

**BYLAWS**  
**of the**  
**TENNESSEE ASSOCIATION OF COLLEGIATE REGISTRARS**  
**AND ADMISSIONS OFFICERS**

**As Amended November, 2008**

These Bylaws shall regulate the affairs of the Association, subject to the provisions of the 's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code, Annotated.

**Article I**

**OFFICES AND REGISTERED AGENT**

**Section 1.01. *Registered Office.*** The Association shall designate and continuously maintain a registered office in the State of Tennessee.

**Section 1.02. *Principal office.*** The principal office of the Association shall be that which is designated as such in its Charter.

**Section 1.03. *Other offices.*** The Association may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

**Section 1.04. *Registered Agent.*** The Association shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

**Article II**

**MEMBERSHIP**

**Section 2.01. *Admission of Members.*** Applicants for membership must submit a letter of application to the chair of the Membership Committee sixty (60) days prior to the annual meeting and be approved by an affirmative two-thirds vote of regular institutional members present at the annual meeting. Each institution, governing and/or coordinating agency, or organization may designate as many professionals as desired.

**Section 2.02. *Types of Membership.*** The Association shall have four classes of membership, as follows:

(a) **Regular Institutional membership.** Regular institutional membership is open to college-level degree granting institutions, accredited by an accrediting association approved by the Council for Higher Education Accreditation (CHEA) whose main campus is located within the state of Tennessee. Applications for regular membership must be recommended by the Membership Committee and be approved by the Board of Directors and by an affirmative two-thirds vote of the voting members of the Association. Membership dues are required in keeping with the dues structure of the Bylaws.

(b) **Associate membership.** Associate membership status may be considered for in or out-of-state college-level degree granting institutions, accredited by an accrediting association approved by the Council for Higher Education Accreditation (CHEA), and for post-secondary education governing and/or coordinating agencies. Eligibility of other institutions, whose accrediting association is not under CHEA, shall be determined by the Board of Directors of the Association. Applications for associate membership must be recommended by the Membership Committee and be approved by the Board of Directors and by an affirmative two-thirds vote of the voting members of the Association. Membership dues are required in keeping with the dues structure of the Bylaws.

(c) **Affiliate membership.** Affiliate membership status may be considered for those organizations which, while non-collegiate, are founded to have purposes parallel to those of this association and desire to participate in its activities provided that the Board of Directors approves them for consideration for membership, that they are recommended by the Membership Committee, and approved by an affirmative two-thirds vote of the voting members and institutional representatives or their designees present at the annual meeting. Membership dues are required in keeping with the dues structure of the By-laws.

(d) **Honorary membership.** Individuals no longer eligible for active membership in the Association may be recommended for continued affiliation as honorary members. This honor is reserved for persons retiring or leaving the profession who have made significant contributions to the profession and the Association. Honorary members shall be recommended by an active member and be approved by the Membership Committee. Honorary membership status can be secured by an affirmative vote of the Board of Directors. Such persons who have served the Association with distinction may also be elected to honorary membership by an affirmative vote of two-thirds of the voting members and institutional representatives present at any annual meeting. A membership fee is not required of honorary members.

**Section 2.03. Temporary membership.** In the event an individual member leaves an institution holding regular membership to go to a non-member institution eligible for regular membership, the individual may petition the Board of Directors for temporary membership until induction at the next annual meeting. During this stage, the individual may continue to fulfill committee assignments or Board of Director responsibilities.

**Section 2.04. Inactive Membership.** Inactive membership status for a school or individual will occur as a result of non-payment of dues prior to June 30 of a membership year. To have appropriate membership status reinstated, the school or individual will need to pay the current year's dues plus a reinstatement fee of \$25.

**Section 2.05. Membership Year.** The membership year shall be from July 1 to June 30.

**Section 2.06. Transfers and Encumbrances.** No member shall transfer, by operation of law or otherwise, or encumber in any way his or her membership or any right arising there from.

**Section 2.07. Status as Member of Association.** After having paid the appropriate fees and met the requirements described in this document, an individual shall be admitted by the Board of Directors as a member of the Association.

**Section 2.08. Voting.** Voting is limited to regular institutional members for which dues have been paid for the current membership year. Each institution holding regular institutional membership is permitted one vote.

**Section 2.09. Change of Membership Classification.** A regular institutional member who fails to maintain those criteria required for admission to the Association as a Regular Institutional Member will lose status as a Regular Institutional Member as of the annual meeting after which the aforementioned criteria change occurs. Such institutions may apply for another appropriate membership type by following the process outlined in Section 2.01.

### **Article III**

#### **DUES**

**Section 3.01. Establishment of Dues.** Annual dues for regular institutional members, associate and affiliate members shall be established by the Board of Directors, payable on or before the annual meeting.

**Section 3.02. Active members.** Active members shall be those whose membership fees have been paid for the current membership year, with each paid member receiving full benefits attributed to the membership type.

**Section 3.03. Honorary members.** Honorary members shall be exempt from the payment of membership dues.

**Section 3.04. *Scale of determining dues.*** Annual dues for each regular member institution shall be assessed on a basis of a graduated scale depending on the size of the institution based on head count. The dues structure on the graduated scale shall be as follows:

1	-	999	\$55.00
1000	-	4,999	\$75.00
5,000	-	9,999	\$100.00
10,000	-	Above	\$110.00

Dues for Associate/Affiliate Members shall be \$120.00 per membership year.

#### **Article IV**

#### **MEETINGS OF THE MEMBERSHIP**

**Section 4.01. *Place.*** All meetings of the members of the Association shall be held at such time and place as may be fixed by resolution of the Board of Directors upon the recommendation of the Time and Site committee.

**Section 4.02. *Annual meeting.*** The Association shall hold one annual meeting per year. At the annual meeting, the members shall elect Directors, receive reports on the activities and financial condition of the Association, and transact such other business as may properly come before the meeting. The remainder of the program for the annual meeting shall be arranged by the Board of Directors or a sub-committee set up by the Board of Directors. The members of the association may be canvassed for suggestions, ideas, speakers and materials for meeting programs.

**Section 4.03. *Special Meetings.*** The Association shall hold a special meeting of its members upon the call of the Board of Directors or upon request of members from any five regular institutional members. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at such meeting.

**Section 4.04. *Notice of special meetings.*** The Association shall notify its members of the date, time and place of each special meeting of members no fewer than thirty (30), nor more than forty-five (45), days before the meeting date. The notice of a meeting shall also contain such other information which may be required by these Bylaws.

**Section 4.05. *Waiver of Notice.*** A member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

**Section 4.06. Quorum.** Unless otherwise required by law, fifty percent (50%) of members present must be represented at any meeting of the members to constitute a quorum for that meeting. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.

**Section 4.07. Voting Requirements.** Except as otherwise provided in these Bylaws, action on any matter voted upon at a meeting of the members is approved if a quorum exists and if a majority of Fifty-One percent (51 %) of the votes represented are cast in favor of the action.

**Section 4.08. Action by Written Consent.** Action that is required or permitted to be taken at a meeting of the members may be taken without such a meeting if all members entitled to vote on the action consent to taking such action without a meeting. If all of such members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each member entitled to vote on the action, indicate each signing member's vote or abstention on the action, and be delivered to the Secretary of the Association and included in the minutes or corporate records.

**Section 4.09. Action by Written Ballot.** Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Association in order to be counted.

**Section 4.10. Rules of order.** Meetings of the membership where business is conducted should follow Robert's Rules of Order.

## Article V

### BOARD OF DIRECTORS

**Section 5.01. General Powers and Qualifications.** All corporate powers of the Association shall be exercised by and under the authority of, and the affairs of the Association shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18)

years of age. Any individual member of an institution holding regular membership shall be eligible to hold any office in the Association.

**Section 5.02. *Number of Directors.*** The Board of Directors shall be comprised of nine (9) Directors, but these Bylaws may be amended from time to time by the members to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors. Except for the offices of President and Secretary, the same individual may simultaneously hold more than one (1) office in the Association.

**Section 5.03. *Identity of Directors.*** The Board of Directors shall be comprised of those people holding the offices of:

- (a) President,
- (b) President-Elect,
- (c) Vice-President for Admissions and Financial Aid,
- (d) Vice-President for Records and Registration,
- (e) Vice-President for Administrative Support and Outreach,
- (f) Vice-President for Recruitment Services,
- (g) Secretary-Treasurer,
- (h) Vice-President for Information Technology and Publications, and
- (i) Immediate Past-President.

**Section 5.04. *Election and Tenure.*** The election and tenure of a member of the Board of Directors is dependent upon the terms of the office to which he or she was elected. Officers shall be elected at the regular annual business meeting of the Association. The Nominations Committee, which shall be chaired by the Immediate Past President or a former president of the Association, shall nominate one person for each of the offices to be filled in that particular year. Additional nominations may be made from the floor during the annual business meeting.

**Section 5.05. *Term of office.*** The officers of the Association shall hold office according to the following terms:

- (a) President, President-Elect, and Past-President shall serve one year terms.
- (b) On terms beginning in even years, the Vice-President for Records and Registration, the Vice-President for Recruitment Services, and the Vice-President for Information Technology and Publications shall be elected for two year terms.
- (c) On terms beginning in odd years, the Vice-President for Admissions and Financial Aid, the Vice-President for Data Management and Research, and the Secretary-Treasurer shall be elected for two year terms.

**Section 5.06. *Powers and Duties of officers.*** The powers and duties of the officers of the Association shall be as follows:

*(a) President.* The President shall be the Chief Executive Officer of the Association, shall have general and active management of the Association, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Association. The President shall also preside at all meetings of the members and of the Board of Directors, casting the deciding vote in case of a tie. The President shall conduct all administrative functions and appoint ad hoc committees and task forces when necessary. The President shall be responsible for local arrangements at the annual meeting. The President may delegate any of his responsibilities when such an action would be in keeping with the purposes of the Association.

The President shall appoint annually the following Standing Committees:

- (1) Nominating Committee - to nominate officers of the Association. The chair shall be the Past-president.
- (2) Auditing Committee - to audit the Secretary-Treasurer's report each year before the annual meeting.
- (3) Membership Committee - to select and review applications for regular and associate membership.
- (4) State-Wide Coordinating Committee - to plan and organize high school and community college visitation schedules.
- (5) Time and Site Committee - to recommend the time and place of the annual meeting of the Association.
- (6) Local Arrangements Committee - to provide assistance at the annual meeting for members unfamiliar with the geographical area.

The President shall appoint, in years divisible by four (4), a bylaw review committee to be chaired by the Immediate Past President.

*(b) President-Elect.* The President-elect shall chair the program committee and is responsible for the program of the annual meeting. The President-elect shall also have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President.

*(c) Vice-President for Admissions and Financial Aid.* This Vice-President shall serve on the program committee at the annual meeting and shall organize workshops, in-service training sessions, and projects and activities for admissions and financial aid personnel, including the summer Admissions Workshop.

*(d) Vice-President for Records and Registration.* This Vice-President shall serve on the program committee at the annual meeting and shall organize workshops, in-service training sessions, and projects and activities for records and registration personnel, including the summer Registrar's Roundtable.

*(e) Vice-President for Administrative Support and Outreach.* This Vice-President shall serve on the program committee at the annual meeting and shall organize the support staff workshops, in-service training

sessions, and projects and activities associated with data management and research, including overseeing the maintenance of the New Members Guide and Leadership Handbook, ~~ByLaws and TENNFAX Directory.~~

(f) *Vice-President for Recruitment services.* This Vice-President shall serve on the program committee for the annual meeting and shall chair the Statewide Calendar Coordinating Committee.

(g) *Secretary-Treasurer.* The Secretary-Treasurer shall attend all meetings of the Board of Directors and of the members of the Association and shall be responsible for preparing the minutes and attendance record of such meetings, as well as calling the roll at the meetings of the members. The Secretary-Treasurer shall be responsible for the care and custody of the minute book and membership file of the Association and for authenticating records of the Association. The Secretary-Treasurer shall report at regular meetings of the members the minutes of the previous meeting. It shall be his or her duty to give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary-Treasurer shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act.

The Secretary-Treasurer shall have custody of the Association funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Association books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Association in such financial institutions as may be designated by the Board of Directors. The Secretary-Treasurer shall require disbursement of the funds of the Association as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Secretary-Treasurer and of the financial condition of the Association. The Secretary-Treasurer shall also report on the activities and financial condition of the Association at all annual meetings of the members.

In the event the Secretary-Treasurer is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.

(h) *Vice-President for Information Technology and Publications.* The Vice-President for Information Technology and Publications shall publish the Association's newsletter and all other correspondence dealing with news items and be responsible for the Association's online presence.

(i) *Immediate Past-President.* The Past-President shall serve in an advisory capacity to the President and serve as the coordinator of exhibits and corporate sponsors for the annual meeting and chair the nominating committee. Further the Immediate Past President shall oversee the Bylaws and chair the bylaw review committee in years divisible by four (4) or any other year a bylaw review occurs. In the absence or disability of the President, the Past-President shall perform the duties and exercise the powers of the President.

**Section 5.07. Regular Meetings.** Except as otherwise provided herein, regular meetings of the Board of Directors may be held at such time and place as the Board of Directors shall determine from time to time, but no less frequently than once a year.

**Section 5.08. *Special Meetings.*** Special meetings of the Board of Directors may be called by the President, or by any two (2) Directors.

**Section 5.09. *Notice of Meetings.*** Except as otherwise provided herein, regular and special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such meeting. Notice of any adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

**Section 5.10. *Waiver of Notice.*** If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the, Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

**Section 5.11. *Quorum and Voting.*** A quorum of the Board of Directors consists of a majority (but no fewer than three (3) of the Directors then in office before a meeting begins). If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws.

**Section 5.12. *Removal of Directors.*** Any Board member may petition the Board for the removal from office of another Board member. Removal should only be exercised for reasons of excessive absences at Board of Director meetings and/or functions of the association and/or gross negligence in the performance of duties. The petition to remove should include specific details of misconduct. Removal requires an affirmative three-fourths vote of the Board of Directors.

**Section 5.13. *Vacancies.*** If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors, for any reason an officer is unable to fulfill his or her responsibilities, complete his or her term of election, or a vacancy results from a removal of a Director with cause the Board of Directors may appoint a replacement for the remainder of the term or a portion thereof. If the vacancy occurs for the office of President, the Past-President shall assume his or her responsibilities until the Board of Directors makes an appointment.

**Section 5.14. *Delegation of Powers and Duties.*** In case of the absence of any officer of the Association, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

**Section 5.15. *Action Without Meeting.*** Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) shall describe the action taken, be in writing, be signed by each Director entitled to vote, indicate each signing Director's vote or abstention on the action, and be delivered to the Secretary of the Association and included in the minutes filed with the corporate records.

**Section 5.16. Indemnification.** With respect to claims or liabilities arising out of service as a Director of the Association, the Association shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

**Section 5.17. Immunity.** To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Association.

## **Article VI**

### **RECORDS AND REPORTS**

**Section 6.01. Corporate Records.** The Association shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, appropriate accounting records, and a list of its members in alphabetical order showing their respective addresses and the number of votes each member is entitled to vote.

**Section 6.02. Records at Principal Office.** The Association shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations and obligations of members or any class or category of members;
- (d) The minutes of all meetings of members and the records of all actions taken by members without a meeting for the past three (3) years;
- (e) All written communications to members generally within the past three (3) years, including the past (3) years' annual financial statements;
- (f) A list of the names and business or home addresses of its current Directors and officers; and
- (g) The most recent annual report delivered to the Tennessee Secretary of State.

**Section 6.03. Annual Financial Statements.** The Association shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Association Act.

## **Article VII**

### **MISCELLANEOUS PROVISIONS**

**Section 7.01. No Seal.** The Association shall have no seal.

**Section 7.02. Notices.** Whenever notice is required to be given to members, Directors or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Association. Written notice sent by mail to members shall be deemed to have been given when it is mailed. Any other written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

**Section 7.03. Waiver of Notice.** Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Association and included in the minutes or corporate records, shall be deemed equivalent thereto.

**Section 7.04. Negotiable Instruments.** All checks, drafts, notes or other obligations of the Association shall be signed by such of the officers of the Association, or by such other person(s), as may be authorized by the Board of Directors.

**Section 7.05. Deposits.** The monies of the Association may be deposited in the name of the Association in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

## **Article VIII**

### **REVIEW OF BYLAWS**

**Section 8.01. Bylaws review.** The Bylaws of the association should be reviewed in those years divisible by four (4). This does not preclude a review and/or recommendations of change to the Bylaws of the association in other years.

## **Article IX**

### **AMENDMENT OF BYLAWS**

**Section 9.01. By Members.** The Members may amend or repeal these Bylaws at any annual meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one (1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered and any proposed changes.

**Section 9.02. Notification of Proposed Amendments.** Members should be notified of proposed bylaw amendments and the proposed amendments should be distributed not less than 30 days prior to the first day of the meeting in which the proposed amendments will be considered for approval by the membership.

## **Article X**

### **RATIFICATION**

**Section 10.01.** *Effective Date.* These Bylaws shall go into effect when ratified by a majority of the members present at any annual meeting to which they are presented.

**Revision History**

2008 Annual Meeting

TACRAO President: Sheryl Grey, Carson Newman University

2000 Annual Meeting

TACRAO President: Robert Hodum, Tennessee Technological University