

STUDY TENNESSEE CONSORTIUM

BYLAWS

Article I

Name

The name of this Association shall be STUDY TENNESSEE. This shall be a not-for-profit professional association. Study Tennessee is an international student recruiting consortium of educational institutions based in the state of Tennessee.

Study Tennessee is an entity of the Tennessee Association for International Educators (TAIE) and operates under the auspices of TAIE.

Article II

Object

Section 1. The purpose of Study Tennessee is to promote internationally the quality and diversity of educational programs offered by Tennessee higher education institutions and accredited English programs

Section 2. The goals of Study Tennessee are to promote education in Tennessee thereby increasing the number of international students enrolling at Tennessee institutions, both online and in person and to increase the name recognition of Tennessee and its schools.

Article III

Members

Section 1. Membership in Study Tennessee is open to all fully and regionally accredited two-year and four-year higher education institutions in Tennessee, as well as accredited English language programs.

Educational organizations shall be defined as those that (1) offer international participants programs organized into a curriculum designed to serve the needs of the participants, (2) are overseen by a person having clearly defined responsibility for the overall administration of the program, (3) offer instruction during published sessions, (4) are fully authorized to conduct business at a leased or owned site in Tennessee, (5) advise participants with regard to immigration regulations applicable to their visa type and (6) have promotional materials that reflect the above points. As a general rule, membership shall be

one per institution; however, educational institutions may apply to the Board of Directors to enroll separate campuses and/or programs as individual members.

Section 2. Organizations not meeting the criteria for education and training organizations described in Article III, Section 1 may apply for Affiliate Membership. Affiliate members shall be defined as those organizations that support the mission and goals of Study Tennessee, but who otherwise do not meet the criteria described in Article III, Section 1. Affiliate members shall not have voting privileges.

Section 3. An organization becomes a member upon the payment of dues. Study Tennessee shall assess the participating institution an annual membership fee, which is reviewed and approved each year by Study Tennessee Board of Directors.

Dues are to be recommended by the Treasurer and approved by the current membership quorum in attendance at a regularly scheduled Study Tennessee business meeting.

Section 4. The Treasurer shall notify members who are in arrears, and those whose fees are not paid within six months thereafter shall be automatically dropped from the membership.

Section 5. All rights and privileges of members shall be exercised by representatives appointed by the member institutions. Persons acting as designated representatives shall be members of the staff or faculty of the organizations they represent. On any occasion only one person shall exercise the rights and privileges of membership for member organizations.

Article IV

Board of Directors

Section 1. The officers of Study Tennessee shall be a Chair, Chair-Elect, Past-Chair, a Secretary and a Treasurer. Said officers, along with the Government Liaison shall comprise the Board of Directors. The Government Liaison shall function in a non-voting advisory capacity only. The President of the Tennessee Association for International Education (TAIE) shall serve as Chair of the Board of Directors. Co-chairs are possible if approved by the member institutions.

Section 2. The eligibility for service as an officer shall be limited to designated representatives of member organizations, which are in good standing at the time the individual is elected. An associate member may not serve as an officer in Study Tennessee. The position of Government Liaison shall be an advisory position held by a representative from the state or federal government.

Section 3. The term of office for each officer shall be two years. Officers shall be selected every two years at the annual business meeting.

Section 4. Vacancies. Should the office of Chair become vacant, the Chair-Elect shall succeed to the office, completing the unexpired term. Should any other office become vacant, the Chair, in consultation with the Board of Directors, shall appoint a member to the vacant position to complete the unexpired term.

Section 5. The officers shall be elected at the annual business meeting based on a slate of candidates that will be distributed to all members prior to the annual meeting. Each member organization shall have one vote. If a member organization will not be present at the annual business meeting, the member organization can vote in absentia. Officers shall serve terms prescribed by these Bylaws or until their successors take office. These newly elected officers shall begin their terms of office at the close of the annual business meeting.

Section 6. No member shall hold more than one office at one time.

Section 7. The Board of Directors shall be comprised of no fewer than five (5) and no more than ten (10) persons. Of these, five shall be the officers of Study Tennessee, and up to five shall be advisory non-voting members from the public and/or private sector invited by the Board. Advisory members shall be appointed to ensure representation of all types of member institutions, should said representation not exist among elected officers.

Section 8. The Board of Directors shall have general supervision of the affairs of Study Tennessee between its annual business meetings, make recommendations to Study TN and shall perform other duties as are specified in these Bylaws. The Board shall be subject to the orders of Study Tennessee and none of its acts shall conflict with action taken by Study Tennessee.

Section 9. Unless otherwise ordered by Study Tennessee, meetings of the Board of Directors shall be held at its discretion. Special meetings of the Board shall be called by the Chair. In addition, two or more members of the Board may call a special meeting.

Section 10. The Board of Directors is responsible for maintaining a balanced budget on an annual basis.

Article V

Meetings

Section 1. Each year, there shall be at least one annual business meeting that is open to all the members of Study Tennessee. There shall be at least one meeting of the Executive Board each quarter. During each meeting, the members will decide the date and location for the next meeting. Additional meetings may be called as needed.

Section 2. Special meetings of Study Tennessee can be called by the Chair or by the Board of Directors. Except in the case of emergency, at least 15 days' notice via e-mail of the time, place and purpose of the meeting shall be given to the membership. Members are expected to keep the Secretary apprised of any e-mail address changes.

Section 3. Each member institution shall have one vote and must name a designated voting representative and an alternate voting representative. Voting privileges of each member organization at meetings shall be exercised by its designated voting representative. Associate members do not have voting privileges. In the absence of a designated voting representative, the alternate voting representative will vote in his or her stead.

Section 4. At the regular business meetings, one half plus one ($1/2 + 1$) designated representatives of member organizations present shall constitute a quorum.

Section 5. Minutes of all meetings shall be distributed to all members of the Association prior to or at the subsequent meeting.

Article VI

Amendment of Bylaws

These bylaws can be amended by one half plus one of those members voting by ballot to the entire membership at quarterly, annual or special meetings; except in emergencies. Amendments to the Bylaws may be initiated by the Board of Directors or by written petition to the Board of Directors, signed by ten percent of the membership. Requests for amendments must be submitted 30 days before regular meetings and 15 days before special meetings.

Article VII

Statement of Non-Profit Status

No part of the net earnings of Study Tennessee shall incurr to the benefit of, or be distributed to, its members, directors, officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for the Association, affecting one or more of its purposes) and no member director, officer, or other private person shall be entitled to share in the distribution of any of the assets of the Association upon its dissolution. No substantial part of the activities of the Association shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Association shall not carry on any activities which are prohibited from being carried on by any organization exempt under Sec. 501 (c)(3) of the Internal Revenue Code of 1954 and its regulations (as they now exist or may hereafter be amended). Upon dissolution of the Association, the assets of the Association shall be distributed exclusively to charitable, literary, or educational organizations which would then qualify under the provisions of Sec. 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations (as they now exist or as they may hereafter be amended).

Article VIII

Terms of Agreement

Section 1. This agreement between the contracting institution and Study TN will remain in force for five years so long as it is not explicitly terminated in writing by either party.

Section 2. This agreement may be terminated by written notification from either party. The termination will take effect upon the date requested in the notification.

If the contracting institution terminates its membership after payment of the membership fees no new fee shall be charged by Study TN if the institution renews its membership within twelve (12) months of the date of termination.

Section 3. In case of disputes, the parties shall seek an amicable resolution. Any action arising under the agreement on the Terms of Participation shall be resolved exclusively in the courts of Tennessee.