



# **Tennessee Wedding and Events Specialists Association Bylaws**

These bylaws of the TENNESSEE WEDDING AND EVENTS SPECIALISTS ASSOCIATION are as required by the Laws and Statues of the State of Tennessee with regard to the Tennessee Non-Profit Act and other relevant Acts of Law, and are intended to serve as the basis of Rules and Regulations of the Association until such time that they are modified or repealed by a majority vote of the Board of Directors of the Association, or until such time they have been ruled invalid or inoperative by Statute, or by Rule of Law.

Revised, updated, and adopted July 15, 2014

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CERTIFICATION

**ARTICLE I  
OFFICES AND AGENTS**

Section 1.1 Principal Office: The principal office of the Tennessee Wedding and Event Specialists Association (the "Association") shall be located in Davidson County, Tennessee, or as subsequently designed by resolution of the Board of Directors. The Association may also have offices at such other places as the Board of Directors may from time to time determine or that the business of the Association may require.

Section 1.2 Registration Office and Agent: The Association shall have and maintain a registered office in the State of Tennessee, which may, but need not be the same as the principal office. The registered agent of the Association may be either an individual resident of the State of Tennessee, a domestic corporation, LLC, partnership, or sole proprietorship whose business office is identical with the registered office of the Association, or a foreign corporation authorized to transact business in the State of Tennessee which has a business office identical with the registered office of the Association. The registered agent shall by default be the duly elected Association Secretary, unless the Board of Directors determines to appoint another qualified officer. The registered office and registered agent may be changed by the Board of Directors pursuant to the provisions of the Tennessee Non-Profit Corporation Act (the "Act").

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**ARTICLE II  
VISION AND MISSION STATEMENT**

Section 2.1 Vision: To create an open and trustworthy community of Middle Tennessee's most dedicated, experienced, and high-quality event professionals.

Section 2.2 Mission Statement: To build a local resource that brings a higher degree of professionalism to the wedding and event industry in Tennessee as well as facilitate the business growth of its members through education and quality vendor relationships.

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**ARTICLE III  
MEMBERSHIP**

Section 3.1 Classification of Membership, Transfer and Voting: The Association shall have two (2) classifications of members and two (2) sub-classifications of members that can be added as an upgrade to Class 1, only. This section does not go into effect until January 1, 2015

**Class 1: Standard Membership**

Our basic membership belonging to a single person or organization. Standard memberships are transferable and include one (1) vote, attendance for one (1) person to all monthly meetings, and a listing in our membership directory. Standard Memberships may add up to two (2) upgrades listed below as Class 1a or 1b. After two (2) upgrades are met, a second Standard Membership must be purchased.

Class 1a: Associate Upgrade

Allows a Standard Member to add one (1) additional company representation and includes attendance to monthly meetings. Associate Upgrades are an add-on to the Standard Membership and cannot exist independently. They are TRANSFERRABLE but have NO voting rights. This is ideal for larger companies that would like to have multiple representatives participate in TWESA.

Class 1b: Company Upgrade

Allows a Standard Member to add one (1) additional company within their ownership with one (1) representative. It is transferable and includes one (1) vote, attendance for one (1) person to all monthly meetings, and a listing in our membership directory. Both Companies must service the event or wedding industry and upgrades are an add-on to the Standard Membership - they cannot exist independently. This is ideal for members that have multiple companies that they would like to represent at TWESA.

**Class 2: Provisional or Student Membership, (limited to one (1) year)**

A temporary membership available to those individuals or business that have not been in business in the wedding or event industry for at least one (1) year but wish to network with other industry professionals. This is also a great opportunity for students looking to connect with professionals in their field of study. Includes attendance to monthly meetings and we ask that provisional or student members have a sponsor from a current TWESA member in good standing.

Section 3.2 Term of Membership: Memberships will be valid for a period of one (1) year from the date that all application dues and fees are paid in full. Any membership may be revoked by a vote of the Board of Directors in the event of nonpayment of dues, fees, or other monetary balance due to the wedding industry, or any other reason that the Board of Directors deems to be prudent, including, but not limited to unethical, unprofessional or illegal dealings with the Association, its members or their clients and potential clients, as provided in Section 3.6 of these Bylaws.

Section 3.3 Admission of Members: The Association shall require all prospective members to meet the following standards to be eligible for membership:

- a) Members businesses support and/or promote the wedding/event planning industry in Tennessee.
- b) Members are required to have been in operation for at least twelve (12) months at the time of application or have accumulated at least two (2) years of previous experience in the same field within the previous five (5) years.
- c) Members are required to have a business license, insurance or other documentation legally required for their profession.
- d) Members are asked to maintain appropriate liability insurance for their company for the specific services they offer.
- e) TWESA Members must submit recent references from both industry colleagues and clients at time of membership.
- f) Members are required to attend at least two (2) membership meetings or other TWESA sponsored events per year.

Section 3.4 Renewal of Members: Members will be contacted by written notice or electronic transmission one (1) month prior to their expiration date regarding renewal with the Association. Members are responsible for confirming they continue to meet admission standards listed in Section 3.3. Additional membership renewal procedures shall be set by the Board of Directors or a Board designated Membership Committee.

Section 3.5 Sanction, Suspension, Expulsion, or Termination of Members: The Board of Directors may impose reasonable sanctions on a member, or suspend, expel, or terminated a member from the Association, with or without good cause after a hearing. Good cause may include the default of an obligation to the Association to pay fees or dues for a period of sixty (60) days following delivery of notice of default, or a material and serious violation of the Association's articles of incorporation, Bylaws, or rules of the Association, or of governmental Statute. The Board of Directors may delegate powers to a regular or an ad hoc peer review committee to conduct a

hearing, and make recommendations to the Board of Directors. The Board of Directors or a committee designated by the Board of Directors to handle a matter involving sanction, expulsion, or termination may not take any action against a member, without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice shall be in writing and delivered by registered or certified mail, return receipt requested, at least fourteen (14) days prior to the hearing. The Board of Directors shall have the authority to suspend a member without formal notice until such time a hearing can be established. Any remaining term of a suspended, sanctioned, expelled or terminated member may not be refunded, reused, or transferred except by a specific vote of the Board of Directors.

Section 3.6 Reinstatement: A member previously suspended, terminated, or expelled may submit a written request for reinstatement of membership. The Board of Directors, or a committee designed by the Board to handle such matters shall review all such requests and may reinstate membership on any reasonable terms they deem appropriate.

Section 3.7 Resolution of Disputes: In the event of any dispute between members of the Association, in relation to the business or activities of the Association, all parties involved shall cooperate in good faith to resolve the dispute. If the parties cannot resolve the dispute between themselves, the Board of Directors shall, at their discretion, resolve the dispute by rendering a final decision.

Section 3.8 Waiver of Interest in Association Property: All real and personal property, including all improvements located on the property, acquired by the Association shall be owned by the Association. A member shall have no interest in specific property of the Association. Each member hereby expressly waives the right to require partition of all or part of the Association's property.

Section 3.9 Monthly Meetings: Continuing in October 1992, there will be held a monthly meeting of members at 7:00 p.m., on the first Tuesday of every month. Meeting dates that may fall on or near recognized holidays may be designated by the Board of Directors to be held at a different date, or may be cancelled unless otherwise authorized by a resolution or amendment by the Board of Directors.

Section 3.10 Annual Meeting: Beginning in 1994, the Board of Directors shall establish and hold an annual meeting in the month of October for the purpose of holding elections of Directors. The Annual Meeting may coincide with a regular Monthly Meeting, and include any other business or transactions deemed appropriate by the Board of Directors.

Section 3.11 Special Meetings: Special Meetings of the members may be called by the President, the Board of Directors, or by not less than one-fourth of the qualified and eligible members.

Section 3.12 Location of Member Meetings: The Board of Directors or its appointed committee may designate any location for the purpose of holding Monthly, Annual, or Special Meetings as it deems convenient for the membership at large.

Section 3.13 Notice of Member Meetings: Notice of Monthly, Annual, or Special Meetings shall be provided to the members by written notice, electronic transmission, personal contact, or by telephone. The notice shall state the time and location of the meeting as well as the general purpose for which the meeting is being held.

Section 3.14 Quorum: The qualified and eligible\* members holding one-fourth of the votes that may be cast at a meeting who attend the meeting in person, or by proxy shall constitute a quorum at that meeting. The members present at a duly called meeting or held meeting at which a quorum is present may continue to transact business

even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum.

Section 3.15 Actions of Members: The membership shall act by consensus however, the vote of a majority of qualified and eligible\* voting members in good standing shall be sufficient to constitute the act of the membership unless a greater number is required by Statute or the Bylaws of the Association.

Section 3.16 Voting and Proxies: A member in good standing\* and entitled to vote may or choose to vote by proxy executed in writing, signed and dated by the member. No proxy shall be valid after a period of sixty (60) days from the date of its execution, unless otherwise provided in the proxy. Qualified and eligible\* members in good standing may be allowed to vote absentee by mail, telephone, or electronic transmission on any issue that the Board of Directors has deemed appropriate and placed before the membership for a vote.

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## **ARTICLE IV DUES AND FEES**

Section 4.1 Membership Fees and Dues: The Board of Directors may establish, set and change the amount of an initiation fee, if any, and of the annual dues of membership payable to the Association. Dues shall be generally payable in advance of the year to which they apply and are non refundable under any circumstance, except as provided for in Section 3.5 of these Bylaws.

Association Membership Dues and Fees, Effective January 1, 2015

- a) New Member Processing Fee \$75 (one time)
- b) Standard Membership \$235
- c) Provisional/Student \$175 (limited to one year)
- d) Add Associate Upgrade \$75 (to standard membership)
- e) Add Company Upgrade \$175 (to standard membership)

Association Meeting Fees (non-members), Effective July 15, 2014

- a) 1st meeting as a member guest and prospect in good standing\* is complimentary
- b) 1st and 2nd time non-member \$10
- c) 3rd time guest, \$35 and no additional guest visits
- d) Non-industry employed spouse or significant other, \$10
- e) No RSVP by member, or additional employees, \$10

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## **ARTICLE V TWESA BOARD OF DIRECTORS, OFFICERS AND COMMITTEES**

### **SECTION 5.1 ASSOCIATION BOARD OF DIRECTORS**

Section 5.1.1 General Powers and Duties: The affairs of the Association shall be managed by a Board of Directors, duly elected by the vote of qualified and eligible\* members in good standing. The Board of Directors may exercise all powers of the Association and do all such lawful acts, and things as are not of law that the Articles of Incorporation, or as directed by the Bylaws, or required to be exercised or done by the qualified and eligible\* members. Directors shall exercise ordinary business judgment in managing the affairs of the Association. Directors shall act as fiduciaries with respect to the interests of the members. In their official capacity as Directors of the Association, Directors shall act in good faith and take actions they reasonably believe to be in the best interest of the Association and that are not unlawful. In all other instance, the Board of Directors shall not take any action that they should reasonably believe would be

opposed to the Association's best interest or would be unlawful or unethical. A Director shall not be liable if, in the exercise of ordinary care, the Director acts in good faith relying on written financial and legal statements provided by an accountant or attorney retained by the Association. Directors shall exercise fair and impartial judgment in the matters of the Association with respect to their own personal business competitors, or any other members or business relations. Under no circumstances is a Director, who may from time to time have privileged information, use any said information to benefit their own business over and above the benefits available to all other members. The Board of Directors shall also, among other tasks:

- a) Qualify and elect or appoint officers as prescribed herein.
- b) Qualify and elect or appoint Directors for the purpose of filling vacancies whether from removal of Directorship or by default as prescribed herein.
- c) Qualify and approve or remove members as prescribed herein.
- d) Establish, staff, and delegate power to permanent or ad hoc committees.
- e) Regulate and define the business and affairs of the Association.
- f) Amend, create, or repeal any of the Bylaws of the Association.
- g) Define the duties and scope of authority of officers and committees.
- h) Define the qualifications of officers, committees, and members.
- i) Approve any monetary expenditure exceeding a value of one hundred dollars.
- j) Exercise any and all duties reasonable and customary to a governing body within the scope of authority of the Bylaws and by Statute.

Section 5.1.2 Number and Qualification of Directors: Directors shall consist of standard members in good standing with the Association. After the first general election, the number of Directors shall not be less than three (3) and no more than twenty (20), or twenty (20) percent of the valid standard members, whichever is larger. The total number of Directors shall at all times try to give a fair and impartial representation to the membership at large with respect to the various fields of endeavors in the wedding industry. At no time will the Board as a whole consist of any one group of members specifically involved in the same endeavor as it relates to their trade.

Section 5.1.3 Term of Directorship: Each duly elected Director shall hold their seat on the Board for a period of two (2) years, or until such time that they require removal, whichever is least. Directors may succeed themselves by proper election procedures for one (1) additional term. After conclusion of four (4) consecutive years, Director must roll off board for period of one year before they're eligible to run for election again. Beginning in 1994, all Directors' terms shall not expire simultaneously so as to provide for a continuity of leadership for the Association. All other founding Directors shall meet all standards and qualifications as provided in the Association Bylaws.

Section 5.1.4 Nomination of Directors: At the membership meeting preceding the Annual Meeting, any qualified and eligible member in good standing\* may nominate any standard member in good standing to a seat on the Board of Directors. Any nomination must be seconded by another qualified and eligible member in good standing, then shall be submitted to the Board designated Nominating Committee. The Nominating Committee may also submit nominations. The duly elected or appointed Association Secretary, or other Board designated person shall place all valid nominees on a ballot to be voted on by the qualified and eligible\* members.

Section 5.1.5 Election of Directors: Any member in good standing, duly nominated and meeting all of the requirements of the Association Bylaws and of the Nominating Committee, and approved of membership by March 1 of election year may be elected to a seat on the Board of Directors by a vote of the qualified



and eligible\* members in good standing at the appropriate Annual Meeting, or by correspondence prior to the Annual Meeting. Voting members shall not be permitted to cumulate their votes for any one nominee by giving as many votes as the number of seats to be filled, nor by distributing the same number of votes among any number of nominees. Therefore, each qualified and eligible\* voting member shall only cast one vote for one nominee as per the number of seats to be filled.

Section 5.1.6 Vacancies: Any vacancies occurring on the Board of Directors, or any Director seat to be filled due to a Board approved increase in the number of Directors, shall be appointed by a vote of the sitting Board of Directors. Appointed Directors shall hold their seat until the next election. Appointees must meet all of the qualifications as elected Directors. A vacancy occurring on the Board of Directors due to a resignation may or may not be filled in or appointment by the officers or consensus of the officers to name a replacement director.

Section 5.1.7 Regular and Annual Board Meetings: The Board of Directors may provide for Regular Board Meetings to conduct the business and affairs of the Association. No notice shall be required for Regular Board Meetings other than to state the place and time of the meeting. Annual Board Meeting shall be held as soon as conveniently possible following the Annual Meeting of the members to install newly elected Directors and elect its officers of the Association for the next term.

Section 5.1.8 Special Meetings: Special Meetings of the Board of Directors may be called by the President, or by any two (2) Board Directors. Notice of no less than three (3) business days shall be required for all Special Board Meeting by print, telephone, electronic transmission, or in person.

Section 5.1.9 Quorum: A majority of the Board of Directors shall constitute a quorum for the purpose of transacting the business of the Association at any meeting of the Board of Directors. The Directors present at a duly called meeting where quorum is established may continue to conduct the Association's business even if enough Directors leave the meeting so that less than a quorum remains.

Section 5.1.10 Actions of the Board of Directors: The Board of Directors shall act by consensus, however, the vote of a majority of Directors shall be sufficient to constitute the act of membership unless a greater number is required by Statute or the Bylaws of the Association.

Section 5.1.11 Voting and Proxies: A Director may vote by written proxy on matters before the Board that includes a dated signature, or by telephone, or by electronic transmission. Photocopies or facsimiles of signatures are specifically prohibited.

Section 5.1.12 Compensation: Directors may not receive salaries for their services as Directors. The Board of Directors may adopt a resolution providing for a payment to Directors of a fee and for expenses of attendance, if any, at each meeting of the Board of Directors. A Director may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a Director shall be commensurate with the services performed and reasonable and customary in amount.

Section 5.1.13 Removal of Directors: The Board of Directors or qualified and eligible\* members may vote to remove a Director at any time, with or without good cause. Good cause for removal of a Director may include the unexcused failure to attend three (3) meetings of the Board of Directors in a calendar year or a chronic lack of attendance at the member meetings. A meeting to consider the removal may be called and noticed following the procedures provided in the Bylaws. The notice of the meeting shall state the possible removal of the Director on the agenda and the notice shall state the possible cause of removal.

The Director shall have the right to present evidence at the meeting why he/she should not be removed. At the meeting, the Association shall consider possible arrangements for resolving the problems that are in the mutual interest of the Association and the Directors. A Director may be removed by the affirmative vote of two-thirds of the Board of Directors or members constituting a quorum at the meeting called for the purposes of considering the removal of the Director. Removal of a Director does not necessarily constitute revocation of membership, or expulsion from the Association.

## **SECTION 5.2: ASSOCIATION OFFICERS**

Section 5.2.1 Officer Positions and Qualifications: Officers shall be elected or appointed from the duly elected Directors of the Association. The officers of the Association shall be; President, Vice President, Secretary, and Treasurer. The Board of Directors may create additional officers positions, define the authority and duties of each position, and elect or appoint persons to fill the position. Any two or more offices may be held by the same person in the event the Board of Director is at its minimum (3 people). It is recommended that directors have served on the board for one (1) year before nominations and election to any office.

Section 5.2.2 Election and Term of Office: The officers of the Association shall be elected annually by the Board of Directors at the Annual Meeting of the Board of Directors. If the election of officers cannot be held at this meeting, the election shall be held as soon thereafter as conveniently possible. A Special Meeting of the Board of Directors may be called at any time to hold such election. Each officer shall hold office for a period of one (1) year, or until a successor is duly qualified and elected, or until such time as may be needed for the removal of an officer. An officer may be elected to succeed himself/herself in the same office(s).

Section 5.2.3 Removal of Officers: Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors, with or without good cause upon two-thirds vote by the Board of Directors attending a duly held meeting called for the purpose of considering the removal of the officer. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer.

Section 5.2.4 Vacancies: A vacancy in any office may filled by election of a majority of the Board of Directors, or appointed by the President. All Officers positions must be filled at all times unless otherwise authorized by a resolution or amendment by the Board of Directors. Officers elected or appointed to fill a vacancy shall serve for the duration of the unexpired portion of the office's term.

Section 5.2.5 President: The President shall serve as the chief executive officer for the Association. The President shall supervise and control, or may delegate supervision and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and the Board of Directors. The President may sign checks, execute any deeds, mortgage, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. However, the President may not execute instruments on behalf of the Association if this power is expressly delegated to another officer or agent of the Association by the Board of Directors, the Bylaws, or Statute. The President may appoint all standing and special committees and chairpersons thereof, and serve as ex officio member of all committees. The President shall perform all duties as prescribed by the Board of Directors and all duties incident to the office of President.

Section 5.2.6 Vice President: The Vice President shall perform the duties of the office of the President when the duly elected President is absent, is unable to act, refuses to act, or has been removed from the office until a qualified successor has been installed or the duly elected President is able to perform the

duties of the office of President. When the Vice President acts in place of the President, the Vice President shall have all powers and subject to all restrictions of that office. The Vice President shall perform other duties as assigned or prescribed by the Board of Directors or the President.

Section 5.2.7 Treasurer: The Treasurer shall perform or delegate the following responsibilities to a Director or approved agent:

- a) Have charge and custody of and be responsible for all funds and securities of the Association.
- b) Receive and give receipts for moneys due and payable to the Association from any source.
- c) Deposits all moneys in the name of the Association in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Board of Directors or the President.
- d) Write checks and disburse funds to discharge obligations of the Association. Funds may not be drawn from the Association or its accounts without normal and proper procedures as established by the Board of Directors and the Bylaws of the Association.
- e) Maintain the financial records and books of the Association.
- f) Prepare financial reports at least annually, or as requested by the Board.
- g) If required by the Board of Directors, give a bond for the faithful discharge of his/her duties in a sum and with a surety as determined by the Board of Directors.
- h) Give written notice to members of expiration of their membership.
- i) Perform all other duties incident to the office of the Treasurer or as prescribed by the President or Board of Directors.

Section 5.2.8 Secretary: The Secretary shall perform or delegate the following responsibilities to a Director or approved agent:

- a) Serve as the registered Agent for the purposes required by the Tennessee Secretary of State, or by Statute, such as filing the annual report.
- b) Give all notices as provided in the Bylaws or as required by Statute.
- c) Record and maintain the minutes of the members and the Board of Directors.
- d) Maintain the custody of the Association required Books and Records and of the Seal, if any, of the Association as defined in Section 9.4
- e) Affix the seal, if any, of the Association to all documents and instruments as authorized.
- f) Keep a register of the names, mailing addresses, telephone numbers, and other such pertinent information of the members, Directors, officers, and employees of the Association.
- g) Perform the duties as assigned by the Board of Directors or the President or incidental to the office of Secretary.
- h) Have to authority to sign checks or drafts of the Association.
- i) Provide copies of these Bylaws to incoming Directors.

### **SECTION 5.3: ASSOCIATION COMMITTEES**

Section 5.3.1 Establishment of Committees: The Board of Directors may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing and removing members of a committee. A committee shall consist of two (2) or more persons that are members in good standing of the Association. If the Board of Directors delegates any of its authority to a committee, the majority of the committee shall consist of Directors. The Board of Directors may establish qualification for membership on a committee. The Board of Directors may delegate to the President its power to appoint and remove members of a committee or the delegation of authority to it shall not relieve the Board of

Directors, or any individual Directors, of any responsibility imposed by the Bylaws or otherwise imposed by Statute. No committee shall have the authority to:

- a) Amend the Articles of Incorporation or the Bylaws of the Association. However, a committee may be established to review same and make recommendations to the Board of Directors for amendment.
- b) Adopt a plan of merger or a plan of consolidation with another enterprise or association.
- c) Authorize the sale, lease, exchange, or mortgage all or substantially all of the property and assets of the Association.
- d) Authorize the voluntary dissolution of the Association.
- e) Revoke proceedings for the voluntary dissolution of the Association.
- f) Adopt a plan for the distribution of the assets of the Association.
- g) Elect, appoint, or remove a Director, officer, committee member or any class of member of the Association.
- h) Approve any transaction to which the Association is a party and that involves a potential conflict of interest as defined in Section 6.6, below.
- i) Take any action outside the scope of authority delegated to it by the Board of Directors.
- j) Take final action on any matter that requires the approval of the Board of Directors, or of the qualified and eligible membership.

Section 5.3.2 Authorization of Specific Committees: The Board of Directors shall define the activities and scope of authority of each committee by resolution. Committees granted to have the authority of the Board of Directors shall appoint a member of the committee to record the minutes of each meeting and supply a record of the minutes to the Secretary of the Association.

Section 5.3.3 Term of Service and Vacancies: Each member of a committee shall continue to serve on the committee until voluntary vacation or removal due to illness, failure to attend or to perform the duties required, or failure to meet the qualifications, or until such time that committee is terminated. Vacancies may or may not be filled by the Board of Directors in the same manner as an original appointment.

Section 5.3.4 Chair, Co-Chair, and Vice-Chair: One (1) or two (2) members of an established committee shall be designated by the President, or by the Board of Directors as the Chair or the Co-Chairs. And additional member of the committee shall be designated as the Vice-Chair by a vote of the committee members. When the Chair, or Co-Chairs are absent, unable to act, refuse to act, or are removed or resign, the other Co-Chair, or the Vice-Chair shall preside in the appropriate capacity.

Section 5.3.5 Notice of Meetings: A notice, written, printed, or by telephone, electronics transmission, or in person of a committee meeting shall be given to each committee member no less than three (3) business days prior to the meeting date, except in the case of a special meeting where time is essential. The notice shall state the purpose of the meeting along with the date, time, and location of the meeting. The Chair or Vice-Chair shall provide the Association Secretary with a record of transacted business and minutes of all committee meetings.

Section 5.3.6 Quorum: One-half the members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which quorum is present may continue to transact business even if enough members leave so that less than a quorum remains. However, no action may be taken without a vote of at least a majority of the committee members required to constitute a quorum.

Section 5.3.7 Actions of Committee: Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by the Bylaws or by Statute. A committee member who is present at a meeting and abstains from a vote is considered to not be present and voting for the purpose of determining the act of the committee.

Section 5.3.8 Voting and Proxies: A committee member may vote in person at a meeting, by written or printed vote with a dated signature affixed, by telephone, or by electronic transmission. Photocopies or facsimile of signature will not be allowed. No committee member may vote by proxy of another person or entity.

Section 5.3.9 Compensation: Committee members shall not receive salaries for their services. The Board of Directors may adopt a resolution providing for pre-approved payment to committee members of a fixed sum and expense, if any, for attendance at each meeting of the committee. A committee member may serve the Association in any other capacity and receive compensation for those services. Any compensation that the Association pays to a committee member shall be commensurate with the services performed and be reasonable in amount.

Section 5.3.10 Rules: Each committee may adopt rules for its own operation not inconsistent with the Bylaws, the rules adopted by the Board of Directors, or Statute.

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## **ARTICLE VI**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 6.1 Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers expressly authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 6.2 Checks: All checks, drafts, or other orders for the payment of money, noted, or other evidence of indebtedness issued in the name of the Association shall be signed by such appointed officer or officers, agent or agents of the Association and in such manner as from time to time may be determined by resolution of the Board of Directors, or in the course of performing regular business.

Section 6.3 Deposits: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as selected by Board of Directors.

Sections 6.4 Reserve Funds: The Association shall maintain a minimum cash reserve of \$6000 between all accounts and petty cash as a minimum recommended amount to cover the Association fixed expenses in a calendar year unless otherwise authorized by a resolution or amendment by the Board of Directors.

Section 6.5 Loans: No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of, or authority granted by, the Board of Directors. Such authority may be general or confined to specific issues.

Section 6.6 Potential Conflicts of Interest: Then Association shall not make any loan to a Director or member of the Association. A Director or member of the Association may make loans to or otherwise transact business with the Association except as otherwise prohibited or noted in the Bylaws, Articles of Incorporation, or by Statute.

Such a person transacting business with the Association has the same rights and obligations relating to those matters as any other persons transacting business with the Association. Any Board of Directors approved transaction with a Director or a member of the Association shall be described fully in a legally binding instrument providing full disclosure of all relevant facts and shall be in the best interest of the Association. A Director or member wishing to transact business with the Association, or whom has a personal interest in that business or transaction shall not be privileged to vote on matters regarding that transaction.

Section 6.7 Gifts: The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or device for the general purpose, or for any specific purpose of the Association. The Board of Directors may make gifts and give charitable contributions that are not specifically prohibited by the Bylaws, the Articles of Incorporation, by Statute, or that would serve to cause or create conflict with any requirements for maintaining the Association's State and Federal tax status.

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## **ARTICLE VII BOOKS AND RECORDS**

Section 7.1 Required Books and Records: The Association Secretary, or other appointed officer by the Board of Directors shall keep correct and complete books and records of the account. The Association's books and records shall include:

- a) A file-endorsed copy of all documents filed with the Tennessee Secretary of State relating to the Association, including, but not limited to the Articles of Incorporation, and any Articles of Amendment, Restated Articles, Articles of Merge, Articles of Consolidation, and Statement of Change of Registered Office and Registered Agent.
- b) A copy of the Bylaws, and any amendments and any and all amended versions or amendments to the Bylaws.
- c) Minutes of the proceedings of the meetings of the Board of Directors, and of committees having any authority of the Board of Directors.
- d) A list of names, phone numbers, emails, and other pertinent information of the members and Directors of the Association.
- e) A financial statement showing the assets, liabilities, and net worth of the Association at the end of the three (3) most recent fiscal years.
- f) A financial statement showing the incomes and expenses of the Association for the three (3) most recent fiscal years.
- g) All rulings, letters, and other documents relating to the Association's federal, state, and local information or income tax status.
- h) The Association's federal, state, and local information or income tax returns for each of the Association's seven (7) most recent years.
- i) All documents, contracts, and any other instrument relating to the business and affairs of the Association for a period of three (3) years beyond their activity.

Section 7.2 Fiscal Year: The fiscal year of the Association shall end on December 31 of each year.

Section 7.3 Inspection and Copying: Any member, Director, officer, or committee member of the Association may inspect and receive copies of all Books and Records of the Association required to be kept by the Bylaws or Statute. Such qualified persons may inspect or receive copies if the person has a proper purpose related to the person's interest in the Association and if the person submits a signed and dated request in writing to the Board of Directors stating their purpose. Any person entitled to inspect and receive copies of the Association Books and Records may do so through a duly authorized agent or representative. A person entitled to inspect or receive

copies of the Association's Books and Records may do so at a reasonable time after no later than five (5) working days after the approval by the Board of Directors. The Board of Directors may establish reasonable fees for copying the Books and Records for a requesting member. The fees may cover the cost of materials and labor, but may not exceed costs deemed reasonable and usual per page.

Section 7.4 Audits: Any member, Director, officer, or committee member of the Association shall have the right to have an audit conducted of the Association's Books and Records. The member requesting the audit shall bear the expense of the audit, including expenses incurred by officers required to assist in the audit process, unless the members vote to authorize the Association to provide for payment of the audit expenses. The member requesting the audit may select the accounting firm to conduct the audit. A member may not exercise these rights to compel audits so as to subject the Association to an audit more than once in any fiscal year.

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## **ARTICLE VIII NOTICE**

Section 8.1 Form of Notice: Whenever under Statute, the Articles of Incorporation, or these Bylaws, notice is required to be delivered to any member, Director, officer, or committee member, and no provision as to how such notice shall be delivered, such notice shall be given in writing, delivered by postage prepaid mail or electronic transmission, and addressed to such member, Director, officer, or committee member as they have provided to the Association.

Section 8.2 Waiver: Whenever any notice is required to be given to any member, Director, officer, or committee member of the Association under provision of Statute, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed and dated by the persons entitled to such notice, whether before or after the time stated in the notice, shall be equivalent to the giving of such notice.

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## **ARTICLE IX GENERAL PROVISIONS**

Section 9.1 Indemnification: The Association shall indemnify any person who was, is, or is threatened to be made a party to a proceeding as defined in, and pursuant to, the provisions of the Tennessee Non-Profit Corporation Act and Articles of Incorporation.

Section 9.2 Resignation: Any member, Director, officer, committee member, or agent may resign by giving signed and dated written notice to the President or Secretary of the Association. Such resignation shall take effect at the time specified therein, or immediately, if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9.3 Prohibited Acts: As long as the Association is in existence, and except with the prior approval of the Board of Directors or the members, no Director or member of the Association shall:

- a) Do any act in violation of the Bylaws, the Articles of Incorporation, a binding obligation of the Association or Statute.
- b) Do any act with the intention of harming the Association, its reputation, or any of its operation.
- c) Do any act that would serve to make impossible, or hinder the intended or ordinary business of the Association.
- d) Receive any improper personal or business benefit from the operations of the Association.
- e) Use the assets of the Association, directly, or indirectly, for any other purpose than to carry out the business of the Association.

- f) Wrongful transfer or dispose of Association property or other assets, including intangible property such as good will.
- g) Use the name of the Association (or any substantially similar name) or any trademark or trade name adopted by the Association, except on behalf of the Association, or except by a resolution of the Board of Directors in the ordinary course of the Association's business.
- h) Disclose any of the Association's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it, or disclose member information previously deemed to be personal or private by the Board of Directors.

Section 9.4 Seal: The Association may have a seal which may be used by causing it or a facsimile thereof to be impressed on, affixed to, or in any manner reproduced upon, instruments of any nature required to be executed by its proper officers, provided that a seal shall not be required for proper execution of any document or instrument for its legal or proper implementation.

Section 9.5 Voting Securities: Voting securities in any other corporation held by this Association shall be voted by the President or Vice-President, unless the Board of Directors confer authority to vote with respect thereto, which may be general or confined to a specific instances, upon some other person or officer. Any person authorized to vote securities shall have the power to appoint proxies with the general power of substitution.

Section 9.6 Invalid Provisions: If any part of these Bylaws shall be held invalid or inoperative for any reasons, then, so far as possible and reasonable, the remaining part shall be valid and operative, and effect shall be given so far as possible to the intent manifested by the part held invalid or inoperative.

Section 9.7 Amendments to the Bylaws: These Bylaws may be amended, adopted, modified, or repealed, or new Bylaws adopted at any duly called and held meeting of the Board of Directors at which quorum is present by the affirmative vote of a majority of the Directors present at such meeting. Copies of any such amendments of Bylaws revisions shall be made available to all Board of Directors at the next regularly scheduled Board Meeting.

Section 9.8 Table of Contents and Headings: The table of contents and headings, if any, used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation and construction of these Bylaws.

Section 9.9 Parties Bound: The Bylaws shall be binding upon and inure to the benefit of the members, Directors, officers, committee members, employees, and agents of the Association and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws or by Statute.

Section 9.10 Definitions: The following definitions of terms and phrases used within these Association Bylaws are listed here for clarification purpose only.

“In Good Standing” – refers to a Class 1 Member, Director, or Officer of the Association that is no more than 60 days past due on membership dues, fees, or other debts to the Association, and that is not under suspension, sanction, or currently terminated or removed by a vote of the members or the Board of Directors.

“Qualified and Eligible” – for the purpose of voting, “qualified and eligible” refers to the Class 1 members in good standing.



“By Statute” – refers to any law of the State of Tennessee, United States Government, or any local government body, whether criminal, civil, or regulatory in nature, with regard to the Association.

“Not of Law” – refers to any act or action not required by law, but deemed as a responsible action, or as required to efficiently excuse the duties and obligations of the Association.

**CERTIFICATION OF SECRETARY**

I certify that I am the duly elected or appointed and acting Secretary of the Tennessee Wedding Specialists Association, Inc. And that the fore going Bylaws constitute the Bylaws of the Association. These Bylaws were duly adopted by a resolution of the Association's Board of Directors at a meeting held on July 15, 2014.

DATED:

*Gipsy Williams*

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Gipsy Williams  
Secretary of the Association