

***BYLAWS
OF THE
TENNESSEE CHAPTER
OF THE
INTERNATIONAL ASSOCIATION
OF
ASSESSING OFFICERS***

Article I. General Provisions

Section 1.1 Name

The name of this organization is the Tennessee Chapter of the International Association of Assessing Officers, referred to hereinafter as, “the Chapter.”

Section 1.2 Jurisdictional Area

The Chapter shall encompass a jurisdictional area consisting of all counties of the State of Tennessee, U.S.A.

Section 1.3 Mission/Purpose

The mission of IAAO is to promote innovation and excellence in property appraisal, assessment administration, and property tax policy through professional development, education, research, and technical assistance.

The purposes for which the Tennessee Chapter of the International Association of Assessing Officers is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these Bylaws, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

Section 1.4 Adoption

By the adoption of these Bylaws the Chapter officially dissolves its prior bylaws and constitution.

Section 1.5 Membership

Membership in the Chapter is open to all persons interested in assessment and appraisal practice. Membership categories are defined as follows:

(a) Regular

A Chapter member in good standing, who is a member of IAAO, resides in Tennessee, and who has paid all IAAO and Chapter dues.

(b) Associate

A Chapter member in good standing, who is not a member of IAAO and who has paid all Chapter dues.

(c) Honorary

A Chapter member who is designated as such by the Executive Board after the approval of a 2/3 vote of the regular membership in attendance at the annual meeting.

(d) Retired

An individual, who had a regular membership for a period of not less than seven (7) years, has retired from the assessment/appraisal profession, and who annually submits a Petition for Retired Member Status form.

Section 1.6 Membership Dues

Membership dues shall be payable annually, with membership being on a calendar year basis. The Secretary shall bill all prior year's members and new members liable for membership dues by November 15.

Dues collected shall be applied to the year in which they are received, unless dues for said year have already been paid or they are paid by a new member subsequent to the annual meeting, in which case they will be applied to the succeeding year.

Membership dues, independent of IAAO dues, shall be established by the Executive Board upon a recommendation of the Budget Committee and shall be adopted by majority vote of the voting membership at the annual meeting.

Dues of honorary members shall be waived.

Dues shall be due and payable upon the mailing or emailing of invoices and shall be delinquent after December 31 of each year. After December 31, a grace period will go into effect. If dues are not paid by March 31, membership will lapse. Second (past due) notices shall be sent by the second Friday of January; and third and final notices shall be sent by the first Friday in March.

Article II Chapter Government

Section 2.1 Officers

The officers of the Chapter shall consist of the President and the Vice President, whom shall serve one-year terms and the Secretary and the Treasurer, whom shall serve a two-year term, all of whom shall be elected at the annual meeting.

Such Officers shall be bonded (a dishonesty bond) in the amount of \$25,000.00 or an amount otherwise prescribed by the Board.

Section 2.2 Executive Board

The Executive Board shall be the governing body of the Chapter. The Executive Board shall be composed of the Chapter officers, the immediate past president, and three elected regular members, one from each of the three grand divisions of the state, for alternating three-year terms.

- (a) A vacancy in the office of President shall be filled by the usual succession in office.
- (b) A vacancy in the office of the Vice President, Secretary, Treasurer, or an elected board position shall be filled by a majority vote of the Executive Board.

Section 2.3 Duties of the Executive Board

The Executive Board shall:

- (a) Develop an annual budget, including setting membership dues and annual meeting fees for submittal to the voting members at the annual meeting.
- (b) Assign duties to the President and Vice president as appropriate.
- (c) Direct the Secretary and Treasurer in the conduct of his or her duties, including the disbursement of Chapter funds.

- (d) Oversee the formation and the work of committees as appropriate.
- (e) Make nominations for Honorary Members.
- (f) Perform other duties as specified and otherwise appropriate.
- (g) Meet the first day of the annual meeting.
- (h) Meet as appropriate for the conduct of Chapter business.

Section 2.4 Duties of the Chapter Officers

The Chapter Officers shall include:

- (a) President

The President shall be the Chair of the Executive Board and shall:

- (1) Preside at Chapter and Executive Board meetings.
- (2) Oversee and/or perform all general administrative duties of the Chapter.
- (3) Perform such duties as may from time-to-time be assigned by the Executive Board.
- (4) Appoint all committee members and assign committee chairs following the annual meeting and by December 30 each year, with or without the input and/or approval of the Executive Board.
- (5) Regularly review the Chapter's bank account.
- (6) Serve as an ex-officio member of all other Chapter committees.
- (7) Undertake to maintain and increase membership and shall enlist assistance and seek funding as appropriate.
- (8) Cause to be performed an annual "Agreed upon Procedures" review, performed by a Tennessee licensed CPA, in October each year for the preceding 12 months.

(9) Receive, document, and forward any alleged IAAO ethics complaints.

(b) Vice President

The Vice President shall:

- (1) Exercise all the powers and duties of the President in his/her absence or inability to act
- (2) Have primary responsibility for Chapter and Executive Board meetings.
- (3) Perform such other duties as may be assigned by the Executive Board.
- (4) Serve as the Chair of the Program/Education and the Nominating/Election Committees.

(c) Secretary

The Secretary shall:

- (1) Prepare and maintain all membership information.
- (2) Notify all members of the annual, special, and Executive Board meetings.
- (3) Record and maintain the minutes of the annual, special, and Executive Board meetings.
- (4) Maintain a list of Chapter officers, Executive Board members, and committee members
- (5) Conduct official correspondence of the Chapter and have custody of its non-financial records.
- (6) Serve as a member or chair of the Bylaws Committee.
- (7) Timely file all necessary documents to remain in good standing with the Secretary of State's Office, including an Annual Report Form

(d) Treasurer

The Treasurer shall:

- (1) Serve as the Chapters chief financial agent and as such shall:
 - (a) Receive all monies collected by the Chapter or by any officer or other party on behalf of the Chapter.
 - (b) Deposit such monies in a bank or other financial institution designated by the Executive Board.
 - (c) Make disbursements of monies as approved by the Executive Board.
 - (d) Report to the Executive Board the financial status of the Chapter as requested.
 - (e) Maintain the Chapter's financial records and books
 - (f) Prepare a budget for the Chapter's activities.
 - (g) Prepare a Treasurer's Report to be shared with the membership at the annual meeting.
 - (h) Prepare an annual report prior to January 1 of each year, including the previous year's meetings, finances, activities, and membership, which shall be distributed to the membership and mailed to the Executive Director of the IAAO.
 - (i) Serve as chair of the Budget Committee.
 - (j) File all necessary tax returns.
 - (l) .
 - (k) Timely file all necessary documents to remain in good standing with the State of Tennessee's Division of Charitable Solicitations and Gaming, Tennessee Department of Revenue and Internal Revenue Service, including all requirements necessary to maintain the State and Federal exemption status.

- (e) Oath of Office

Each Officer shall take his or her oath at the time he or she is elected to office either at the annual meeting or by vote of the Executive Board to fill a vacancy.

Each Officer, upon taking office, shall take, sign, and date the following oath:

“I, _____, do solemnly swear that I will uphold the Bylaws of the Tennessee Chapter of the International Association of Assessing Officers and that I will perform the duties and responsibilities of my Office to the best of my ability and in accordance with the IAAO code of ethics and standards of professional conduct.

Signature

Date

- (f) At the end of their term, Executive Board members and officers shall turn over their books and records to the incoming Secretary, who shall distribute same as appropriate.

Article III Nominations and Elections

Section 3.1 Nominating Committee

The Nominating Committee will perform duties as follows:

- (a) The Chair, each year by May 1, shall notify the regular members of upcoming elections and note that the deadline to submit is June 1 and shall provide an email address to which regular members may file nominations.
- (c) Only regular members may hold elective positions.
- (d) A nomination by a regular member shall include the office for which the candidate is nominated, a written statement from the candidate that he/she would serve in the specified capacity if elected, and the written support of ten regular members and shall be submitted to the Chair.
- (e) The Chair, each year by July 1, shall convene a meeting of the Nominating Committee at which time the Committee shall confirm the validity of any nomination(s) made by a regular member and shall disqualify any that are insufficient.

- (f) The Nominating Committee may, at the meeting described in (e) above, identify and reach out to a potential candidate or candidates and should the Nominating Committee identify a candidate or candidates who meet the regular membership requirement, may by majority vote nominate said candidate or candidates.
- (g) The Chair, each year, on or before July 7, shall notify those nominees whose nominations have been approved of the approval, shall provide same with the email addresses of the entire membership, and shall notify the entire membership via email of the candidates.
- (h) The Nominating Committee shall perform other duties as requested by the Executive Board and/or as otherwise appropriate.

Section 3.2 Nominations from the Floor

The process for nominations from the floor at the annual meeting shall be as follows:

- (a) Nominations from the floor shall only be accepted when there is no candidate previously approved by the Nominating Committee who is capable of serving.
- (b) The President shall call for nominations from floor and shall set a time limit for said nominations to be made.
- (c) Upon the conclusion of this time, the President shall confirm with the Secretary/Treasurer that each nominee is a regular member and shall confirm with each nominee that they accept the nomination. Upon acceptance by the nominee(s), the process will move to Section 3.3 below.

Section 3.3 Elections

Elections at annual meetings shall occur as follows:

- (a) The Chair of the Nominating/Election Committee, if there is more than one candidate for an office, shall introduce the candidates and allow each up to ten minutes to address those in attendance.
- (b) The Secretary/Treasurer shall prepare and distribute the election ballots to all regular members present. Ballots shall contain the office as to which the vote pertains and the name(s) of the candidates approved by the Nominating Committee, a space for a write-in candidate to be used if there are no candidates approved by the Nominating Committee, as well as, a place for the voter's name to be printed

and for his or her signature. The ballots will be numbered consecutively and all ballots will be accounted for at the conclusion of each election.

- (c) Only regular and associate members may vote for elected positions.
- (d) The Chair of the Nominating/Election Committee shall collect all ballots and, with the assistance of the Secretary Treasurer, verify the voting status relative to each ballot and shall count the ballots and communicate the results to the President, who shall notify the Executive Board, the candidates, and the membership of the election results.
- (e) The report of results will include the total votes received by each candidate and the identification of the candidate receiving the most votes.
- (f) A plurality of the votes cast shall be sufficient for election.
- (g) In the event of a tie vote, the winner will be determined by a coin toss.
- (h) Officers shall take office on October 1 following the announcement of the election results at the annual meeting or immediately upon the vote of the Executive Board if filling a vacancy.
- (i) When a candidate runs unopposed, subsections a-g shall be waived and the sole candidate will be deemed elected upon a voice vote.

Article IV Chapter Meetings

Section 4.1 Meetings General

There shall be meetings as follows:

- (a) Annual Meeting

The Chapter shall hold the annual meeting of the membership in Nashville Metropolitan Area in the fall each year at a time and place to be determined by the Board. The annual meeting shall contain an educational program of benefit to assessing personnel. The voting members shall also elect officers and approve a budget for the succeeding year at the annual meeting.

- (1) The Chapter shall allow exhibitors at its annual meeting pursuant to the TIAAO Exhibitor Policy, which shall be adopted upon the upon the

recommendation of the Executive Board and subject to approval by two-thirds of the voting members present at an annual meeting. The TIAAO Exhibitor Policy may be amended upon the recommendation of the Executive Board and subject to approval by two-thirds of the voting members present at an annual meeting or by electronic vote at other times of the year.

(b) Special Meetings

The Chapter may hold special meetings of the membership as determined by the Board.

(c) Executive Board Meetings

The President or a majority of the Executive Board may call an Executive Board Meeting as appropriate. The Executive Board may meet in-person, by conference call, or by some combination of both.

Section 4.2 Meeting Notice

Meeting notice shall be made as follows:

(a) Annual and Special Meetings

The Secretary/Treasurer shall give notice of annual and special meetings to all chapter members by first class mail and/or email at least 30 days prior to the meeting.

(b) Executive Board Meetings

The Secretary/Treasurer shall give notice of Executive Board Meetings to all chapter members by first class mail and/or email at least 30 days prior to the meeting or, if the meeting is called such that 30 days' notice is not possible, as soon as is practicable.

(c) Notices shall be sent to last known mailing and/or email address.

Section 4.3 Quorum

A quorum shall exist as follows:

- (a) For the purpose of transacting official business, a quorum shall consist of not fewer than five (5) members of the Executive Board.
- (b) Those members present at any annual or special meeting shall constitute a quorum. For the purpose of matters decided by the membership, a simple plurality of the votes cast shall be sufficient, unless otherwise specified.

Article V Committees General

Section 5.1 Committee Types

There shall be standing and such other committees as are deemed necessary by the Executive Board to carry out the objectives of the Chapter.

Section 5.2 Standing Committees

- (a) Standing committees shall include: Awards, Budget, Bylaws, Membership, Nominating/Election, and Program/Education.
- (b) Standing committees may be created or dissolved upon the recommendation of the Executive Board and a plurality of the votes cast by the membership present at an annual meeting.
- (c) Standing committees shall consist of four members and a Chair.

Section 5.3 Other Committees

- (a) Other committees may be created and/or dissolved by the Executive Board.
- (b) Other committees may consist of two members and a chair or four members and a chair.

Section 5.4 Duties

- (a) Committees shall perform their duties in accordance with the Chapter Bylaws. All actions of the committees are subject to the approval of the Executive Board.
- (b) Each committee chair is responsible for calling committee meetings and providing 15-day notice of same to the committee members and the Secretary.

- (c) Each committee chair is responsible for recording the minutes of his/her committee's meetings and forwarding same to the Secretary within two weeks of each meeting or sooner if appropriate.
- (d) Committee chairs, at the end of their committee term shall turn over all books and records to the incoming committee chair or, if one is not yet appointed, to the Secretary.

Article VI Standing Committee Duties

Section 6.1 Awards Committee

- (a) The Awards Committee shall:
 - (1) Have responsibility for all aspects of the Chapter's awards program, including the Member of the Year and the Ray D. Kennedy Achievement award.
 - (2) Meet and vote to determine by simple majority the recipient of the awards by May 30, each year
 - (3) Notify the Secretary of the names of the recipients of awards by June 30, each year.

Section 6.2 Budget Committee

- (a) The Budget Committee shall:
 - (1) Meet on the first day of the annual meeting, prior to the meeting of the Executive Board.
 - (2) Meet as appropriate.
 - (3) Develop a proposed budget for each calendar year, including proposed membership and annual meeting registration fees, to be presented to the Executive Board, on the first day of the annual meeting.
 - (4) Perform other duties as requested by the Executive Board and/or as otherwise appropriate.

Section 6.3 Bylaws Committee

- (a) The Bylaws Committee shall:
 - (1) Maintain the Chapter's Bylaws.
 - (2) Document and analyze any potential changes to the Chapter's Bylaws as requested by the Executive Board.
 - (3) Present a report and/or draft of the amended document(s) to the Executive Board for its consideration, upon the conclusion of a requested review.
 - (4) Perform other duties as requested by the Executive Board and/or as otherwise appropriate.

Section 6.4 Nominating/Election Committee

- (a) The Nominating/Election Committee shall:
 - (1) The duties set forth in Article III, Sections 3.1 and 3.3 above.

Section 6.5 Program/Education Committee

- (a) The Program/Education committee shall:
 - (1) Each year develop, update, and/or maintain the Chapter's Education Plan.
 - (2) Make all arrangements for the program, including the educational component, of the annual meeting, including: identify, recruit and schedule speakers; create the agenda; identify and document the equipment and any other needs of the presenters; determine the number of "speaker appreciation gifts" that will be necessary; and, any other information necessary to make the program a success.
 - (3) Communicate the program plan including the information set forth in (2) above, to the Executive Board a minimum of forty-five days in advance of the annual meeting.

Article VII Awards

Section 7.1 Member of the Year Award

Each year there shall be a “Member of the Year” as follows:

- (a) By the last day of February, the Awards Committee Chair shall:
 - (1) Inform the membership by email that the nominating period for Member of the Year is open until April 15.
 - (2) Provide the membership instructions to make a nomination, including any necessary information regarding a nominee, form(s) to use, if any, and a submittal email address.
- (b) The Chair of the Awards Committee shall compile the information submitted on behalf of nominees, and forward same to committee members by April 30.
- (c) In the event that no viable nominations are timely made, the Chair of the Awards Committee shall notify the committee of same and request that committee members make a recommendation or recommendations as they see fit, using the same instructions as set forth above.
- (d) Requirements include:
 - (1) Must be a member of the TIAAO for the full calendar year of nomination.
 - (2) Must not have been an Executive Board member or officer for the year nominated.
 - (3) Must not have been the Member of the Year, the year preceding the year of nomination.
- (e) Criteria to be considered by the Awards Committee include:
 - (1) Service to the TIAAO
 - (2) Promotion of the TIAAO as evidenced by recruits
 - (3) Attendance at Chapter meetings
 - (4) Classes attended
 - (5) Certificates, designations, and/or licenses earned

- (6) Membership and contributions to other organizations
- (f) Award benefits include:
 - (1) The recipient will receive a plaque, paid for from the Chapter's general fund, with the inscription:

“THE TENNESSEE CHAPTER
Of
THE INTERNATIONAL ASSOCIATION OF ASSESSING OFFICERS

Hereby Recognizes
(Name)
(year) Member of the Year

In appreciation of (his or her) service to the Chapter and (his or her) dedication and accomplishments in the appraisal and assessment profession.”

- (2) Chapter membership dues and annual meeting registration fees will be waived the year after the award is bestowed at an annual meeting.

Section 7.2 Ray D. Kennedy Achievement Award

Each year there may be a recipient of the “Ray D. Kennedy Award,” to recognize a member of the TIAAO for outstanding work as a member of the IAAO and the TIAAO, as follows:

- (a) By the last day of February, the Awards Committee Chair shall:
 - (1) Inform the committee members by email that the nominating period for The Ray D. Kennedy Achievement Award is open until April 15.
 - (2) Provide the committee members instructions to make a nomination, including any necessary information regarding a nominee, form(s) to use, if any, and a submittal email address.
- (b) The Chair of the Awards Committee shall compile the information submitted on behalf of nominees, and forward same to committee members by April 30.
- (c) In the event that no viable nominations are timely made, the Chair of the Awards Committee shall notify the Chapter Officers that there will be no recipient of the Ray D. Kennedy Achievement Award for that year.

- (d) Requirements include:
 - (1) Must be a member in good standing of the IAAO and the TIAAO for the full calendar year of nomination.
 - (2) Must hold an IAAO designation.
 - (3) Must not have been a prior recipient of the award.
 - (4) Must exemplify professionalism through:
 - (a) Service to the IAAO by one or more of the following:
 - (1) Committee appointment
 - (2) Serving as an IAAO representative
 - (3) Article(s) published in its magazine or journal
 - (4) Serving as a Professional Designation Advisor
 - (5) Serving as an Officer or Board member
 - (b) Participation to the IAAO by:
 - (1) Attending conferences, workshops, etc.
 - (c) Service to the TIAAO by one or more of the following:
 - (1) Committee appointment
 - (2) Article(s) published in its newsletter
 - (3) Officer or Board membership
- (e) Award benefits include:
 - (1) The recipient will receive a plaque, paid for from the Chapter's general fund, with the inscription:

“THE TENNESSEE CHAPTER
Of
THE INTERNATIONAL ASSOCIATION OF ASSESSING OFFICERS

Hereby Bestows Upon
(Name)
The (year) Ray D. Kennedy Achievement Award

In recognition of (his or her) commendable service to the International Association and the State Chapter and (his or her) dedication, work, and exemplary achievements in the appraisal and assessment profession.”

- (2) Chapter membership dues and annual meeting registration fees will be waived the year after the award is bestowed at an annual meeting.
- (3) The IAAO regular membership dues will be paid for from the Chapter’s general fund the year after the award is bestowed at an annual meeting.

Article VIII Amendments to the Chapter Bylaws

Section 8.1 Amendments by the Chapter

These Bylaws may be amended upon the recommendation of the Executive Board and subject to approval by two-thirds of the voting members present at an annual meeting or by electronic vote at other times of the year. All amendments shall be considered by the Bylaws Committee prior to the Executive Board’s determination as to its recommendation. The Secretary/Treasurer shall notify the voting members and provide copies of the proposed amendments at least 15 days prior to the vote and shall maintain all records regarding the amendment(s) or proposed amendment(s).

Section 8.2 Approval by the IAAO Executive Board

Chapter bylaw amendments, after approval by two-thirds of the voting members at an annual meeting or by electronic vote, must be approved by the Executive Board of the IAAO. The Secretary/Treasurer shall certify the amendment(s) and address it to the Executive Board and mail it to the Executive Director of the IAAO within thirty days after their approval.

Article IX Additional Provisions

Section 9.1 Transfer of Books and Records

Following the annual elections upon the end of each term, officers shall, by September 15, turn over the Chapter books and records that have been his or her responsibility to the incoming officer or the incoming Secretary who shall distribute same as appropriate.

Committee chairs and members not reappointed shall turn over the Chapter books and records that have been his or her responsibility to the appropriate committee chair within thirty days of the end of their term.

Section 9.2 Attendance

- (a) Meeting attendance is subject to the following:
 - (1) Members and guests shall not be permitted to attend meetings or take part in formal functions of the Chapter unless properly registered.
 - (2) Attendance of spouses, guests, and other non-members shall be permitted at all breakfast, lunch, and dinner meetings. Payment shall be an amount at the discretion of the Executive Board.

Section 9.3 IAAO Ethics Complaints

- (a) The Chapter shall not investigate or hold hearings on an IAAO ethics complaint. All such complaints shall be forwarded by the President to the Executive Director of the IAAO.
- (b) Any disciplinary action imposed by the IAAO against a Chapter member shall be binding on the Chapter.

Section 9.4 Board & Committee Ethics Policy

The Chapter's Officers, Board Members, Committee Chairs, and Committee Members shall review, accept, sign, and comply with the Chapter's Conflict of Interest Policy, which shall be adopted upon the upon the recommendation of the Executive Board and subject to approval by two-thirds of the voting members present at an annual meeting. The Chapter's Conflict of Interest Policy may be amended upon the recommendation of the Executive Board and subject to approval by two-thirds of the voting members present at an annual meeting or by electronic vote at other times of the year.

Section 9.5 Chapter Dissolution

In the event that the Chapter is dissolved or its charter is revoked, all Chapter funds and other assets shall be turned over to IAAO. The members shall not derive pecuniary gain or profit from the chapter.

Adopted on _____

Secretary/Treasurer

Date