

TENNESSEE FOSTER CARE ASSOCIATION, INC.
BY-LAWS

ARTICLE I - IDENTIFICATION

Section 1. Name and Nature. The name of this organization shall be the TENNESSEE FOSTER CARE ASSOCIATION, INC., DBA TENNESSEE FOSTER AND ADOPTIVE CARE ASSOCIATION, INC.(***9-10-17) a voluntary nonprofit corporation organized under the laws of Tennessee (hereinafter referred to as "Association" and/or "TFACA").

Section 2. Principal Office and Agent. The Principal office of the Association, until otherwise established by the Board of , shall be located in the city and/or county of residence of the current President of the Association. The business of the Association shall be conducted at such office and at such other places as the Board of Directors may from time to time determine or the affairs of the Association may require.

ARTICLE II - PURPOSES AND OBJECTIVES

Section 1. The purpose for which the Association is organized and as provided in its Charter of Incorporation, shall be benevolent, charitable and educational with the following specific objectives:

- (A) To encourage and motivate participation of foster/adoptive parents and other interested persons, agencies and organizations desirous of working together and promoting the general welfare of foster children;
- (B) To encourage communications between foster/adoptive parents and other persons concerned with the growth and development of foster children in their care and custody;
- (C) To develop a better understanding by the general public of certain inherent problems in providing foster home care;
- (D) To act as Trustee of any funds or property the association may receive under specific grants or agreements or under any will, or to have and exercise the right to hold and manage such funds or property under the terms and conditions imposed by any such trust, grant, agreement or will, insofar as such terms and/or conditions are within the scope and purposes of the Association; and
- (E) To be the spokesman for foster/adoptive parents in Tennessee and children under their care and custody regarding any legislative actions and governmental programs affecting their health and welfare.

ARTICLE III - MEMBERSHIP

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Section 1. Eligibility & Classes. The membership of the Association shall be open to and consist of individuals, agencies, associations and other organizations subscribing to the purposes and objectives of the Association and agreeing to abide by its Charter and By-Laws. Individuals shall be eligible for membership without regard to race, creed, color or national origin. The membership of the association shall be classified as Active and Associate members:

(1) Active members shall consist of individuals/persons including foster/adoptive parents, DCS workers and concerned citizens who have submitted an application for membership and paid the appropriate dues/fees determined by the TFACA Board of Directors. Active members shall have the right to vote and shall be eligible for election as officers or directors of the Association.

(2) Associate members shall consist of local chapters, associations or organizations recognized as such by the Board of Directors and which have organized in a particular geographic area for the same or similar purposes as the Association.

Section 2. Application and Election. All applications for membership in the Association shall be made on a written form provided by the Association and shall contain such pertinent information as may be required by the Board of Directors. All applications shall be subject to approval by the Board of Directors or its Executive Committee.

Section 3. Dues. Annual dues for Active and Associate members shall be determined by the Board of Directors as the affairs of the Association may from time to time require. All dues shall be payable to the Association on or before the 1st day of July of each year. Upon failing to pay membership dues for a period of thirty days (** 12/14/02), an Active member shall not be entitled to membership privileges, including voting in any election or participation in any program sponsored by the Association.

Section 4. Privileges. Only Active members shall have the privilege of voting and serving as officers and/or directors of the Association.

Section 5. Termination. Membership in the Association shall be terminated automatically upon (1) the resignation of a member; (2) nonpayment of dues as provided in Section 3 above; or (3) by action of the Board of Directors (after thorough investigation of circumstances surrounding any complaint or charges filed against a member).

ARTICLE IV - MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the Association each year, the time and place to be determined by the Board of Directors, for purposes of the election of officers and directors, receiving reports and the transaction of other business. Meetings shall be open to Active and Associate members.

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Section 2. Special Meetings. Special business meetings of the Association may be called by the President and the Board of Directors. Only such business for which any special meeting may be called to consider shall be discussed and acted upon.

Section 3. Quorum. A quorum for the transaction of business at any meeting (annual or specially called) of the Association shall be the Active members present in person.

Section 4. Voting. Each Active member in good standing shall be entitled to one vote. Membership cast votes at the state conference with a method to be determined later how to do the absentee ballots. (**9/16/00)

Section 5. Order of Business. The agenda at any regular meeting of the Association shall be as follows:

- (1) Call to Order
- (2) Establishment of a quorum
- (3) Reading of minutes
- (4) Financial reports
- (5) Executive Committee report
- (6) Committee reports
- (7) Unfinished business
- (8) New business
- (9) Adjournment

Section 6. Parliamentary Rules. Unless these bylaws provide otherwise, the parliamentary rules contained in "Robert's Rules of Order" (latest revised edition) shall govern all meetings of the Association. (**9/10/17)

ARTICLE V - BOARD OF DIRECTORS

Section 1(a). Number and Powers. The administration and governance of the Association shall be vested in the Board of Directors, which shall have charge, control and management of the business affairs, policies, property and funds of the Association. The Board of Directors shall consist of the president, immediate past president, vice-president who shall be the president elect, secretary, treasurer, (**9/10/17) and one (1) regional director per region, (regions as defined by the state), and is elected by TFACA membership residing in their respective Regions. as defined

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by Department of Children's Services, two at-large members whose expertise is beneficial to the association at any given time. (**9-6-2014) At-large members are nominated by the Executive Committee and must be approved by a vote of the board.

~~Section 1(b). In order to be considered for an officer position of the Board of Directors, a person must have served on the board for at least one (1) year prior. Officers of TFACA Board of Directors must be selected from seated board members. (**9-6-2014)~~

In order to be considered for President or Vice President of the Board of Directors, a person must have served on the board for at least one (1) year prior. The Treasurer and Secretary of TFACA Board of Directors do not have the requirement of serving one (1) year prior. (**8-19-2018)

Section 2. Terms of Office. However, eligible directors must be nominated and elected for each three-year term. Directors who have served two three-year (3) consecutive terms, will not be eligible to serve on the board again until they have been off of the board for at least one (1) year. For consideration after a period of at least one (1) year, following a board member's service of two consecutive terms, individuals must again meet all eligibility requirements as defined by board policy. (**9-6-2014)

Directors who are eligible may serve for no more than two three- year (3) consecutive terms. ~~However, eligible directors must be nominated and elected for each three-year term.~~ However, eligible directors must be nominated and then elected at the annual meeting for each three-year term. (**8/19/18) Directors who have served two three-year (3) consecutive terms, will not be eligible to serve on the board again until they have been off of the board for at least one (1) year. For consideration after a period of at least one (1) year, following a board member's service of two consecutive terms, individuals must again meet all eligibility requirements as defined by board policy. (**9-6-2014)

Section 3. Meetings. The Board of Directors shall meet quarterly at such times and places as the Board by resolution may determine. Special meetings of the Board may be called by the President with the concurrence of the Executive Committee. The Board may hold its annual meeting during or immediately following the annual meeting of the association for the purposes of organization and the transaction of any business properly brought before the meeting.

Section 4. Notice. Notice of regular or special meetings of the board shall be mailed or emailed (**9/10/17) to each director at least five (5) days prior to the time set for the meeting.

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Section 5. Quorum. A majority of the Directors present in person shall constitute a quorum at any meeting of the Board, and a majority of the Directors (present and voting) shall be required for taking official action.

Section 6. Vacancies. Any vacancy occurring in the office of vice-president, secretary, treasurer, or regional director, because of death, resignation, disqualification or otherwise, shall be filled by the board of Directors for the unexpired portion of said director's term.

Section 7. Termination. (**Deleted from By-Laws and became part of the TFACA Board Policy, September 16, 2000.)

ARTICLE VI - OFFICERS

Section 1. Election and Term. The officers of the Association shall be a President, a Vice-President who shall be the president elect, Secretary, Treasurer, and immediate Past-President. The officers shall be elected by and from the membership of the association at its annual meeting. Members may nominate board members. The Governance Committee in collaboration with the Executive Committee of the Board will select from nominees to recommend board members and officers to the full Board. The full Board of Directors will vote on the names to be recommended to the full membership for election at the annual meeting. All officers shall hold office for a term of of one (1) year. ~~All officers shall hold office for a term of one (1) year.~~ **Officers may serve no more than two (2) additional one (1) year terms if elected at the Annual Meeting. (**8-19-18)** A board member may not simultaneously hold the position of advocate in the advocacy program. (**9-6-2014) Board service terms preempt all officer eligibility.

Section 2. President. The president shall be the Chairman of the Board of Directors; preside at all meetings of the Association (**9/10/17), Board of Directors and Executive Committee; execute, along with the Secretary/Treasurer, all conveyances, checks, notes, contracts or other instruments authorized by the Board of Directors; appoint all committees and the chairmen thereof, as provided in these Bylaws; serve as an ex-officio member of all standing committees; provide the leadership necessary to assure that the work of all committees be performed so that the objectives and purposes of the Association are realized to the fullest extent possible during his/her term of office; and perform such other duties as may be assigned by the Board of Directors.

Section 3. Vice-President. The Vice-President shall serve as an aide to the President in providing the leadership necessary for the Association to realize its objectives. In the Case of the death or absence of the President or of his/her inability to act, the vice-president shall perform the duties of the President.

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Section 4. Secretary. The secretary shall keep and maintain the minutes of all meetings of the Association, the Board of Directors and the Executive Committee; record the same in a minute book provided for that purpose; see that all notices are duly given in accordance with these Bylaws; be custodian of the corporate records, the Charter of Incorporation and Bylaws; attest all documents, the execution of which has been duly authorized by the Board of Directors; supervise the keeping of a membership roster of Active and associate members; and in general, perform all duties incident to the office of secretary.

Section 5. Treasurer. The treasurer shall serve as the Chairperson of the Budget and Finance Committee and, along with consultation with the Board President and Executive Director, will prepare the Annual Budget for approval by the Board of Directors. The treasurer will submit quarterly financial reports in consultation with the Executive Director. In addition, the treasurer will perform such other duties as delegated by the President and/or Board of Directors (**9/10/17).

Section 6. Bonding. The Board of Directors may require, at the expense of the Association, a good and sufficient surety bond from any officer, employee or agent which the Directors deem advisable for the faithful performance of their duties.

Section 7. Compensation. The officers of the association shall receive no compensation by virtue of their office. The Board of Directors may, however, compensate any officers for their services as such, separate and apart from expenses, when the Board in its discretion deems such officer's services justify such action.

Section 8. Vacancies. Any vacancy occurring in the offices of vice-president, secretary or treasurer because of death, resignation, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of said officer's term.

ARTICLE VII - COMMITTEES AND COUNCIL

Section 1. Classification. The committees of the Board of Directors shall be standing or special, consisting of not less than three (3) members, the chairman of which shall be members of the Board. These committees shall be under the control of the board and shall have such duties and responsibilities as may be assigned to them by these Bylaws or the Board. Standing committees shall consist of an executive committee, governance committee, fundraising and development committee, budget and finance committee, and programs and advocacy committee.(**9/10/17)

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer (**9/10/17) Immediate Past Present, and one additional director appointed by the President and approved by the Board. It shall be empowered and have the

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authority to transact all regular business of the Association during the interim between meetings of the Board. All official actions taken by the Executive Committee shall be reported to the Board for ratification at its next regular or special meeting. Meetings of the Executive Committee shall be held at such times and places as the President, after conferring with the other members of the Committee, may designate.

Section 3. Special Committee. Special committees consisting of not less than three (3) members may be appointed by the President or elected by the board in its discretion, to perform such special tasks or specific assignments as circumstances may warrant. These committees shall limit their activities to the accomplishment of the task for which created and shall have no power to act except as specifically conferred by authorization of the Board or the Executive Committee. Upon completion of the tasks or assignments for which appointed, such committees shall stand discharged.

Section 4. Advisory. An advisory council may be elected by the Board (**9/10/17) from a roster of participants in program activities supported by the Association. The makeup is three regional advocates and three regional directors in addition to the current president and past president. Members of the advisory council shall be those persons who have demonstrated a special interest in the purposes of the Association by their participation in its programs and activities and whose experience and knowledge of foster care would greatly benefit the Association. Members of the advisory council shall serve in an advisory capacity only; shall be considered as resource personnel; shall consist of persons whose reputations are well-known as willing to contribute their talents and/or expertise to enable the Association in achieving its goals; and shall be capable of advising the officers and directors of the Association.

Section 5. Quorum. A majority of the members of any committee of the association shall constitute a quorum for the transaction of business, unless the committee shall, by majority vote of its members, decide otherwise.

ARTICLE VIII - LOCAL ASSOCIATIONS

Section 1. Formation. In order to facilitate and coordinate the work of the Association, the Board of Directors shall encourage the formation and/or organization of Local Associations in every county in the State of Tennessee. The Board will have the responsibility for providing organizational guidelines for local associations and assisting such local organizations to be officially recognized as an affiliate of the Association (TFACA).

Section 2. Affiliate Recognition. Local Associations desirous of being affiliated with the Association (TFACA) will be eligible for official TFACA recognition by submitting to the Association, the following:

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- (a) Certified copy of its organizational documents, which are consistent with the objectives/purposes/charter/bylaws of the TFACA.
- (b) Names of corporate officers/directors (if incorporated);
- (c) Membership roster listing the names and current addresses of its local members;
- (d) **If eligible for group exemption status**, information and/or documentation required by the Internal Revenue Service (IRS) to establish official affiliation with **TFACA's Group Exemption Status** (**9/10/17);
- (e) Any additional information or fees, which the TFACA Board of Directors may from time to time request.

ARTICLE IX - FISCAL AFFAIRS

Section 1. Fiscal Year. The fiscal year of the Association shall be such twelve (12) month period as may be established by resolution of the Board of Directors.

Section 2. Contracts. The Board of Directors may authorize any officer(s) or agents of the Association to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and confined to specific instances. (**9/10/17)

Section 3. Books and Records. The Association shall keep correct and complete books and records of its accounts, meetings and proceedings of the Association and Board of Directors. There may be an annual audit of the financial records of the Association in such manner as the board of directors may direct.

Section 4. Checks and Drafts. Unless otherwise authorized by the Board of Directors, all checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the association shall be co-signed by the Treasurer and President of the Association.

Section 5. Depositories. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks or other depositories as the Board of Directors may elect.

Section 6. Contributions. The Board of Directors may accept on behalf of the association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Association.

ARTICLE X - AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws adopted by the affirmative vote of two thirds of the members present and voting at any regular or special meeting of the

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association, provided a full statement of any proposed amendment shall have been published in the notice calling the meeting at least thirty (30) days prior thereto.

Officially APPROVED and ADOPTED as amended by the Active Members in attendance at the Annual Meeting of the Association on the August 19, 2018.

Secretary