

BYLAWS
OF THE
TENNESSEE ASSOCIATION OF PROFESSIONAL
PROCESS SERVERS

ARTICLE 1
MEMBERSHIP

Section 1.01

There will be three (3) categories of membership in this Association, namely: Active, Inactive, and Honorary.

Section 1.02 – ACTIVE MEMBERSHIP

Active members shall have all rights and privileges of membership, including the right to vote and hold office. Before the Board of Directors shall grant any active membership, the applicant shall meet the following requirements:

- (a) Be a qualified Process Server under the provisions of their respective County and State regulations in the State of Tennessee, where and when applicable.
- (b) Have attained the age of eighteen (18) as defined in The Tennessee Code Annotated.
- (c) Have no felony convictions within seven (7) years last past.
- (d) Other requirements as may be determined from time to time by the Board of Directors.

Section 1.03 – INACTIVE MEMBERSHIP

Any member who is a member in good standing, who has become inactive or retires from the business of serving process, may become an inactive member. An inactive member shall have the rights and privileges of a member except that he shall have no voting privileges or the right to hold office. The privilege of the membership shall be determined by a majority of the Board of Directors.

Section 1.04 – HONORARY MEMBERSHIP

Honorary membership shall be a dues-exempt membership. Honorary members shall have all rights and privileges of membership, excluding the right to vote and to hold elected office. The privilege of this membership shall be determined by a majority of the Board of Directors.

Section 1.05 – APPLICATIONS FOR MEMBERSHIP

All applications for membership must be made to the Secretary in writing on a form to be provided by the Association and must contain the following information and such additional information as may be determined by the Board of Directors.

- (a) Signature of applicant
- (b) Name printed in full
- (c) Company name
- (d) Company address
- (e) Home address
- (f) Business, home and other applicable telephone numbers
- (g) Agreement to abide by provisions of Bylaws and Code of Ethics

Section 1.06 – MEMBERSHIP GENERAL

Each application must be accompanied by full membership dues. Each applicant must be considered by the Board of Directors. No applicant shall become a member unless he is approved and accepted by the majority of the Board of Directors. In the event an application is rejected, all dues paid shall be refunded, excluding any application fee, with a reason for rejection.

Members desiring to object to membership by any applicant shall address a written objection to the Secretary outlining in full said objection(s) not later than fourteen (14) days after publication, and upon receipt of said objection(s) the Secretary must inform the applicant in writing, enclosing a copy of said written objection by first class mail.

The resignation of any member in good standing shall be accepted when made in writing to the Secretary. The Secretary, immediately upon receipt of such resignation, shall notify the President in writing that such resignation has been received and accepted. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. Any dues, assessments or other monies theretofore paid are considered non-refundable.

Section 1.07 – REINSTATEMENT

Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by affirmative vote of two-thirds of the members of the Board, reinstate such former member to membership on such terms as the Board of Directors may deem appropriate.

Section 1.08 – VOTING RIGHTS

Each active member shall be entitled to one vote on each matter submitted to a vote of the members. No proxy voting shall be permitted. Voting rights are non-transferable.

ARTICLE 2

MEETING OF MEMBERS

Section 2.01 – ANNUAL MEETINGS

An annual meeting of the voting membership of the Association shall be held every year for the purpose of electing Directors and Officers and for the transaction of other business. The exact date, time, and location of said meeting shall be determined at the last preceding regular meeting of the membership. The manner of the election shall be determined by the Board of Directors.

Section 2.02 – REGULAR MEETINGS

Regular called meetings may be held by the members of the Association. The exact date, time, and location of said meetings shall be published to all members of the Association. The purpose of these meetings is as follows:

- (a) To keep the membership informed of all on-going projects of the Association, whether by the Board of Directors or by committees.
- (b) To provide the membership the opportunity to express their individual opinions as well as to vote on all matters submitted for vote.
- (c) To transact any business necessary for the well-being of the Association.
- (d) To promulgate in-service instruction on methods, laws, regulations, etc., relating to the service of process.

Section 2.03 – AGENDAS

Each meeting shall be organized by means of written agendas which shall be made available to the membership. The general guidelines for said agenda shall be as follows.

- (a) Each member shall place an item on the agenda by notifying the Secretary at least five (5) days prior to the scheduled meeting. Any item so placed may not be removed, except by the member placing the item..
- (b) At least one day prior to a regularly scheduled meeting, the Board of Directors shall meet to finalize the agenda. Any member of the Board may submit an agenda item at this meeting without having to notify the Secretary as prescribed in Section 3.01.
- (c) During this Board of Directors meeting, the agenda will be approved by majority vote of the Directors and will be considered fixed and unalterable.

Section 2.04 – SPECIAL MEETINGS

Special meetings of the members may be called by the President, the Board of Directors, or not less than thirty percent (30%) of the members having voting rights. These special meetings shall be limited to conduct only the special business for which they are called.

Section 2.05 – DELEGATES TO CONVENTION

Delegates to the annual convention must be paid and registered active members of the Association. The delegate will have all rights and voting privileges.

Section 2.06 – QUORUM

The members holding thirty percent (30%) of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is not present at a meeting, no business of the Association may be conducted other than to set a place, time, and date for the next regular meeting or annual meeting of the members of the Association.

Section 2.07 – NOTICE OF MEETINGS

The Secretary shall give written and/or printed notice stating the place, day, and hour of any meeting of members and shall deliver, either personally or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with postage thereupon prepaid.

ARTICLE 3 BOARD OF DIRECTORS

Section 3.01 – ELECTION AND TERM

The management of all the business and affairs of the Association shall be conducted by the Board of Directors, which Board shall consist of not less the three (3) or more than thirteen (13) active members including all officers of the Association and the immediate past President of the Association. The members of the Board shall be elected for a term of one (1) year at the annual meeting of the Association, which term will begin on the first day of the month following such election, and the Directors shall serve until their successors are duly elected and qualified.

Section 3.02 – QUORUM

A majority of all voting members of the Board of Directors shall constitute a quorum for the purpose of conducting business. Meetings shall be recorded.

Section 3.03 – MEETINGS

The Board of Directors shall meet at such times and places as it may from time to time determine. Meetings may be held at a gathering of the Board, of by conference call. Meetings may be called at any time by the President or upon written request of any (2) Directors or officers. The date and time of all meetings of the Board shall be published to the Association members.

ARTICLE 4 OFFICERS

Section 4.01 – ELECTION AND TERM

The active members of the Association shall elect from among the active membership at the annual meeting of the Association the following officers; President, Vice President, Secretary, and Treasurer, and such additional officers as the Board of Directors shall determine necessary. Officers shall hold office for a term of one (1) year commencing on the first day of the month immediately following their election or until their successors are elected.

Section 4.02 – DUTIES OF PRESIDENT

The President shall be the principal executive officer of the Association and shall, in general, supervise and control all of the business and affairs of the Association. The president shall preside at all meetings of the members and the Board of Directors. The President may sign with the Secretary or any other proper officer of the Association authorized to executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association, and in general shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 4.03 – DUTIES OF THE VICE PRESIDENT

The Vice President shall perform the duties of the President when called upon to do so by the President or by a majority of the Board of Directors if the President is unable to perform the duties of the office.

Section 4.04 – DUTIES OF THE SECRETARY

The Secretary shall keep and preserve the minutes of all meetings of the Board of Directors and minutes of any meetings of the members at which business may be discussed or acted upon. The Secretary shall be the custodian of all records of the Association, including all correspondence, except books of financial account, and shall perform such other duties as may be delegated by the Board of Directors. The Secretary shall bind and preserve, with appropriate identification labels by calendar year, the original minutes of all meetings of the Board of Directors and the Association.

Section 4.05 – DUTIES OF THE TREASURER

The Treasurer shall collect all dues and other receipts of the Association, and shall disburse the same at the direction of the Board of Directors. The Treasurer shall keep a record of all receipts and disbursements and shall make an accounting thereof when requested by the Board of Directors. The Treasurer shall furnish a fidelity bond in such amount as the Board of Directors may direct, conditioned upon the faithful performance of duties. The premium on such bond shall be paid by the Association. The Treasurer shall perform such other duties as may be delegated by the Board of Directors.

ARTICLE 5 COMMITTEES

Section 5.01

The President shall appoint such standing committees and ad hoc committees as the Board of Directors from time to time may determine. Said committees shall be composed of such number of members as may be determined by the President and shall serve at his pleasure. The term of the life of the ad hoc committee shall be specific upon the appointment of the committee. The majority of any committee shall constitute a quorum.

Section 5.02 – CHAIRPERSON

One member of each committee shall be appointed chair person by the person or persons authorized to appoint members thereof.

Section 5.03 – VACANCIES

Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointment.

ARTICLE 6 TERMINATION OF MEMBERSHIP

The Board of Directors, by affirmative vote of two-thirds (2/3) of all members of the Board, may suspend or expel a member for cause after an appropriate hearing and may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article 7 of these bylaws, or if his public actions may be deemed unethical or immoral by two-thirds (2/3) majority vote of the Board of Directors. The member in question must receive at least ten (10) days written notice of the proposed hearing stating the alleged reasons for suspension or termination of membership. The member shall be allowed to attend the hearing along with any witnesses or evidence in his defense. The decision of the Board of Directors shall be

final. The Secretary shall provide a written decision of the Board to the member in question. If a member is expelled, the Secretary shall send to each member in good standing notification of the termination of said membership.

ARTICLE 7

ANNUAL DUES

Section 7.01 - MEMBERSHIP DUES

INDIVIDUAL MEMBERSHIP

The annual dues of Members to the Association shall be determined at the annual meeting of members for the following year.

INACTIVE MEMBER

The annual dues of an Inactive Member of the Association shall be \$25.00 per year.

Section 7.02 – PAYMENT OF DUES

Dues shall be payable in advance on or before the first day of February in each fiscal year. Dues of a new member may be prorated from the first day of the month in which such new member is elected to Membership, for the remainder of the fiscal year of the Association at the discretion of the Board of Directors.

ARTICLE 8

PARLIAMENTARY AUTHORITY

Section 8.01

The Association shall adopt the rules contained in the current edition of Merriam Webster's Robert's Rules of Order which shall govern the Association.

Section 8.02 DESIGNATION OF PARLIAMENTARIAN

When required, the President shall designate one of the voting members to act as Parliamentarian.

ARTICLE 9

AMENDMENTS

Section 9.01

Delegates to the Annual convention may submit in writing at least 24 hours in advance of the convention an amendment for consideration. A two thirds (2/3) delegate vote is required for consideration of the amendment. A proposed amendment must be approved by ninety percent (90%) of the delegates present and voting.