

**BY-LAWS of TASH**  
*Adopted by the TASH Executive Board April 2, 2004*

**ARTICLE I: MEMBERSHIP**

Section 1:

The name of this Association shall be TASH.

Section 2:

Membership in this Association shall be open to all persons and organizations interested in accomplishing the purposes set forth in the Articles of Incorporation of this Association.

Section 3:

Membership shall be obtained by application to the Association and by payment of such dues as shall be from time to time designated by the Executive Board.

Section 4:

Each member of the Association shall have the right to exercise one vote on any matter brought before the membership for a vote; provided, however, that a member must be properly registered and have dues current prior to exercising such right.

Section 5:

Annual meetings of the Association shall be held once per calendar year. Notice of the meeting, stating the place, day and hour of the annual meeting, shall be announced to the membership not less than thirty (30) days prior to the meeting date.

Section 6:

Special membership meetings may be called by the President or by the Executive Board. Special meetings may also be called by membership upon presentation of a written petition signed by not less than fifty (50) members of the Association, presented to the Executive Board. Any such special meeting is to be held at the Annual conference of the Association and the petition thereof must be received no less than sixty (60) days prior to the conference. Notice of the meeting will be announced to the membership not less than thirty or more than fifty days prior to the meeting and shall state the meeting place, day, and hour of the special meeting and the purposes for which the meeting is called.

**ARTICLE II: EXECUTIVE BOARD**

Section 1:

The affairs of the Association shall be governed by its Executive Board. The Executive Board shall not number fewer than eleven (11) nor more than twenty-five (25) persons.

Section 2:

The members of the Executive Board shall be elected annually by the membership with a simple majority of the ballots. To be eligible for election to the Executive Board, a candidate must be a current member of the international Association and must have demonstrated commitment to the Association and its values as expressed through the resolutions of the Association.

### Section 3:

Executive Board members shall be elected by the membership to serve for three year terms. In addition, exofficio Board members can be appointed by the President. Ex-Officio Board members serve a one-year term and can be re-appointed by the President for up to six consecutive one-year terms. The terms of Board members shall be staggered such that approximately one-third of Board members shall stand for election or re-election in any given year. No person shall serve more than two consecutive full (3-year) terms on the Executive Board except under conditions described in Article III, section 1. Persons serving an initial term of less than three years may serve for two additional three-year terms. After serving the maximum time allowed, a person may again serve after a two year recess from their role as an elected member of the Executive Board. Vacancies occurring when an elected Board Member becomes unable for any reason to complete his or her term shall be filled for the remainder of the term by the highest ranking nominee from the last election who agrees to serve.

### Section 4:

Meetings of the full Executive Board shall take place four times per year. Meetings may occur in person, electronically, or by conference call. A quorum for Executive Board meetings shall be one half plus one of the number of voting board members. Notice of the quarterly meetings shall be provided to the Board either in writing, electronically or by phone at least thirty (30) days prior to the meeting. Special meetings of the Executive Board may be called by any five voting Board members, acting in concert.

### Section 5:

It shall be the duty of the Executive Board to govern all matters concerning the Association as to both setting policy and making business decisions.

### Section 6:

The Executive Board may appoint such permanent or temporary committees as from time to time the Board feels are necessary. Any member of the Association in good standing may serve on a Committee. In addition, The Executive Board may establish advisory or honorary boards, at their discretion, to serve the needs of the organization.

6(a) Operating Committees shall exercise the authority of the Executive Board in the management of the Association and shall be established by a majority vote of the Executive Board members. Operating Committees shall be chaired by an Executive Board Member and shall have a liaison to the Executive Board. One person may serve as both chair and liaison or the role of liaison can be filled by another member of the Executive Board.

6(b) Non-operating (interest committees) are established by a majority vote of the Executive Board. Any member of the Association can serve as a chair of an interest committee and any member of the Association can participate on any interest committee as a member of that committee. All interest committees shall include a liaison who is a member of the Executive Board.

### Section 7:

There shall be an annual ad hoc Elections Committee. The purpose of the Elections Committee shall be to nominate individuals for vacant positions on the Executive Board. The Elections Committee shall be appointed by the Chair of the Committee who is invited to serve in this capacity by the Executive Board. The Elections Committee shall consist of at least three (3) members of the Executive Board but no Executive Board Member who is eligible and decides to run for a second term shall serve on the Elections Committee. The Elections Committee may solicit recommendations for nominees from the membership and nominations may include self-nominations by Association members interested in serving on the Executive Board. The Elections Committee shall submit a ballot that is diverse with respect to race, ability, profession, area of residence and role.

### Section 8:

Any action which may be properly taken by the Executive Board may take place with or without a meeting. Such action shall have the same force and effect as a vote of the Executive Board members assembled and the minutes shall reflect the manner in which any vote or action was taken.

### **ARTICLE III: OFFICERS**

#### **Section 1:**

The officers of the Association shall be members of the Executive Board. Officers (other than the President) shall serve a term that runs from one annual conference to the next, or for approximately one year, and until their successors are elected, or until they resign or are removed for cause. No elected officer of the Association, shall serve more than five consecutive one-year terms in the same office. The President serves a three year term and remains in office by an annual vote of confidence on the part of the Executive Board . If the President's elected term extend beyond his/her regular term on the Executive Board, he/she shall remain a voting member of the Executive Board until the conclusion of the term as President.

#### **Section 2:**

The Association shall have the following officers:

**President.** The President of the Association shall supervise all activities of the Association; execute instruments on its behalf; preside at all meetings of the Executive Board and of the membership of the Association; call such meetings of the membership as shall be deemed necessary; and perform such other duties typically inherent in such office. The President annually nominates a slate of officers subject to the approval of the Executive Board.

The President may assign ex-officio members (non-voting) as members of the Executive Board to maintain the Executive Board's diversity and perspective. The President shall remain on the Executive Board for one year following her/his term of office as President. This is an ex-officio appointment as Past-President. The Past-President may serve on the Executive Committee at the discretion of the current President.

**Executive Vice President.** The Executive Vice President of the Association shall act for the President in his or her absence and perform such other acts as the President may direct. The Executive Vice President serves as the President Elect, during the last year of the sitting President's term of office.

**Provisional Vice Presidents.** Provisional Vice Presidents shall be nominated by the President and approved by the Executive Board. Any such Provisional Vice President shall be elected for a one-year term and shall have responsibility for a specific area or function of the Association.

**Secretary.** The Secretary of the Association shall ensure that accurate records and minutes of all of the Executive Board meetings of the Association are made at the time of the meeting; shall ensure that copies of the minutes of the previous meeting are distributed in advance of each meeting; shall ensure that all notices of Executive Board and membership meetings are delivered to those persons entitled to vote at those meetings; and shall ensure that additional proper records and minutes are maintained.

**Treasurer.** The Treasurer of the Association shall oversee the Association's fiscal activities including: the proper deposit of funds into the accounts of the Association; the maintenance of all financial records; disbursements from all accounts; the preparation of audits and/or other analyses of the finances of the Association; the preparation of financial reports and records for each Executive Board meeting; and the preparation and filing of all end-of-year financial reports and federal and state tax forms. The Treasurer shall serve as the Chair of the Finance Committee of the Executive Board.

### **ARTICLE IV: EXECUTIVE COMMITTEE**

#### **Section 1:**

The Executive Committee shall consist of the officers of the Association and a Chairperson. The Chair of the Committee shall not be one of the officers of the Association, but shall be annually elected by the Executive Board to serve as Chair of the Committee. At the discretion of the President, Chairs of Operating Committees, the Past President and/or other Executive Board members may be asked to participate as members of the Executive Committee. Vacancies on the Executive Committee shall be filled by a person elected by the Executive Board for the unexpired portion of the term of the position vacated and shall assume the duties of that office or position.

Section 2.

The Executive Committee shall develop recommendations with respect to various matters pertaining to the affairs of the Association and shall report such recommendations to the Executive Board for action. In instances where circumstances require expeditious action between meetings of the Executive Board, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Executive Board. The Secretary shall ensure that the minutes of the Executive Committee include a summary of the circumstances requiring any expeditious action taken by the Executive Committee and shall further ensure that the minutes of Executive Committee meetings are submitted to the Executive Board. The Executive Committee shall meet monthly and at such other times that circumstances warrant.

**ARTICLE V: APPOINTED OFFICERS AND STAFF**

Section 1:

The Executive Board shall appoint a Chief Executive Officer, with a title appropriate to the functions of the office. Other staff shall be hired by the Chief Executive Officer.

Section 2:

The Executive Board shall delegate duties and customary authority to the Chief Executive Officer of the Association. The Chief Executive Officer shall be subject to hire and termination by the Executive Board. The Executive Board shall ensure that the Chief Executive Officer shall have an annual evaluation which shall be reviewed by all members of the Executive Board.

Section 3:

The Chief Executive Officer shall hire additional staff to carry out the functions of the Association and shall set forth the duties and authority delegated to staff. All additional staff shall be subject to hire, supervision, and termination by the Chief Executive Officer.

Section 4:

The Chief Executive Officer shall, under normal circumstances, attend and participate in the meetings of the Executive Board, the Executive Committee and other Committees, shall serve as staff to the Board and the committees, but shall not be entitled to a vote.

**ARTICLE VI: AMENDMENTS**

These by-laws may be amended by a simple majority of one-third of the eligible voting membership of the Association.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 2004

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY