

THE TEXAS JEWELERS ASSOCIATION BY-LAWS 2021

ARTICLE I NAME AND AFFILIATION

The name of this association shall be the Texas Jewelers Association, with perpetual duration, and herein referred to as “the Association”. The Association may be affiliated with other associations on a state or national level provided that such associations, societies or organizations shall be engaged in activities of a nonprofit nature whose purpose, goals and activities are substantially similar to those of this Association.

Section 1: Offices

The registered office of the Association in the State of Texas shall be the address of an Executive Board Member or state headquarters office of TJA. The Association may have such other offices, as the affairs of the Association may require.

Section 2: Registered Office and Registered Agent

The Association shall have, and continuously maintain in the State of Texas a registered office, and a registered agent with the State whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the Executive Board may change the address of the principal office as the affairs of the Association may require. Until otherwise changed the registered office shall be as specified in Section 1 hereof.

ARTICLE II MISSION

The mission of the Association is to: Promote the general welfare, standing and prosperity of the Jewelry Industry in the State of Texas. In furtherance of this purpose, but without limitation, the Association may do any of or all the following:

- To inspire the observance of high jewelry business standards and conduct in the industry and profession.
- To encourage the adoption of such business methods and high moral turpitude as will make for efficient and economical operation and adherence to sound business policies and practices.
- To engage in and support general market, statistical, economic and business research and analysis.

- To distribute facts, figures, news information of every kind and description and to prepare and render reports respecting the same.
- To generate cooperative action among members of the jewelry industry and with other industries, groups and organizations to promote the general welfare and advancement of the jewelry industry.
- To form, organize, develop, assist, receive assistance from, cooperate with, consult and exchange advice and information with National, local and other affiliated units.
- To arrange, organize, operate, promote trade shows, conventions, displays relating to the jewelry industry, and to do all things necessary or convenient to that end; provided always that any and all proceeds accruing there from shall be used solely for the purposes herein set forth and that no part of said proceeds shall inure to the benefit of any members of the Association.
- To solicit, accept and receive contributions, dues and subscriptions, and to deal with, use and expend the same solely for the purposes and on the conditions herein set forth, provided, nevertheless, that all activities pursued by the Association shall be solely for the purposes herein set forth and that no part of the income of said Association shall inure to the benefit of any members thereof.
- To exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the Association is organized or to the activities in which it is engaged, including the right to enter into, make and perform contracts of every kind and description, the right to use and enforce contracts or assert any rights, powers and privileges granted by the laws of this State to associations except as are inconsistent with the purposes hereof.

ARTICLE III MEMBERS

Application for members in the Association shall be accepted or rejected by the Executive Director per Board of Directors' guidelines. In the event an application is rejected, the applicant shall be given written notification of the reason for rejection and advised that an appeal may be taken to the Executive Committee of the Association at its next regularly scheduled meeting. The applicant may then submit additional information to the Executive Committee or may appear before the Executive Committee for reconsideration of application. The applicant shall be admitted to membership upon affirmative vote of a majority of the members of the Executive Committee.

Section 1: Any person, firm, corporation or partnership engaged in the profession of retail jewelry sales to the public in the State of Texas and any vendor member that does business in the state of Texas, may be admitted to membership in this association provided that appropriate dues have been paid for the current year and have complied with such other requirements, qualifications and conditions as may, from time to time, be established by the Board of Directors. Other forms and classes of Texas Jeweler Association memberships that do not qualify as retail jewelry stores do not qualify for voting privileges. The fiscal year of the Association shall commence on October 1, and end on September 30, of each year.

Section 2: Texas Jewelers Association membership in this Association shall not be assigned

with sale or transfer of jewelry business, nor shall memberships transfer occur with a person who may succeed by operations or otherwise the property of interests of an original TJA approved owner membership.

Section 3: Resignation: Any member may withdraw or resign from the Association by giving written notice to Association headquarters or the Secretary of the Association. Such resignation shall not relieve the resigning member from any obligations that existed prior to his/her resignation. Upon death, dissolution or substantial withdrawal from the jewelry industry of any members, that membership shall, thereupon, terminate.

Section 4: Suspension: Any member may be suspended or expelled from this association for cause. Subject to Article IV, paragraph 1, however, no member shall be suspended or expelled except after a hearing, and by a two-thirds (2/3) vote of the Board of Directions. Such member shall be entitled to notice of the charges against them and the time of and place of hearing thereon, which notice may be served either personally or by registered mail addressed to the member's address appearing on the records of the Association, mailed not less than thirty (30) days prior to the fixed time for hearing. The Board of Directors shall be the sole judge as to whether a member has committed any act or acts constituting grounds for discipline and the extent of the penalty to be imposed. Suspension or expulsion shall not terminate any pre-existing obligation of membership.

MEMBERSHIP CLASSIFICATION

Section 1: Membership Classification

A. Active Retail Members

Action Members shall be those persons actively engaged in the jewelry profession and industry related professions in the State of Texas. These retail jewelry members who are registered with the State of Texas and who hold a commercial business address, open to the general public and an active state tax identification number, shall be qualified to actively participate in the Association, have full voting rights, serve on committees and hold elective and appointive offices when qualified as set forth in these By-Laws.

B. Active Vender Members

Members shall be those persons/companies actively engaged in the jewelry industry, including but not limited to, designers, appraisers, and Internet retailer, located inside or outside the State of Texas geographic boundaries. These members may actively participate in the Association and may serve on committees to the Board with voting rights Vender Board members are restricted to four members, and one vender member may serve on the Executive Board as Executive Vendor Associate, without progression.

C. Student Members

Student Members shall be those persons with an interest in the jewelry profession and the aims and purposes of the Association, and who are actively pursuing accreditation in the field. Student Members shall not hold state elected office positions and shall not have voting rights. Student members may serve on standing or Ad Hoc Committees, and enjoy all other privileges and benefits of membership. Proof of continuing education in the jewelry field must accompany membership application.

D. Honorary Life Members

Honorary members shall be those persons elected to that status by the Executive Board of the Association by reason of some outstanding or special service performed for this Association. The Board may bestow special membership privileges for honorary status. Honorary members shall not be entitled to hold state elected office and shall not have voting rights, except Past Presidents as noted in Article VI, Section 1E, all may serve on standing or Ad-Hoc Committees and enjoy all other state benefits of life membership. All Past Presidents when approved by the Board, shall be Honored with a Life Membership after completion of the Past President term of office.

Section 2: Membership Dues

Each class of membership shall pay to the Association annual state dues in the amount determined by the Board of Directors. Dues will be billed on an annual basis during the fiscal year as determined by the Board of Directors. No refund of any prepaid dues shall be made upon termination of membership. Annual dues shall be due and payable on or before the expiration date of the month joined. Member dues must be current 30 days before a member may vote on Association business issues, elections and committee concerns. Members paying retail jeweler dues have benefits of Section 3: Voting privileges.

Section 3: Voting

- 1.) Members of this Association may be required to vote in person, online, by fax, mail or e-mail as deemed appropriate for the occasion or as directed by the Board of Directors.
- 2.) All questions, the manner of deciding which is not otherwise prescribed by the law or by these By-laws, shall be decided by simple majority vote of the members voting thereon.

ARTICLE IV OFFICERS

1. The voting Officers of the Association shall be a **President, Vice-President, Secretary-Treasurer, Immediate Past President**. The officers must be in good standing with the members of the Board of Directors.
2. **Elected Terms of Officers:**
Vice President, Secretary/Treasurer - Elected in odd-numbered years to take office the following January 1.
3. Said officers shall be elected by the Board of Directors of the Association by nomination and shall take office on January 1 to serve a two-year term.
4. The Board of Directors may appoint or elect other officers, such as, but not limited to, assistant secretaries and assistant treasurers who need not be members of the Board of Directors and additional Board Members.
5. The officers of the Association shall have such duties and powers as shall be vested in

them by statute, the Certificate of Corporation, the By-Laws of the Association and resolution from time to time of the Board of Directors and the Executive Committee.

6. Any officer may be removed, with or without cause, at any time, by a simple majority vote of the directors at any regular meeting of the Board of Directors or any special meeting thereof, provided that notice of such proposed action shall be included in the notice of such meeting of the Board of Directors. At such meeting the officers who are subject to removal shall be given full opportunity to be heard as shall the members of the Board of Directors seeking their removal, and thereupon a secret ballot shall be taken; and if, by a simple majority of the Board of Directors, such ballot shall be in favor of said removal, the officer shall thereby be removed from office and the office shall be deemed vacant and shall be filled as provided in these By-Laws.

7. Any officer of Board member who has been elected to the same office for two consecutive 2 year terms shall not be eligible for further election to the same office until at least one year has expired following that persons second three (3) year term of office. Board members may move the other open Officer positions or levels when Board terms expire.

8. The Board of Directors may appoint an Executive Director who shall serve at the pleasure of the Board, and with respect to whom the procedures as set forth in Article VII shall apply.

9. There shall be an ex-officio board position for a designated staff member of the Jewelers of America. This position may be included in Executive Board Meetings at the choice of the President. This is a non dues paying position and does not count towards a quorum.

Section 1: Duties of Officers

A. President

The President shall:

- 1). Preside at all meetings of the Association
- 2). Be an ex-officio member of all committees except the Nominations and Elections Committee
- 3). Be subject to the approval of the Board of Directors, make all appointments of vacated officer and committee chairs necessary to execute the business of the Association
- 4). Approve, with the Treasurer, travel expenses and car rental expenses on a case-by-case basis in advance of travel departure
- 5). Perform such other duties as may be directed by the Board of Directors
- 6). Annually appoint all chair positions when needed or required and see that all committees are functional by January 31, of each New Year. **Appointments are:**

a). **Associate Membership Recruiters:** These positions shall be responsible for the annual pursuit of new memberships throughout the year. Membership types include exhibitors and retail storeowner participants. Recruiters act as liaisons for new jeweler memberships and innovative vendor opportunities to promote the Association. In addition, recruiters can generate beneficial suggestions to the Board of Directors who may improve Association communications of benefits. Recruiters will be asked to report to the Board of Directors at called meetings. The President may appoint these positions.

b). By-Laws Chair: In consultation with and under the direction of the President and Board of Directors, shall coordinate changes and notices to the By-Laws in accordance with the By-laws guidelines and bring such changes before the Board for discussion and approval. The President may appoint this position.

c). Legislative Chair: Shall keep abreast of and make recommendations as the impending legislative issue. The chair may appoint a committee to assist, disseminate and collect this information and should always seek approval of the Board of Directors or President before announcing publicly any official Association related comments.

d). Annual Conference Chair: Has oversight and other duties including but not limited to conferences, speaker selection, conference recommendations to the Board, coordination of onsite and offsite events, coordination and timing of promotional mailings, notices, exhibitor solicitation effort, meeting locations and designation of committee members to perform other conference related duties and procedures as deemed necessary by the Board of Directors.

B. Vice-President

The Vice- President shall:

- 1). Perform the duties as may be directed by the President or Executive Committee;
- 2). Be responsible for seeking membership chairs in as many cities as possible, recruiting members to volunteer, and for developing and reviewing strategies to increase membership and improve member relations;
- 3). Oversee the creation of member benefits and communicate with members as needed;
- 4). Review the TJA web site for accuracy, and suggest content to promote and/or serve membership;
- 5). Serve as the Conference Chair unless the President designates a new appointment.

a). Awards: The Vice President shall coordinate such awards as the President's plaque, outgoing Board of Director certificates, and jewelry contest winners. Appropriate awards, plaques, deadlines and information shall be gathered and coordinated with headquarters one month before the conference.

b). Jewelry Design Contest: The Vice President hosts or locates a secure sight each year that can accept the jewelry from competing contestants. This contest jewelry delivery location should be published in the membership newsletter months prior to the conference with a one-month deadline prior to the first day of the conference for final entries. This judging location/person should be bonded, adequately insured, and be responsible for judging and returning the jewelry entered. At least three judges should be utilized when judging contest jewelry and decisions based strictly on the category criteria. The judging of all entries should be completed one month in advance of the conference. This position reports to the President, and

coordinates with Association headquarters for the award preparation.

C. Secretary/Treasurer

The Secretary shall:

- 1). Be responsible for recording minutes of all meetings of the Association, the annual Conference, the Executive Committee and filing with headquarters,
- 2). Supply written minutes thereof within 20 days of said meeting,
- 3). Maintain current rosters of the officers of the Association, standing committees, Ad- Hoc Committees, and Committee Chairs,
- 4). Oversee distribution of all financial notices as prescribed by these By-Laws,
- 5). Perform such other duties as may be directed by the President, or the Board of Directors.

The Treasurer shall:

- 1). Have charge of funds and disbursements of this Association, under the supervision of the Executive Committee and subject to approval of the Board of Directors. All checks of the Association shall be co-signed by the Treasurer, President or designated management representative, all electronic payments [or debit payments] shall be copied automatically to the Treasurer, President or designated management representative and authorized signers on payment processing accounts, via email.
- 2). May be required to give bond, the cost of the bond to be paid by the Association,
- 3). Keep an itemized account of all monies received and disbursed, including per capita dues or assessments from members and make a report thereof with budget comparison at each Executive Board Meeting,
- 4). Serve as Scholarship Chair: To develop and oversee scholarship Criteria. Criteria must be Board approved. Also to oversee fund raising activities designated for scholarships.

D. Immediate Past President

The Immediate Past President shall serve as a voting member of the Executive Committee and shall perform such other duties as may be assigned by the Board of Directors and President.

Duties:

a). Nominations/Elections Chair: The Immediate Past President shall notify the Board of Directors or impending Board or Officer vacancies at the Fall Board meeting or earlier. As required by Association By-Laws shall seek and set in motion requests for nominees with suggestions from the Board of Directors and in accordance with the By-Laws and deadlines for the nomination process. Finding candidates may require the solicitation of others on and off the

Board. Proper notice and timing of election notices to the membership should be coordinated with Association headquarters and in accordance with the By-Laws.

ARTICLE V MEETINGS

Section 1: Annual Meeting

The annual meeting of the members shall be held on such date or dates and at such time and place as shall be designated by the President and the Board of Directors. Written notice of such meeting shall be sent to each member at least ten (10) days before the date of such meeting. No notice of an annual meeting need specify the business to be transacted; and any business of the Association may be transacted at the annual meeting. At such annual meeting, the business shall include the election of Association officers and directors. The presence of Association members attending such special meetings shall be exercised, conducted and controlled by a Board of Directors of up to sixteen (16) members.

Section 2: Special Meetings

Special meetings of the members may be called by resolution of the Board of Directors or by the President, or, in his or her absence, the President-elect of the Association, and shall be called at any time by the President or Secretary upon teleconference call, e-mail ballot, fax confirmation of majority of the Board of Directors. Notice of special meetings shall be sent to the members by email or their address carried on the Association's books and records and members shall be notified at least ten (10) days prior to the date of the meeting.

ARTICLE VI BOARD OF DIRECTORS

Section 1:

- A.** The corporate powers, business and property of the Association shall be exercised, conducted and controlled by a Board of Directors of up to sixteen (16) members.
- B.** Each member of the Board of Directors must be member in good standing of the Association to maintain voting privileges and membership fees.
- C.** Directors shall be elected by ballot or acclamation annually from the members of the Association. Said election of Directors and their confirmations shall be communicated to the membership of the Association with-in 30-days.
- D.** A person other than the President of the Association, who has been elected as a director for two (2) to three (3) years consecutive terms, shall not be eligible for further re-election until at least one year has expired following his/her last second term of office. Board members may continue to serve only when elected to an

open officer position.

- E. All past presidents currently in good standing with the Association, shall be honorary members of the Board of Directors, entitled to attend all meetings thereof, and shall have the right to vote at such meetings, join or chair committees, and other assignment that the Board chooses. Past Presidents are eligible to be awarded Honorary Life Time Membership

Section 2: Meetings:

- A. **Regular-** The Board of Directors shall meet at regular quarterly intervals when possible. The purpose shall be that of organizing the candidates for office and management of the Association. With ballots submitted by the Membership Chair the nominations Committee, The Board of Directors shall select a:

President,	(Automatic rotation from Vice President)
Vice-President	(Voted on in odd numbered years)
Secretary/Treasurer	(Voted on in odd numbered years)
Vendor Executive Member	(Voted on in odd numbered years)
Jewelers of America Staff	(This position is ex officio)

The appointment or continuance of an Executive Director shall also be a point of order for the summer meeting. Nomination/applications for Board positions should be sent to the membership seventy-five (75) days prior to this meeting. The Board of Directors shall meet quarterly or at least three (3) times a year regularly on such days and at such times and places as the Board of Directors or the President shall, determine.

- B. **Special Meetings-** The Board of Directors may be called by the President or by the Executive Director at any time, and must be called by the President or the Executive Director at the request or approval for six (6) of the Directors. Notice of such special meeting shall be mailed, emailed, faxed or telephoned to each Director at least six (6) days before the time of requested meeting. A special meeting of the Board of Directors may be called at any time by a simple majority of the Directors who indicate, by telephone, email, or fax, that they can be present.

Section 3: Business

No notice of any regular meeting of the Board of Directors need specify the business to be transacted. Notice of special meetings of the Board shall state the purpose for which the meeting is called.

Section 4: Quorum

A simple majority, (not less than 7) of the Board of Directors present shall at each meeting constitute a quorum at each regular of special meeting of the Board of Directors.

Section 5: Vacancy

Any vacancy in the board of directors shall be filled by a majority vote of the Board present at the meeting at which the vacancy is filled.

- A. Any director who ceases to be a member of this Association shall thereupon cease to be a member of the Board of Directors.
- B. Any Board of Director or Officer member who is absent from more than one invited meeting of the Executive Board or Board of Directors without cause, or who fails to perform such duties as prescribed by these guidelines, may be removed from office by the President or Board of Directors with a new appointment made by the President to fill vacated position.
- C. Any one of the Directors may be removed with or without cause at any time by a simple majority vote of the members present in person or at any special meeting of the members called for the purpose. At such special meeting the members of the Board of Directors against whom such removal is proposed shall be given full opportunity to be heard, as shall the members making such request. A secret ballot shall be taken; if such ballot shall be against such member for removal, the member of the Board of Directors shall be removed from the office of director and his/her office shall be deemed vacant and shall be filled as provided in theses By-Laws.

Section 6:

At any meeting of the directors, all questions shall be decided by a simple majority of those present and voting.

Section 7:

The Board of Directors may provide by contract or otherwise for the compensation of such officers, agents and employees as it shall, by resolution, decide and shall determine the amount and conditions of such compensation and may modify the same from time to time.

Section 8:

The Board of Directors shall have control and management of the affairs of the Association with authority to engage and discharge employees and agents of the Association, determine salaries, create and appoint committees and do everything necessary and desirable to conduct the business of the Association and in accordance with the By-Laws.

Section 9:

In addition to the powers expressly conferred by these By-laws upon the Board of Directors, it may exercise such powers and do such lawful acts and things as are not by statute, by the Certificate of Incorporation or by these By-laws required to be exercised by members.

ARTICLE VII EXECUTIVE DIRECTOR

- 1) An Executive Director or professional management firm may be contracted to work with the Executive Committee and Board of Directors in the management of TJA. The Executive Director serves the membership in its entirety. Such Association functions as membership, financials, accounting, staffing, conferences, newsletters, data processing, lists, mailings, and representation of TJA in all levels of business fall under the purview of the Executive Director.
- 2) The Executive Director serves most specifically the President, the Executive Committee and Board of Directors. The Executive Director will analyze overall operations of the Association with an objective of continuous improvement and will prioritize Association goals. The Executive Director will guide committees, make recommendations to the Executive Committee and President and will document progress toward critical performance goals.
- 3) The Executive Director or designated management company shall receive all of the monies of Association, giving his/her receipt thereof, and shall have the custody and control of all of the funds of the Association subject to the direction and control of the board of Directors and the Executive Committee; and shall keep a correct and accurate account of all the monies received and disbursed, and the financial condition of the Association. The Executive Director shall prepare a proposed budget to be submitted to and approved by Executive Committee before submitting to the Board of Directors for approval. Whenever required by the Board of Directors or by the Executive Committee, he/she shall prepare and submit a statement of the financial condition of the Association; books and records shall at all times be open and accessible to inspection and audit by the Board of Directors or the Executive Committee or by such person or persons as they may designate; and may be required to give bond satisfactory to the Board of Directors in such amount as the Board of Directors or the Executive Committee or the Finance Committee shall determine. With the exception of any requirement for a bond, all of the functions herein above assigned to the Treasurer may be performed by the Executive Director or duly appointed delegate.

ARTICLE VIII EXECUTIVE COMMITTEE

1. There shall be an Executive Committee of the Board shall consist of the President, Vice President, Secretary/Treasurer and past President, Vendor Executive Associate, and include non voting position held by a Jewelers of America staff member.
2. The Executive Committee may meet immediately after its appointment and thereafter at

such time and place, as it shall from time to time determine. The President of the Association shall be the Chair of the Executive committee. Any Executive Committee member who is absent from more than one invited meeting of the Executive Committee without cause, or who fails to perform such duties as prescribe by the By-Laws, may be removed from his/her position by the President.

3. Subject to the control and direction of the Board of Directors, the Executive Committee shall conduct the affairs of the Association and shall exercise all of the “as directed” powers of the Board of Directors when the Board of Directors is not in session, except where specifically stated in these By-Laws to the contrary.

4. Each member of the Executive Committee shall be entitled to one vote on all matters, which shall be decided, by a simple majority vote.

5. Three (3) voting members of the Executive Committee shall constitute a quorum thereof.

ARTICLE IX COMMITTEES

Section 1: Standing Committees: Appointment and Duties:

A. The Standing Committees of the Association shall be:

- 1). Associate: Membership Recruiters
- 2). By-laws Committee
- 3). Conference Committee
- 4). Finance Committee
- 5). Legislative Committee
- 6). Membership/Web
- 7). Nominations and Elections Committee
- 8). Scholarship Committee

All committees are subject to approval by the Board. All committee chairs must be active members of the Association, except the By-Laws Committee Chair, and only if that chair is a designated hired professional parliamentarian. The President shall be an ex-officio member of all committees except the Nominations and elections Committee. The President and the Board of Directors shall appoint by the committee chairs and subject to approval committee members. A list of committee members shall be on file at Association Headquarters before a committee may meet or function.

B. Any Standing Committee Chair who is absent from one invited meeting of the Board of Directors without cause, or who fails to perform such duties as proscribed by these By-laws may be removed from position by the President. The President shall name a successor, subject to approval of the Board of Directors, and without prior notice of such action. An absentee Chair shall inform the President and Association Headquarters of inability to attend any meeting. The Executive Board shall determine if the Chair’s absence is for due cause. Any Chairperson who

fails to notify the President as outlined above, except in cases of extreme emergency, shall be deemed absent without cause.

C Membership Recruiters Committee: These positions shall be responsible for the annual pursuit of new memberships and recruitment of vendor exhibitors. Associates shall solicit and develop new and innovative vendor ideas to promote the Association, and make suggestion to the Board and Headquarters improvements in Associate Member communications or benefits. Recruiters may be asked to report to the Board of Directors at called meetings. The President may appoint these positions.

The Committee shall:

- a. Have the responsibility to inform and recruit retail jewelry establishments in an effort to secure Association memberships while on scheduled travels. A main goal of Associates is to increase membership within the state Association.
- b. It is requested that each recruiter carry applications and forward any enrollments expeditiously.

D. By-Laws committee: Shall coordinate changes and notices concerning the By-Laws in accordance with the By-Laws and bring such changes before the Board of Directors for discussion and approval. The By-Laws Committee Chair shall coordinate with the President and the Board of Directors all proposed changes. The President may appoint the Chair position. There shall never be more than three (5) members on the By-Laws Committee and they shall act in accordance with the By-laws set forth.

The Committee shall:

- a. Review annually the By-Laws to adjust or to determine if the By-laws effectively serve the membership mission and goals of the organization.
- b. Bring suggested changes to the Executive Committee for Discussion and finally to the Board of Directors for final approval and ratification.

E. Conference Committee: Shall have oversight and other duties including but not limited to conference speakers selection, conference recommendations to the Board, coordination of on-site and off-site events, coordination and timing of promotional mailings, notices, exhibitor solicitation efforts, meeting locations and designation of committee members to perform other conference related events and procedures as deemed necessary by the Board. The Conference Committee shall consist of a maximum of five (5) active members.

The Committee shall:

- a. Have responsibility for implementing conferences and other seminars
Responsibilities shall include development of programs, speakers, site selection, and the good and welfare of the TJA attendees.

- b. Seek hosts for conference speakers and overall conference sponsors for future conferences with review of past sponsors as a deliberation by the committee;
- c. Recommend future sites to the Board of Directors. The Board of Directors shall make final site selections.

F. Finance Committee: Shall oversee the funds and related activities of Association activities as they relate to the annual budget. Maintain a balance between expenditures and revenue and to report to the Board of Directors and Executive Committee all major expenditures that may jeopardize the good and well being of Association funds. The Chair of the Finance Committee shall be the Treasure and report to the President and Board of Directors.

The Committee shall:

- a. Recommend the policies governing the fiscal operation of the Association through out the fiscal year, which shall commence on September 1, and end on August 31, both dates inclusive;
- b. Prepare and present a provisional annual budget for the ensuing fiscal year at least one month prior to the start of the new fiscal year.
- c. Prepare and present an annual budget for the ensuing fiscal year subject to approval of the Board of Directors at the third quarterly meeting. The Finance Committee shall consist of a maximum of three (3) Active Members.

G. Membership/Web Committee: Shall oversee actions which promote Retail and Associate membership renewals, retention, and actively seek out new memberships by use of mailing, Web site maintenance and recruiting, and innovative activities that may increase memberships within the association. The Chair of the Membership/Web site Committee shall report to the President.

The Committee shall:

- a. Recommend changes regarding membership, public relations, and web site issues, membership programs, and activities.
- b. Foster public relations activities between professional groups, vendors and other associations;
- c. Engage in activities that increase membership and promote active membership;
- d. Keep current and relevant information on the Web site that promotes and enhances the Association's goals.

H. Legislative Committee:

The Committee shall:

- a. Monitor and make recommendations as to impending legislative issues
 - b. Coordinate and liaison with affiliated or specific legislative concerns. The Chair may appoint committee members to help disseminate and collect this information and should always seek approval of the Board of Directors or President before going public with any official Association-related comments.
- I. Nominations & Elections Committee:** Shall pursue nominees for Board positions that will become available each year at the annual conference. Network with members and recruit their services to create an impartial committee for determining the leadership of the Association and act within the time guidelines stated within these By-Laws for purposes of membership notification. The Chair of the nominations Committee shall report to the President and Board.

A. The Nominations Committee shall consist of three (3) active members. A list of committee members shall be on file at Association Headquarters before a committee may meet or function. The Nomination Committee shall be approved by a simple majority vote of the Board of Director and shall nominate and get acceptance from a candidate, if elected to fill vacancies on the Board of Directors at the next (third quarterly meeting) meeting of the Association. The Committee shall poll the membership for candidates at least ninety (90) days before the (third quarterly meeting) meeting. The list of candidates so nominated shall be delivered tot he Executive Director of the Association at least sixty (60) days prior to the (third quarterly meeting) at which time the candidates are to be voted upon at least forty-five (45) days prior to the Fall meeting. A list of selected nominees shall be posted, mailed, faxed or emailed for each member's notification.

B. No nominations except those made by the Nominating Committee shall be voted on at the (third quarterly meeting). If additional submissions, other than those nominated by the Nominating Committee, are to be considered, a separate petition for each nomination shall be delivered as a written nomination or nominations to the Executive Director of the Association at least thirty (30) days before such meeting at which the candidates are to be voted on. In such cases whereas board positions cannot be filled, the Board may appoint new members to fill vacant positions left on the Board.

Section 2: Special Committees

The President may appoint such standing ad hoc committees with such powers and duties, as the Board of Directors shall direct. Such committees shall report to the President and Board of Directors.

ARTICLE X FUNDS, INVESTMENTS AND BORROWING POWERS

1. All funds belonging to the Association shall be deposited in such banks or financial institutions as designated by the Board of Directors. All funds belonging to the Association may be withdrawn in accordance with such procedures and over two such signatures as shall be determined from time to time by resolution of the Board.

2. The members of this Association shall not be liable for the debts of this Association except to the extent of any unpaid portion of their respective membership fees and dues.

ARTICLE XI PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern procedure at all meetings when By-Laws are silent or not in conflict with these By-Laws.

ARTICLE XII AMENDMENTS

1. Any and all provisions of these By-Laws may be amended by a simple majority vote not less than (7) seven of the Board of Director Members present and voting or at specially called meeting notices regarding the By-laws to the membership by the Board of Directors. All amending actions of the Board of Directors shall be final.

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2. Written notice of any proposed amendment or repeal of the By-Laws shall be given at least thirty (30) days prior to the next Board of Directors meeting date.

ARTICLE XIII INDEMNIFICATION

The Association shall, to the fullest extent permitted by law, indemnify a director or officer of the Association who was, is or may be named as a party in any legal or administrative proceeding as the result of acts or omissions within the scope of official capacity with respect to the Association. As a condition precedent to indemnification the director must give reasonable notice of any claim and tender the defense of the action to the Association. The Association shall not be liable on account of any agreement or contract, whether written or oral, entered into by any person unless such agreement or contract is authorized, either expressly or generally, by written resolution of the Board of Directors. In the absence of such authorization, such agreement or contract shall be the sole responsibility of the individual entering into the contract or agreement.

ARTICLE XIV DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws and no part of said funds shall inure, or be distributed to the members of the Association. On dissolution of the Association, any funds or assets remaining shall be

distributed to one or more charitable, educational, scientific, or philanthropic organizations selected by the Board of Directors.

TJA By-Laws Approved January 18, 2021

