Directors shall recommend the charter fee to the corporate membership at its annual meeting. A majority vote of the corporate membership is required for adoption.

### Section 11.

Only the TSA, Inc. Board of Directors and the Executive Director shall have the power to bind the corporation. No action taken by the membership or officers shall have the power or the effect of binding the corporation.

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### Section 12.

The fiscal year of TSA, Inc. shall extend from September 1 through August 31. The membership year for TSA, Inc. shall extend from August 1 through July 31.

## ARTICLE IV. OFFICERS

### Section 1.

The officers of this Association shall be a President, President-Elect, and Secretary/Treasurer, all of whom shall be active members in good standing at the time of their election and during their tenures of office. These three officers are elected from the six (6) corporate members, the three (3) classroom teachers, and the teacher educator representative from the TSA, Inc. Board of Directors.

### Section 2.

The President will preside over all meetings of the Corporation and will serve as chair of the Board. The President will be responsible for the appointment of committee chairmen, will serve as special advisor to the Board, will direct the activities of the corporation, and will otherwise represent the corporation and the Board as may be necessary.

### Section 3.

The President-Elect will be elected annually by the Board at its annual meeting by a majority vote. To be eligible for the position of President-Elect a corporate member must have two years remaining on the Board. The President-Elect will serve in the absence of the President and will perform other duties as the President or the Board may direct. The President-Elect shall assume the position of President after serving one year as President-Elect.

### Section 4.

The Secretary/Treasurer of the corporation will be elected every other year by the Board by a majority vote at its annual meeting. To be eligible for the position of Secretary/Treasurer a corporate member must have two years remaining on the Board. The Secretary/Treasurer will serve as financial advisor to the national student organization and the Executive Director, issue notices of all official meetings, keep accurate records of all meetings, distribute copies of the minutes of such meetings to all Board members, and perform other such duties as the President or the Board may direct.

### Section 5.

The term of office shall begin immediately following the annual meeting at which the officer was elected and end following the next annual meeting, except in the case of the Secretary/Treasurer, or until their successors are elected. The Secretary/Treasurer's term will begin immediately following the annual meeting at which the Secretary/Treasurer was elected and end two years following the annual meeting at which the election took place or until the successor is elected.

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### Section 6.

In the event that a vacancy occurs in any office except that of the President, the Board shall appoint a member from the Board, excluding the National TSA Officer and the Executive Director, to fill the vacancy in that office for the unexpired term. If the office of President becomes vacant, the President-Elect will automatically become President for the unexpired term and the vacancy arises in the office of President-Elect.

## ARTICLE V. CORPORATION'S ANNUAL MEETING

### Section 1.

The annual meeting of the corporate members is called the Corporation Meeting. This annual meeting will be held to coincide with the annual National TSA Conference. All members will receive written notice and a tentative agenda of this meeting at least thirty (30) days prior to the meeting. In the event a member is unable to attend, the member must designate in writing to the Executive Director before the opening of the annual National TSA Conference the TSA representative to attend the meeting.

### Section 2.

Each corporate member or an approved appointed representative, the TSA, Inc. Board of Directors' classroom teachers, the National TSA Officer, and the teacher educator representative will each have one vote.

### Section 3.

A quorum will consist of one-third of the corporate membership.

### Section 4.

Minutes from the annual corporate meeting shall be distributed to the corporate membership within 60 days following the annual meeting.

## ARTICLE VI. BOARD OF DIRECTORS

### Section 1.

There are twelve (12) or thirteen (13) members of the TSA, Inc. Board of Directors as follows:

- a. six (6) members are elected from the TSA, Inc., corporate membership who are officially designated by the State Departments of Education as State Supervisors of Technology Education or an appointed representative of each state, territory, or geographic unit chartered by TSA, Inc. Two (2) are elected to three-year terms at the corporation's annual meeting by a majority vote.
- b. three (3) members are classroom teachers: one (1) representing the TSA advisors at the high school level, one (1) at the middle school level, and one (1) at the elementary level. These (3) three members are elected by the local TSA advisors by a plurality vote to a three-year term.
- c. one (1) National TSA Officer who is elected annually for a one-year term by the newly elected National TSA Officers.

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- d. one (1) teacher educator representative nominated by corporate members is elected at the annual meeting by a majority vote to a three year term.
- e. the Executive Director of TSA, Inc. who is a non-voting member.
- f. the Past President is an ex-officio, voting member of the board.

### Section 2.

The TSA, Inc. Board of Directors manages the affairs, sets policy of the corporation, and hires and discharges the Executive Director. The Board may make special appointments, including committees, as deemed necessary.

### Section 3.

A majority of the voting members shall constitute a quorum at any Board meeting.

### Section 4.

There are two Board meetings a year, with one being at the National TSA Conference.

### Section 5.

In an emergency situation and upon the call of the President or seven (7) voting members, a conference call may be held. Any action taken by the Board as a result of the conference call must be followed by an official vote by mail or electronic communication in which a hard copy is produced. At the next Board meeting, the Board must ratify the action taken.

### Section 6.

A vote of the Board may also be taken by mail or FAX at the discretion of the President and the Executive Director.

### Section 7.

A member of the Board, excluding the Executive Director, may be removed by a two-thirds vote of the members of the Board. A Board member may resign at any time by giving written notice to the President or the Executive Director. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt of the notice. Acceptance of the resignation is not necessary to make it effective.

### Section 8.

Vacancies on the Board shall be filled by a majority vote of the remaining members of the Board unless otherwise provided by law or by the TSA, Inc.'s, Articles of Incorporation. A Board member elected by the Board to fill a vacancy shall be elected for the remainder of the term of the Board member whose position is being filled.

## ARTICLE VII. EXECUTIVE COMMITTEE

### Section 1.

The Executive Committee shall be composed of the President, the President-Elect, the Secretary/Treasurer, the Immediate Past President, and the Executive Director. The Executive Director is a non-voting member.

### Section 2.

The Executive Committee shall handle the affairs of the corporation between Board meetings, supervise the activities of the National TSA Officers, and perform other duties as assigned by the Board. The Executive Committee shall evaluate the Executive Director's performance and shall set the salary and fringe benefits of the national staff. The Executive Committee only has such power as given it by the TSA, Inc. Board of Directors.

### Section 3.

The Executive Committee prepares a budget and submits it to the Board for approval at its fall meeting.

### Section 4.

A conference call may be held in an emergency situation and upon the call of the President or two (2) voting members. Any action taken by the Executive Committee as a result of the conference call must be followed by an official vote by mail or electronic communication in which a hard copy is produced. At the next Executive Committee meeting, the Executive Committee must ratify the action taken.

### Section 5.

A majority of the voting members shall constitute a quorum at any Executive Committee meeting.

## ARTICLE VIII. NOMINATIONS AND ELECTIONS OF CORPORATE MEMBERS

### Section 1.

The President-Elect mails the list of corporate members to each corporate member 60 days before the National TSA Conference. Corporate members submit two (2) nominees for the two corporate positions which are available on the TSA, Inc. Board of Directors. Once the President-Elect receives the nominations, the President-Elect then requests each nominee to provide some specific background information. Thirty (30) days before the National TSA Conference the President-Elect mails this background information on each nominee to each corporate member. At the annual Corporation Meeting at the National TSA Conference each nominee gives a maximum two (2) minute speech. Following all the nominees' speeches a ballot vote is taken to fill the two (2) positions on the Board. A majority vote of the corporate members present and voting shall be required for election. If there are more than three (3) nominees and two nominees do not receive a majority vote on the first ballot, any nominee with a majority will be declared elected while the nominee with the lowest number of votes will be dropped and another ballot will be taken. On each succeeding ballot the nominee receiving the lowest number of votes will be dropped until a majority is reached for the two (2) positions.

Section 2.

The President-Elect mails a letter to each local TSA advisor ninety (90) days before the National TSA Conference requesting nominations at each level for one (1) member who is a classroom teacher and TSA advisor. These three levels are: the High School Level, the Middle School Level, and the Elementary Level. Sixty (60) days before the National TSA Conference the Executive Director mails the ballot with the list of nominees to each local TSA advisor. Each Local TSA advisor votes for one (1) at each level. A plurality will elect.

Section 3.

The President-Elect mails a letter to each corporate member ninety (90) days before the National TSA Conference. Corporate members submit the name of one (1) teacher educator to be the teacher educator representative on the Board. Once the President-Elect receives the nominations, the President-Elect then requests each nominee to provide some specific background information. Sixty days (60) before the National TSA Conference the President-Elect mails this background information on each nominee to each corporate member. At the annual Corporation Meeting at the National TSA Conference each nominee gives a maximum two (2) minute speech. Following all the nominees' speeches a ballot vote is taken to fill the teacher educator position on the Board. A majority vote of the corporate members present and voting shall be required for election. If there are more than two (2) nominees and a majority is not reached on the first ballot, the candidate with the lowest number of votes will be dropped and another ballot will be taken. On each succeeding ballot the nominee receiving the lowest number of votes will be dropped until a majority is reached.

ARTICLE IX. NATIONAL TSA ADVISORY COUNCIL

Section 1.

The Technology Student Association National Advisory Council provides guidance to the Technology Student Association in the areas of program development, financial matters, professional improvement, and technology education promotion within education, business, and industry.

Section 2.

The National TSA Advisory Council (NAC) reports to the TSA, Inc. Board of Directors and does not have any authority or official policy making responsibility.

Section 3.

The NAC should meet at least once each fiscal year.

Section 4.

The NAC consists of business and industry representatives; a TSA, Inc. Board of Directors' representative; a National TSA Officer; the Executive Director; and an NAC Chairperson who is elected by the TSA, Inc. Board of Directors. NAC members are determined by the NAC Chairperson; the TSA, Inc. Board of Directors' President; and the Executive Director with the approval of the Board. The TSA, Inc. Board of Directors representative, and the National TSA Officer representative are determined by the TSA, Inc. Board of Directors.



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### ARTICLE X. TSA ALUMNI ASSOCIATION

#### Section 1.

Effective July 1, 2005, an alumni association for alumni members of National TSA, in accordance to Article III, Section 3, Part 3, of the National TSA Bylaws, shall be established and available for alumni to join and participate annually.

#### Section 2.

The Alumni Association shall be governed by the TSA, Inc. Board of Directors.

### ARTICLE XI. AMENDMENTS

To amend these Bylaws, a proposed amendment must be submitted in writing by the corporate member proposing the amendment to the President of TSA, Inc. at least sixty (60) days prior to the annual Corporation Meeting. The President will inform the corporate members and the TSA, Inc. Board of Directors of the proposed amendment(s) at least 30 days prior to the annual meeting. A two-thirds vote at the annual Corporation Meeting shall be required for adoption.

### ARTICLE XII. PARLIAMENTARY AUTHORITY

The most current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary authority for this corporation and shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.