



TENNESSEE AGRITOURISM ASSOCIATION BYLAWS

Approved November 30, 2021

The name of this association shall be Tennessee Agritourism Association. Referred to herein as the Association.

The mission of the Association is to promote quality growth and development of agritourism in Tennessee.

For the definition of Agritourism in Tennessee that has been adopted by the Association as it relates to membership classification, see the TAA website or policy manual.

Article II - Purpose

The members of this association have voluntarily associated themselves together in an organization to carry out the following purposes:

1. Provide informational, networking, educational, and other activities that support agritourism operations.
2. Promote the growth of agritourism throughout the State of Tennessee.

Article III – Membership

1. Annual membership shall be extended to any person, organization, agency, or business interested in agritourism (irrespective of race, color, national origin, religion, sex, age, or disability) that pay dues to the Association in the appropriate category and amount.

2. No membership in the Association shall be assignable or transferable to any member. No membership shall pass to any legal representation of any deceased member.

3. Classification of membership shall include Active Members, Associate Members and Honorary Members.

3.1 **Active Members** of the Association are Tennessee farmers currently operating an agritourism venue. A representative of that farm shall have voting rights (one vote per farm) and may serve as an officer or a member of the Board of Directors.

3.2 **Associate Members** of the Association are persons interested in agritourism or representatives of organizations or firms whose activities are pertinent to the purpose of the Association. Persons operating agritourism operations in states other than Tennessee may apply for Associate Membership. Associate members shall not have voting rights but may serve as an advisor or on a committee.

3.3 **Honorary Membership** may be conferred on individuals recommended to the Board of Directors who have contributed significantly to the growth and support of the agritourism industry. Approval of honorary membership is by majority vote of the Active members of the Association. An honorary member may serve as an advisor to the board and/or committee, but shall not pay dues, vote, or hold an elected office on the board, unless they qualify as active member.

4. **Advisors to the Board.** The Board, upon recommendation of the President may appoint up to five (5) advisors to the Board who are interested in the purposes of the association. Such advisors shall have no voting rights and shall attend board meetings only at the invitation of the Board.

Article IV – Dues

Annual Dues for membership shall be subject to review at the discretion of the Board of Directors, with any recommendations for change presented to the membership at any official TAA Meeting with at least 25% of active members present. A majority vote of the Active members present at this meeting will be necessary to increase or decrease dues, or to add or delete member benefits.

1. New membership shall be effective upon receipt of dues and remain effective until the end of the fiscal year which is January 1st through December 31st. All membership payments are non-refundable.

2. Due reminders will be sent out prior to membership dues collection. If not paid by February 28, any prior-year member will be dropped from membership.

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Article V – Officers and Directors of the Association

The Board of Directors shall be elected by the membership at the annual meeting for expired or vacated positions.

1. The term of office for Director shall be three years, and no director shall serve more than 2 consecutive terms.

2. The Board of Directors will seat the Officers from their ranks by a majority vote of the Quorum.

3. A Quorum of the Board members will consist of a majority of those seated.-A Quorum may be reached by electronic, or phone attendance at the meeting of the Board of Directors. 4. The Board of Directors shall be 9 people, consisting of the five officers and up to 4-additional members.

5. Only active members in good standing for two years, prior to an election, may serve on the board.

The Officers of the Association shall be the President, Vice-President, Secretary, Treasurer and Parliamentarian. These officers shall be selected by the board of directors.

1. The term of office for officer positions shall be one year up to three (3) consecutive years, except the Treasurer who may serve any number of terms as long as they continue on the Board.

2. Officer positions will be as described in the Board Operating Policies & Procedures Manual

Election of Board of Directors

Each year the President shall appoint a Nominating Committee of at least 4 persons, at least 50% of which shall be active members not currently serving on the Board. It shall be the duty of that committee to place in nomination, names of qualified members for election to the available director positions. The nominating committee will notify membership of their opportunity to submit nominations at least 3 weeks in advance. Voting shall be allowed online starting a week before the annual meeting and ending 2 days before the annual meeting. In-person voting will take place at the annual meeting.

No officer shall hold more than one position in the Association at any one time, except for the five Officer positions who shall simultaneously serve as members of the Board of Directors.

In the event a board member is unable to complete the member's term, the President shall notify the Board of Directors of the vacancy. The President shall appoint a nominating committee which shall then have 15 days following the date of such notice to recommend a candidate to fill the vacant position. The Board then has 15 days to approve the candidate. If the Nominating Committee does not recommend a candidate within such period, the President has the authority to appoint a candidate to fill the vacancy. If the remaining term is one year or more, the candidate will serve until the next Annual Meeting. This partial year will not count against maximum time allowed to serve on the board or as an officer.

Any officer or director may be removed from office, with or without cause, by a majority of the remaining directors or a majority of the members of the Association entitled to vote.

The procedures for elections and the resolution of any disputes concerning elections shall be determined by the Officers.

Article VI - Sponsorship

The Association may accept sponsorship funding and partner in activities so long as not part of the Association's Bylaws are compromised or jeopardized by the activity.

Article VII - Meeting of Members

The minutes of all meetings shall be reported to the membership at the regular meeting of the Association. No action or vote at a meeting of the Association shall be valid unless a quorum of 10% of the active membership is present. Meetings shall be annual, regular, and special. 1. An annual meeting of the membership will be held. It shall include the election and installation of board members for expired or vacated terms, reports of the affairs of the Association, and any other business which may be properly brought before the meeting.

2. Regular meetings of the board of directors shall be held quarterly to conduct affairs of the Association.
3. Special meetings of the members for any purpose may be called by the president or by vote of the majority of the board.—Notice of such a meeting shall be given in such a manner that all members shall receive it at least one week prior to the meeting. Business transacted at any special meeting shall be limited to the purpose stated in the notice.

Article VIII - Amendment of Bylaws

Proposed changes to the bylaws require a two (2) week prior notice before an annual, or regular meeting, and the adoption of any amendments shall be by $\frac{2}{3}$ majority vote of the membership responding. Those members not in attendance at the meeting may vote electronically. Response must be received by the Secretary two (2) days prior to the meeting.

Article IX - Dissolution

Upon the dissolution of the association or the winding up of its affairs, the assets of the association remaining after payment of the debts of the association or provision therefor shall be distributed exclusively for the common business interests of its members or to organizations which are exempt from Federal tax under §501(c)(3), §501(c)(4), or §501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. The Board of Directors shall determine how the association's assets will be distributed pursuant to this Article.