

**BY-LAWS OF
ASSOCIATION OF INDEPENDENT AND MUNICIPAL SCHOOLS**

Revised: February 27, 2001

Revised: April 16,2009

**ARTICLE I
NAME AND PURPOSE**

Section 1: The name of this organization shall be the Association of Independent and Municipal Schools (AIMS), a voluntary, not-for-profit, unincorporated organization of municipal and special district public school systems in the state of Tennessee. All affairs of the organization shall be conducted under this name unless otherwise determined by the Board of Directors or the membership, as provided herein.

Section 2: The purposes of the Association shall be to: promote the development and improvement of city and special school districts in Tennessee; protect the right of those systems to maintain themselves; establish closer ties among school superintendents, school board members, and municipal officials, both elected and appointed; advance the particular interests of municipal and independent schools in the General Assembly, the State Department of Education and other forums; and to enhance and publicize the leadership role of municipal and independent schools as "lighthouses" for educational innovation. In pursuing these purposes, the Association will be proactive in seeking the cooperation and mutual support of other public education agencies and organizations.

Section 3: The address of the Association shall be, **501 Union Street, Suite 300F Nashville, Tennessee 37219** unless the Board of Directors shall specify another address.

**ARTICLE II
MEMBERSHIP**

Section 1: Membership in the Association shall be restricted to public school systems operated by municipal corporations, or organized as special school districts. Other entities may be admitted to membership, however, with the express approval of the Board of Directors, with such rights and privileges as the Board of Directors may determine. Only member systems that are current in payment of the dues assessed pursuant to Article VI, shall be eligible to vote, and only delegates of systems in good standing shall hold office in the Association.

Section 2: When a municipal or special district school system becomes a member of this Association, the Superintendent and members of the Board of Education are entitled to become delegates to any meeting held by the Association and shall be eligible to hold office.

ARTICLE III

OFFICERS AND DUTIES

Section 1: The officers of the Association shall consist of a president, a president-elect, the immediate past-president, and six directors, who shall, collectively, comprise the Board of Directors. The functions of secretary and treasurer shall be provided for by the Board. All members of the Board of Directors shall be elected by the total membership of the Association for a period of one year. Notwithstanding this provision, officers and directors comprising the Board shall continue to serve until their successors are qualified as provided for in these articles, and shall be eligible for re-election to successive terms.

Section 2: Officers and directors shall be elected at an annual meeting of the membership called for that purpose. In such election, and for all other purposes, each member system of the Association shall have one vote.

Section 3: If a vacancy shall occur in the office of president, the president-elect shall succeed to that office. All other vacancies, except the office of president-elect, shall be filled by majority vote of the remaining officers and directors for the unexpired portion of the term.

Section 4: It shall be the responsibility of the president to call, and preside over, all meetings of the membership and of the Board of Directors; to appoint a committee to nominate candidates for officers and directors at the annual membership meeting; to appoint, and serve as an ex-officio member of, other committees; and to perform related duties inherent in the office of president.

Section 5: It shall be the duty of the president-elect to preside at meetings in the absence of the president. If a vacancy should occur in the office of the president, the president-elect shall automatically succeed to that office.

ARTICLE IV BOARD OF DIRECTORS

Section 1: All powers of the Association shall be exercised by, or under the authority of, the Board of Directors.

Section 2: It shall be the duty of the Board to conduct all business on behalf of the membership, and to report on actions taken to promote the purposes of the Association. Minutes shall be kept of all meetings of the Board and membership, and records shall be maintained of all membership revenue receipts and expenditures.

Section 3: The Board is empowered to employ an **Executive Director** to keep minutes, maintain necessary records, and to perform such other general administrative duties as the Board may direct. The **Executive Director** shall, as delegated by the Board, issue invoices for accounts payable to the Association, and record receipts for monies received;

to deposit and have responsibility for such monies in the name of the Association; to issue checks for obligations of the Association; and to maintain all books, accounts, and records faithfully and in accordance with generally accepted accounting standards.

Section 4: The founding date of the Association shall be December 14, 1992.

ARTICLE V BOARD MEETINGS

Section 1: The Board of Directors shall meet upon call of the president, except that the Board may itself fix the time and place for such special meetings as may be required. Adequate notice shall be required of all regular meetings of the Board, but for special meetings, notice shall be provided at least 48 hours in advance as to the time, date, and place of such meeting. Oral notice shall be deemed to comply with these requirements if communicated in a timely and comprehensible manner.

Section 2: Five Board members must be physically present at all meetings in order to constitute a quorum, and no actions shall be taken without the presence of a quorum. Provided, however, that if a quorum is present, absent members may vote in absentia, in writing, on matters to be considered, or may, by written statement, authorize a proxy to participate in deliberations and to cast their vote. Provided further, that when deemed necessary, meetings of the Board may be conducted by telephone subject to these same conditions.

Section 3: Each member of the Board of Directors shall, in the performance of his or her duties, be protected in relying in good faith upon the information, reports, opinions, or statements prepared or presented by other directors or by persons authorized to act on behalf of the Board.

ARTICLE VI DUES

The dues for each fiscal year shall be payable on or before December 1, and shall be based upon the general purpose fund budget for each school system or district for the prior school year. Such dues schedule shall have a minimum floor, a maximum ceiling, and shall be at a level sufficient to meet the needs of the Association. The dues schedule for each year shall be approved by the Board of Directors. If the Board determines that dues payments for any year are insufficient to support the activities of the Association, the Board may, upon unanimous vote, dissolve the organization, and all reserves and unobligated revenues shall be rebated to the members on a pro-rata basis, proportional to the total amount contributed.

**ARTICLE VII
MISCELLANEOUS**

Section 1: These by-laws shall be adopted by unanimous vote of the Planning Committee.

Section 2: By-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two-thirds vote of the members of the Association present and voting at any regular or special called meeting. Such amendments must be submitted to the membership in writing at least 30 days prior to the meeting. For purposes of this provision, each member system in good standing shall have one vote.

Section 3: A meeting of all the members of the Association shall be held at least annually, but, may be held more often if deemed necessary by the Board of Directors.

Section 4: The fiscal year of the Association shall be from **July 1 to June 30** unless otherwise fixed by the Board of Directors.

Section 5: All meetings of the Board of Directors and the membership shall be conducted in accordance with Robert's Rules of Order, Newly Revised, with such exceptions as may be adopted by the Board of Directors.

Section 6: If any provision of these by-laws shall be held invalid, such finding shall not affect other provisions, which shall remain in full force and effect.