

2014 Revised
Territory Tellers
Bylaws

TT Annual Meeting
Bethany, OK

Adopted: 14 June 2014

- Contents -

<u>ARTICLE</u>		<u>Page</u>
I.	<u><i>Name of Organization</i></u>	3
II.	<u><i>Purpose</i></u> General statement of purpose; How purpose is fulfilled	3
III.	<u><i>Membership</i></u> Qualification for membership; Categories of membership; Member-in-good-standing; Membership dues; Member voting privilege; Honorary membership	3-5
IV.	<u><i>Board of Directors</i></u> Number of directors & their duty; Term limit; How directors are selected; Appointed directors & their duties; Position combinations prohibition & exceptions; Director voting rights; Executive Committee online voting; Filling an unexpired board term	5-7
V.	<u><i>Officers</i></u> Titles & description of duties; Term limit of elected officers	8-10
VI.	<u><i>Committees</i></u> Names and duties of standing committees; Procedure for creating special committees; How committee members and chairpersons are selected	11-13
VII.	<u><i>Meetings</i></u> Types of meetings & when each one convenes; Quorums; Selection of authoritative book on parliamentary procedure	15
VIII.	<u><i>Amendments</i></u> How, where & when bylaws may be amended	16
IX.	<u><i>Financial Stipulations</i></u> Large single expenditures; Unauthorized or not ratified expense; Prohibition of subterfuge; Dissolution	16

2014 Revised TT Bylaws

Article I Territory Tellers (TT), Incorporated is a non-profit Oklahoma-statewide storytelling association.

Article II TT's **purpose** is to promote the oral tradition of storytelling.

To **fulfill its purpose** TT provides opportunities for members to play active roles in storytelling activities, e.g. –

1. Participation in the annual -
 - a. *Spirit of Oklahoma Storytelling Festival*
 - b. *Winter Storytelling Retreat* of concerts & workshops
 - c. Emceeing and participating in the *OKC Arts Council Festival "Tales & Pails"* concert
2. Co-hosted the National Storytelling Network's *2005 National Storytelling Conference*

Article III Membership

Membership is open to every person who **supports** TT's purpose.

Section 1 **Members**

A. Three (3) categories of members

1. Individual

2. Family
 3. Organization
 4. *Member categories can be changed **only** at annual meetings*
- B. Official TT members list is maintained by the TT Secretary
- C. Members in-good-standing -
1. agree with TT's purpose statement *and*
 2. have paid his/her/their dues for current year
- D. Members' dues
1. collected on a yearly basis
 2. run for 12 months from the date of payment
 3. annual dues amounts *can be changed **only** at the annual meeting*
- E. Members' voting privilege
1. Members must be *in-good-standing* to cast their votes
 2. Member categories & number of votes
 - a. Individual - one (1) vote
 - b. Family members living in the same household - two (2) votes
 - c. Organization - one (1) vote

- A. Is awarded to an individual or organization for –
 - 1. meritorious service and
 - 2. active support of TT's purpose and activities
- B. A nomination by a TT member must be –
 - 1. submitted to the TT Board of Directors
 - 2. for review by a committee of three TT members, appointed by the Board chairperson.
- C. Benefits of the award include –
 - 1. A two year subscription to the *Territory Tattler*
 - 2. a certificate or plaque, and
 - 3. recognition at a public presentation
- D. Honorary Memberships do not have Members voting privileges

Article IV Board of Directors

Section 1 The Board of Directors consists of sixteen (16) TT members in good standing whose duty is to govern the activities of TT.

Section 2 **Term limit**

Directors are elected or appointed for a period of one (1) year beginning at the close of the annual meeting.

If the *annual meeting date is changed*, current directors will retain their elected or appointed duties until the rescheduled annual meeting adjourns.

Section 3 **Elected directors**

Eleven (11) directors are *elected* by the membership at the annual meeting.

A *proposed slate* of five (5) officers and six (6) directors-at-large must be presented to the membership at least sixty (60) prior to the annual meeting.

Nominations for elected directors can be accepted from the floor at the annual meeting.

Section 4 **Appointed directors**

Five (5) directors are nominated by the president and ratified by the board for one-year appointments to special assignments: Editor of the *Territory Tattler*, Webmaster, Liaison Director, Parliamentarian, and National Storytelling Network (NSN) representative.

Section 5 **Appointed directors duties & responsibilities**

The *Territory Tattler* Editor shall publish the TT newsletter.

The Webmaster shall administer the TT website and manage the *PayPal* account. The Webmaster will give the Directors a *periodic* report of the web site's activity and the Treasurer a *monthly* report of the *PayPal* account's activity.

The Liaison Director shall establish and maintain a communications network with other established Oklahoma groups and individuals interested in stories and TT.

The Parliamentarian shall advise the presiding officer on parliamentary rules, and additionally give similar advice to board members and membership when they request it.

The NSN representative shall serve as liaison between NSN and TT to report on current storytelling activities and issues. The NSN representative *must be a NSN member –in-good-standing*.

Section 6 Positions combination prohibition & exceptions

1. No board member shall hold more than one elected position on the Board during any term.
2. The following elected & appointed and appointed & appointed positions combinations have been allowed in the past: *Immediate Past President & NSN representative*; and, *Webmaster & Liaison Director*.

Section 7 Board voting rights

1. All elected and appointed board members have full voting rights except for the parliamentarian *who shall have no voting rights at board meetings*.
2. If one person is allowed to hold two positions as indicated-above in Article IV, Section 6, that individual shall have only one (1) vote.
3. The Executive Committee shall cast votes in person or online.

The process for *online voting* is as follows:

- a. The Executive Committee Secretary shall send an online ballot to each Executive Committee member for his/her vote on each online *made-and-seconded motion*.
- b. To be valid, an online vote *must be cast within a 24 -hour time limit* on each online ballot sent.
- c. The Executive Committee Chair shall **verify** the validity of each vote cast online by *gathering and comparing the time signatures* of ballots sent and votes returned on each online made-and-seconded motion.

Section 8 Filling an unexpired board term

1. Any board member who misses two (2) regular board meetings *without* good and valid cause may be asked to resign.

2. Any vacancy on the Board occasioned by death, unwillingness to serve, removal from office, or other reason shall be filled by a member in good standing when appointed by a majority vote at any Board meeting. Said vacancy shall be to the end of the term of the original Board member.
3. If a qualified candidate cannot be found, the board *can move to set aside the rules to appoint a previous board member, otherwise ineligible*, to complete the unexpired term.

Article V

Officers & their Duties

Section 1 TT Board of Directors **officer titles** are President¹, Vice-President, Secretary, Treasurer, and Immediate-Past-President.

Section 2 **President's duties** as chief executive officer of TT are as follows:

1. To chair TT board, special, and annual meetings
2. To create, appoint, and charge all standing and/or *ad hoc* committees
3. To enforce TT policies

¹ The parliamentarian will act as Chair *pro tempore* in the case that the president "steps down" from the chair in order to make a motion and the Vice President is absent. This also applies to the Vice President, acting as President, wishes to "step down" in order to make a motion. If the parliamentarian is absent, the presiding officer may temporarily designate a pro tempore person for that meeting only. *Robert's Rules of Order Revised*, Scott, Foresman and Co., 1943, Art. X, No. 58, p. 240.

4. To execute legal documents **only** when – *authorized* by a resolution of the board of directors that is *recorded* in the minutes of a particular board-, annual-, or special meeting and *verified* by an original copy of the resolution signed and dated by the Secretary
5. To assist and supervise the work of other officers and all committees
6. To report to TT members on developments and progress at regular intervals and/or during special situations
7. To serve as TT chief spokesperson and/or chief executive officer to outside individuals, groups, and organizations
8. To assist the Treasurer in the creation of an annual budget
9. To perform other duties that are mutually agreed upon by the President and Board of Directors

Section 3 Vice-President's duties are as follows:

1. To execute the duties of the current TT President when mandated by the TT Board of Directors resolution
2. To chair the Nominating Committee
3. To perform temporary assignments mutually agreed upon by the President and Vice-President
4. To succeed the current President at the end of his/her term

Section 4 Secretary's duties are as follows:

1. To keep an accurate record of –
 - a. TT board, special, and annual meetings
 - b. TT memberships
 - c. TT bylaws
2. To receive and send all TT business correspondence

Section 5 **Treasurer's duties** are as follows:

1. To keep and maintain a financial record of all TT business transactions:
 - a. Collecting all revenue due TT from membership fees, programs, sales, grants, sponsorships, and gifts
 - b. Giving a receipt for all cash collections
 - c. Depositing all collections to TT's checking account
 - d. Reconciling PayPal transfers to TT's checking account
 - e. Paying only expenses authorized by the Board of Directors –
 - i. in the adopted annual budget, or
 - ii. recorded in Board minutes as passed resolutions or ratifications
 - f. Requiring an expense voucher for each check written
2. To reconcile monthly bank statements
3. To make –

- a. timely printed reports to the Board at board meeting
 - b. a printed report to Members at the Annual meeting
4. To create an annual budget with the assistance of the President and Immediate-Past-President

Section 6 **Immediate-Past-President's duties** are as follows:

1. To inform and/or advise the Board of past policies, procedures, and business relationships as may be needed
2. To assist the Treasurer in the creation of an annual budget
3. To perform other duties that are mutually agreed upon by the President and the Immediate Past President

Section 7 The offices of Secretary and Treasurer **may be combined.**

Section 8 No **elected** director shall hold the same office for more than two (2) consecutive years.

Article VI Committees & their Duties

Section 1 TT has **two types** of committees: Standing and Special.

Section 2 **Standing committees** *recur each year* until deemed unnecessary by the organization. Standing committees have a permanent charges or purposes; however, their charges may be *temporarily* modified by the President with the approval of the Board.

TT has **three (3) Standing Committees**: the Nominating Committee, the Executive Committee, and the Festival Steering Committee.

1. Nominating Committee

- a. Members are appointed by the President
- b. Committee members select the Committee's Chair from the members appointed to the committee
- c. The Committee's charge is –
 - i. To find members *willing to serve* as officers and board of directors members for the coming year
 - ii. To present a *Slate of Officers and Board members candidates* for election by the membership at the Annual meeting at the March Board meeting.
 - iii. When the Board accepts the slate, the *Committee is discharged*

2. Executive Committee

- a. The President shall appoint five (5) Board members to the Executive Committee. The President *may* appoint him/herself as one (1) of the five (5) Executive Committee members.
- b. The Executive Committee's charge: to make decisions on urgent issues arising between regular Board meetings to avoid –
 - i. *injury to persons* and/or
 - ii. *damage to public or private property* and/or
 - iii. *financial loss*²
- c. The Executive Committee shall –

² Oklahoma *Opening Meeting Act*, Article III., Section A., 2. Emergency meetings.

- i. select a Chair from its members
 - ii. select a Secretary from its members
 - iii. meet in person or online
- d. The Executive Committee Secretary shall –
 - i. record minutes that include:
 - 1. meeting date & time
 - 2. motions made-and-seconded, and
 - 3. roll call votes cast by each Executive Committee member
 - ii. distribute minutes of the Executive Committee’s meeting to Board members no later than one (1) week following the meeting’s date of occurrence
- e. A motion *passed* by the Executive Committee between Board meetings must be presented for ***ratification or adoption*** by the Board at the Board’s next regular meeting.

3. Festival Steering Committee

- a. Members are appointed by the President
- b. Committee members select the Committee’s Chair from the members appointed to the committee
- c. The Committee’s charge is –
 - i. To create a *Festival budget* for Board approval
 - ii. To produce the Festival *within its budget*
 - iii. To make *all final decisions regarding every budgeted aspect* of festival production
 - iv. To present a *comprehensive Festival Outcome Report* to the Board

- v. To prepare a Recommendations for improvement report *for the following Festival*
- vi. When the Board accepts c. iv & v, the Festival Steering Committee *is discharged* from further duty.

Section 3 **Special Committees** are appointed to address specific issues or problems, e.g., *2012-13 Festival Relocation Committee* whose charge was ... “To find a new location for the *2014 Spirit of Oklahoma Storytelling Festival*”.

1. A Special Committee’s members are appointed by the President
2. Committee members select their Committee’s Chair from the members appointed to the committee
3. The Committee’s charge is received from the President
4. The Committee’s *final report* will be a recommendation in the form of a motion “To” for the Board’s adoption
5. If the Board is not satisfied with the Committee’s recommendation, the Board may –
 - a. *amend* it and present the amended recommendation for a vote of the Board, or
 - b. *return it* to the Committee for amending and resubmission
6. When the Board *either* adopts or votes down the –
 - a. the *initial* recommendation, or

- b. the *resubmitted* motion, the Special Committee is discharged from further consideration of the issue or problem.

Article VII

Meetings

Section 1 TT may have **four (4) different types** of meetings during any single year:

The purpose of the **Annual meeting** is to have the Officers and Directors-at-large report to the Members on the organization's current financial status and its progress and accomplishments of the past year. Furthermore, votes are cast by the Membership on motions-of-major changes, e.g., election of officers and directors-at-large, and bylaws changes. The Annual meeting is in June of each year at a place and time designated by the Board.

Board meetings decide policy and procedure issues. Currently the Board meets five (5) times per year: July, October, January, March, and May at times and places designated by the Board.

Special meetings decide issues requiring urgent action and/or unusual expense at a time and place designated by the Board. Special meetings may be called for Board action or a vote of the entire Membership. Special meetings require seven (7) days prior notice.

Committee meetings are at a time and place designated by the Committee's Chair.

Section 2

Quorums

members in good standing at either an *Annual meeting* or a *Special meeting*.

Section 2 Unauthorized or not ratified expense

1. An expense made by any individual that was not authorized or is not ratified by the Board shall become that individual's *personal expense*.
2. An expense incurred as a result of an Executive Committee *made-and-seconded* motion that is not ratified by the Board shall become the *personal expense* of those Executive Committee members whose vote passed the *made-and-seconded* motion.

Section 3 Prohibition of Subterfuge

No part of TT's net earnings shall be *distributed to or for* the benefit of any member, officer, director-at-large, or individual.

Section 4 Dissolution

In the **event of dissolution** of TT, after paying all debts of the corporation, the Board of Directors shall -

1. **dispose of all remaining assets** of the corporation to an organization operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt corporation under the provisions of Section 501(c)(3) of the Internal Revenue Service Code of 1954, or the corresponding provision of any future Internal Revenue Service Law.
2. The choice of such a recipient would be primarily determined by an organization's purpose and its **similarity** to TT's purpose.

Date adopted: 14 June 2014

2013-14 Bylaws Revision Committee

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