

**Constitution and By-Laws
of the
Tennessee Organization of School Superintendent
(Adopted January 24, 2000)
(Revised September 12, 2011)
(Revised September 14, 2015)
(Revised September 11, 2018)**

**Article I
Name of Organization**

This organization shall be called the Tennessee Organization of School Superintendents.

**Article II
Purposes**

The purposes of this organization are:

1. the advancement of public education;
2. the promotion of the work and interest of the superintendency, but not for private gain or personal economic interest;
3. the gathering and circulation of information on general school matters;
4. the provision of pertinent information on sound education legislation to the General Assembly of Tennessee;
5. the cooperation with the State Department of Education and other agencies and organizations interest in public education;
6. to propose legislation, to establish and communicate a position on pending legislation and to study its impact on local school systems;
7. to engage in other activities and programs deemed necessary for the welfare of children and youth in the State of Tennessee.

Said organization is organized exclusively for charitable, educational and/or scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article III
Policy**

All policies and/or operating procedures shall be of the Organization shall be based upon resolutions approved by the majority of the members present at any general meeting, except that authority to act for the Organization between general meetings is delegated to the Board of Directors.

**Article IV
Membership**

Membership in the Organization shall be restricted to, and consist only of active school superintendents or directors of local public school systems within the State of Tennessee. Full rights and privileges of membership shall be accorded upon receipt of dues by the treasurer.

**Article V
Officers**

The Officers of the Organization shall consist of a president, president-elect, secretary, and treasurer. The officers shall be elected by the membership at the annual meeting to serve for a period of one year. The president-elect shall automatically ascend to the office of president the next succeeding year. The officers, along with the immediate past president, representatives from eight developmental districts, one At-large director being elected by the general membership and one additional representative selected from the Coalition of Large School Superintendents (CLASS).

Each representative shall be elected by October 1 for a two year term by the TOSS members in each respective developmental district or special group and the representative shall be able to succeed himself indefinitely. Each respective district or special group will elect an alternate to serve in the absence of the regular member.

Vacancies occurring in a representative position during the elected term shall be filled by TOSS members of the developmental district or special group in which the vacancy occurs for the duration of the unexpired term. In case of a vacancy in an officer position, it shall be filled by the Board of Directors until the following annual meeting.

A representative position and an officer position shall not be filled by the same person.

**Article VI
Duties of Officers**

The president shall preside at all meetings with the Organization and Board of Directors; shall be a member ex-officio of all committees; and shall perform all other duties usually pertaining to the office.

The president-elect shall preside in the absence of the president.

The treasurer shall make a full report of the financial condition of the organization at general meetings and at other times when requested by the Board of Directors. The treasurer shall receive copies of all canceled checks and monitor all accounting records which are recorded in the TOSS

office under the supervision of the Executive Director.

The Board of Directors may employ/contract with an executive director and other personnel it deems necessary, and shall determine the duties, responsibilities and salaries of same; review and approve expense accounts incurred by the Board of Directors; carry on the necessary business of the Organization between general meetings; meet when called by the president; and determine the place, date and time of general meetings of the Organization.

A simple majority will constitute a quorum for the officers to conduct essential business of the organization.

Article VII Dues

The annual membership dues for each system beginning 2019-2020 and subsequent years shall be adjusted as follows: Base amount of \$1200 per district and a per pupil expenditure of .22¢ as reported by the state for the previous year, adjusted with the positive Consumer Price Index. The maximum dues calculated will be capped at \$15,000.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article VIII Fiscal Year

The fiscal year shall begin July 1 and shall end the following June 30. At the close of each fiscal year the Board of Directors shall appoint an auditor upon the recommendation of the treasurer for the purpose of auditing the financial records of the Organization.

**Article IX
Meetings**

The Organization shall meet annually at a time and place determined by the Board of Directors, and shall have other meetings as determined necessary by the Board of Directors.

**Article X
Rules of Order**

This Organization in its various meetings shall be governed by Roberts Rules of Order, the newest revised edition.

**Article XI
Dissolution**

In the event of dissolution, assets shall be distributed equitably to its membership and/or to a non-profit educational organization as determined by the Board of Directors.

Upon dissolution of the organization, assets of shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of section 501 (c)(6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the General Sessions Court of the county in which the principal office of the organization is then located exclusively to local education agencies in the state.

**Article XII
Amendments**

This constitution may be amended at any general meeting by two-thirds vote of the active members present and voting; the proposed amendment having been submitted to the membership in writing 30 days prior to the meeting.