

MISSOURI TECHNOLOGY STUDENT ASSOCIATION, INC.
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ARTICLE I NAME

- Section 1. The name of this Association shall be the Missouri Technology Student Association, Inc., *hereafter known as Missouri TSA, Inc or The Corporation.*
- Section 2. The office of The Corporation shall have its principal office in Jefferson City, Cole County, Missouri, and shall be deemed, for the purposes of venue in civil actions, to be an inhabitant and a resident thereof. The Corporation may establish offices in such other place or places, as it may deem necessary or appropriate in the conduct of its business.

ARTICLE II. PURPOSE

- Section 1. The purpose of this Association shall be to serve students enrolled in Technology Education. The mission is to prepare our membership for the challenges of a dynamic world by promoting technological literacy, leadership, and problem solving, resulting in personal growth and opportunities. The specific goals of Missouri TSA, Inc., are
- a) provide opportunities to enhance student participation in and contribution to a technological society;
 - b) provide services that help deliver instruction and manage activities that ensure all students become technologically literate and productive in a democratic society;
 - c) provide resources and services to affiliated associates in empowering their administration and management of viable local chapters; and
 - d) implement "Continuous Improvement" strategies throughout Missouri TSA.
- Section 2. This Association shall be the sponsoring agency for the Missouri Technology Student Association.
- Section 3. Missouri TSA, Inc., shall not engage in any activity, which would be inconsistent with its status as an educational charitable association as defined in Section 501(c) (3) of the Internal Revenue Code of 1986, or any successor provision thereto.

ARTICLE III. CORPOR.ATE MEMBERS

- Section 1. The Missouri Technology Student Association, Incorporated (Missouri TSA, Inc.), is a non-profit, educational corporation consisting of those persons who are officially designated by the school districts to serve as teachers of Technology Education or an appointed representative in each school, district, or geographic unit chartered by this corporation. These persons will be known as "Corporate Members."
- Section 2. The teacher of Technology Education in any school district or an appointed representative will become a member of this corporation upon acceptance

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of a charter presented by Missouri TSA, Inc.

- Section 3. There will be one chapter for each school and for each area designated by the Missouri TSA, Inc., Board of Directors. *This chapter will be known as a local chapter and will be a separate legal entity from Missouri TSA, Inc.* Each local chapter will be eligible to be exempt from Federal and State Income Tax and will comply with the Missouri TSA, Inc., 501(c)(3) group exemption letter or any later provision thereof.
- Section 4. The State Advisor will review each charter application and make a recommendation to the Board of Directors for appropriate action. Upon approval of the application, notification will be given to the local chapter as to the time and place the charter will be presented.
- Section 5. Any local teacher of Technology Education or an appointed representative may apply for membership for their chapter through the State Advisor by submitting a letter to the State Advisor requesting the issuance of a charter for that local chapter including:
- a) A copy of the local chapter bylaws
 - b) *A local chapter shall be at least 10 members*
 - c) A list of the local chapter officers.
 - d) A remittance as set by the Missouri TSA, Inc. Board of Directors and the National TSA, Inc. Board of Directors to cover state and national dues for each chapter member.
- Section 6. The purpose of the local chapter will be to:
- a) provide a structure for Missouri TSA members to unite and collectively participate in the programs, services, and activities of Missouri TSA within the state; and
 - b) provide a vehicle, which will promote the progress and welfare of TSA as a whole, including, and without limitation, the provision of channels of communication between Missouri TSA, Inc., and the local chapter.
- Section 7. To be considered in good standing each local chapter will:
- a) have bylaws modeled after Missouri TSA, Inc., and TSA;
 - b) require unified student membership of TSA in which a student must be a member at the local, state, and national levels;
 - c) meet the requirements each school year of Article III: Section 3, Sections 5a, 5b, .5c; and Section 6; and
 - d) have permission to use the name and official logo of Missouri TSA, Inc., upon written approval by the Missouri TSA, Inc., State Advisor.
- Section 8. Any local chapter not in good standing will be notified in writing by the

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Missouri TSA, Inc., President that it must comply with Article III: Section 3, Sections 5a, 5b, 5c; and Section 6 within one year or the local chapter will:

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

Section 9. A local chapter may apply for a re-charter by complying with Article III: Section 3, Sections 5a, 5b, 5c, 5d, 5e; and Section 6 and paying any fees not paid when it lost its charter.

Section 10. Only the Board of Directors and the State Advisor shall have the power to bind the corporation. No action taken by the membership or officers shall have the power or the effect of binding the corporation.

Section 11. The fiscal year of Missouri TSA, Inc., shall extend from September 1 through August 31.

ARTICLE IV. OFFICERS

Section 1. The officers of this association shall be a President, President-Elect and Secretary/Treasurer, all of whom shall be active members in good standing at the time of their election and during their tenures of office. These three officers are elected from the six (6) corporate members.

Section 2. The President will preside over all meetings of *The Corporation* and will serve as chair of the Board of Directors. The President will be responsible for the appointment of committee chair, will serve as special advisor to the Board of Directors, will direct the activities of *The Corporation*, and will otherwise represent *The Corporation* and the Board of Directors as may be necessary.

Section 3. The Board of Directors at its annual meeting will elect the President-Elect annually by a majority vote. To be eligible for the position of President-Elect a corporate member must have two years remaining on the Board of Directors. The President-Elect will serve in the absence of the President and will perform other duties as the President or Board of Directors may direct. *The President-Elect shall assume the position of President after serving one year as President-Elect.*

Section 4. The Board of Directors will elect the Secretary/Treasurer of the corporation every year by a majority vote at its annual meeting. To be eligible for the position of Secretary/Treasurer a corporate member must have two years remaining on the Board of Directors. The Secretary/Treasurer will serve as financial advisor to the state student organization and the State Advisor, issue notices of all official meetings, keep accurate records of all meetings, distribute

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copies of the minutes of such meetings to all Board of Directors' members, and perform other such duties as the President or Board of Directors may direct.

- Section 5. The term of office shall begin immediately following the *Annual Meeting* at which the officer was elected and end following the next *Annual Meeting*, except in the case of the Secretary/Treasurer, or until their successors are elected. The Secretary/Treasurer term will begin immediately following the *Annual Meeting* at which the Secretary/Treasurer was elected and end two years following the *Annual Meeting* at which the election took place or until the successor is elected.
- Section 6. In the event that a vacancy occurs in any office except that of the President, the Board of Directors shall appoint a corporate member to fill the vacancy in that office for the unexpired term. If the office of President becomes vacant, the President-Elect will automatically become President for the unexpired term and the vacancy arises in the office of President-Elect. *The President-Elect, who is assuming the position of President, will continue to serve as President during their designated elected year of President.*

ARTICLE V. CORPORATION'S ANNUAL MEETING

- Section 1. The corporate members shall meet not less than once annually, the date and location to be set by the Board of Directors and will be known as *The Annual Corporate Meeting*. All members will receive written notice, and a tentative agenda of this meeting at least thirty (30) days prior to the meeting. In the event a member is unable to attend, the member must designate in writing to the State Advisor before the opening of *The Annual Corporate Meeting* who their alternate representative will be attending. The Board of Directors determines special meetings time and place.
- Section 2. Each corporate member or an approved appointed representative would each have one vote.
- Section 3. A quorum will consist of one-third of the corporate membership.
- Section 4. Minutes from *The Annual Corporate Meeting* shall be distributed to the corporate membership within 60 days following *The Annual Corporate Meeting*.

ARTICLE VI. BOARD OF DIRECTORS

- Section 1. There are *ten (10) or eleven (11)* members of the Board of Directors, nine (9) or *ten (10)* with voting privileges and one (1) or two (2) non-voting member(s) as follows:
- a) six (6) members are elected from the Missouri TSA, Inc., corporate membership who is officially designated by the local school districts as teachers of Technology Education or an appointed representative of each local

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school, district, or geographic unit chartered by Missouri TSA, Inc. Two (2) are elected to three-year terms at the corporation's annual meeting by a majority vote.

- b) three (3) members are classroom teachers: one (1) representing the TSA Advisors at the high school level, grades 9-12 one (1) at the middle school level, grades 6-8, and one (1) at the elementary level, grades k-5. These (3) three members are elected by the Local TSA Advisors by a plurality vote to a three-year term. c) one (1) Missouri TSA Officer who is elected annually for a one-year term by the newly elected Missouri TSA Officers.
- d) one (1) teacher educator representative nominated by corporate members is elected at the annual meeting by a majority vote. e) the Executive Director or State Advisor of Missouri TSA, Inc. who is a non-voting member.
- f) the Past President is an ex-officio, non-voting member of the board if the corporate member's term has expired. If the corporate member still has one year remaining on the Board when the corporate member is the Past President, then the Past President has a vote.

Section 2. The Missouri TSA., Inc., Board of Directors manages the affairs, sets policy of the corporation. The Board of Directors may make special appointments, including committees, as deemed necessary.

Section 3. A majority of the voting members shall constitute a quorum at any Board of Directors meeting.

Section 4. There are two board meetings a year with one being at *The Annual Corporate Meeting*.

Section 5. In an emergency situation and upon the call of the President or seven (7) voting members, a conference call *meeting* by phone may be held. Any action taken by the Board of Directors as a result of the conference call must be followed by an official vote by mail or electronic communication in which a hard copy is produced. At the next Board of Directors' meeting, the Board may consider ratifying.

Section 6. A vote of the Board of Directors may also be taken by mail or *Fax* at the discretion of the President and the State Advisor.

Section 7. A member of the Board of Directors, excluding the State Advisor, may be removed by a two-thirds vote of the members of the Board of Directors. A Board of Directors member may resign at any time by giving written notice to the President of the Board of Directors or the State Advisor. Unless otherwise specified in the notice, the resignation shall take effect upon the receipt of the notice. Acceptance of the resignation is not necessary to make it effective.

Section 8. Vacancies on the Board of Directors shall be filled by a majority vote of the

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

ARTICLE VII. EXECUTIVE COMMITTEE

- Section 1. The Executive Committee shall be composed of the President, the President-Elect, the Secretary/Treasurer, the Immediate Past President, and the State Advisor, The State Advisor is a non-voting member. The Past President is also a *non-voting* member if the Past President's term has expired on the Board of Directors. The Past President is a voting member if the Past President has a year remaining on the Board of Directors.
- Section 2. The Executive Committee shall handle the affairs of the corporation between Board of Directors' meetings, supervise the activities of the State TSA Officers, and perform other duties as assigned by the Board of Directors. The Executive Committee shall evaluate the State Advisor. The Executive Committee only has such power as given it by the Board of Directors.
- Section 3. The Executive Committee prepares a budget and submits it to the Board of Directors for approval at its fall meeting.
- Section 4. A conference call may be held in an emergency situation and upon the call of the President or two (2) voting members. Any action taken by the Executive Committee as a result of the conference call must be followed by an official vote by mail or electronic communication in which a hard copy is produced. At the next Executive Committee meeting, the Executive Committee may consider ratifying.
- Section 5. A majority of the voting members shall constitute a quorum at any Executive Committee meeting.

ARTICLE VIII. NOMINATIONS AND ELECTIONS OR CORPORATE MEMBERS

- Section 1. The President-Elect will mail the list of corporate members to each corporate member 60 days before the *The Annual Corporate Meeting*. Corporate members submit two (2) nominees for the two corporate positions, which are available on the Board of Directors. Once the President-Elect receives the nominations, the President-Elect then requests each nominee to provide some specific background information. Thirty (30) days before *The Annual Corporate Meeting* the President-Elect mails this background information on each nominee to each corporate member. At *The Annual Corporate Meeting* each nominee may give a maximum two (2) minute speech. Following all the nominees' speeches, a ballot vote is taken to fill the two (2) positions on the Board of Directors. A majority vote of the corporate members present and voting shall be required for election. If there are more than three (3) nominees and two nominees do not receive a

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majority vote on the first ballot, any nominee, with a majority will be declared elected while the nominee with the lowest number of votes will be dropped and another ballot will be taken. On each succeeding ballot the nominee receiving the lowest number of votes will be dropped until a majority is reached for the two (2) positions.

Section 2. The President-Elect *will* mail a letter to each Local TSA Advisor ninety (90) days before the *The Annual Corporate Meeting* requesting nominations at each level for one (1) member who is a classroom teacher and TSA advisor. These three levels are: the High School Level of grades 9-12, the Middle School Level of grades 6-8 and the Elementary Level of k-5 Sixty (60) days before *The Annual Corporate Meeting* the State Advisor *will* mail the ballot with the list of nominees to each Local TSA Advisor. Each Local TSA Advisor votes for one (1) at each level A plurality will elect.

Section 3. The President-Elect *will* mail a letter to each corporate member ninety (90) days before the *The Annual Corporate Meeting*. Corporate members submit the name of one (1) teacher educator to be the teacher educator representative on the Board of Directors.

Once the President-Elect receives the nominations, President-Elect then requests each nominee to provide some specific background information. Sixty days (60) before the *The Annual Corporate Meeting* the President-Elect *will* mail this background information on each nominee to each corporate member at *The Annual Corporate Meeting* each nominee gives a maximum two (2) minute speech. Following all the nominees' speeches a ballot vote is taken to fill the teacher educator position on the Board Directors.

A majority vote of the corporate members present and voting shall be required for election. If there are more than two (2) nominees and a majority is not reached on the first ballot, the candidate with the lowest number of votes will be dropped and another ballot will be taken. On each succeeding ballot the nominee. receiving the lowest number of votes will be dropped until a majority is reached.

ARTICLE IX. STATE TSA ADVISORY COUNCIL

Section 1. The Technology Student Association State Advisory Council provides guidance to the Technology Student Association in the areas of program development, financial matters, *curricula events*, professional improvement, and technology education promotion within education, business, and industry.

Section 2. The State TSA Advisory Council (SAC) reports to the Missouri TSA, Inc., Board of Directors and does not have any authority or official policy making, responsibility.

Section 3. The SAC meets at least once each fiscal year.

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Section 4. The SAC consists of business and industry representatives; a Missouri TSA, Inc., Board of Directors' representative; a State TSA officer, the TSA Executive Director or State Advisor, and an SAC Chairperson who is elected by the Missouri TSA, Inc., Board of Directors. SAC members are determined by the SAC Chairperson; the Missouri TSA Inc., Board of Directors' President; and the Missouri TSA State Advisor, with the approval of the Board of Directors. The Missouri TSA, Inc., Board of Directors, determines the Missouri TSA, Inc., Board of Directors representative, and the State TSA officer representative.

ARTICLE X. AMENDMENTS

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

ARTICLE XI. PARLIAMENTARY AUTHORITY

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

I, the undersigned, duly elected Secretary/Treasurer of the Missouri TSA Inc., do hereby certify that the above and forgoing bylaws were duly adopted as the bylaws of The Corporation and that the same do now constitute the bylaws of this Corporation.