

2020 Revised Territory Tellers Bylaws
Adopted: 27 June 2020

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. Emceeding 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

Section 2 **Honorary membership**

- 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
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

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.

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 Vice-President
- b. The Committee's charge is –
 - i. To find members willing to serve as officers and board of directors members for the com-

ing 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 loss²
- c. The Executive Committee shall –
 - 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

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

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.

Any meeting, including the general meeting, may be held electronically including but not limited to Zoom, Messaging or Chat, Phone Call and texting and/or any newly developed technology that proves practical, if and when a physical gathering is unable to take place. In the event of such meeting, all votes shall be taken by roll call by the leader of the meeting with a second person observing in case a question of vote is called.

Section 2 Quorums

A quorum for a **Board meeting** shall consist of the President, or Vice-President and four (4) voting members of the Board who are present. The same quorum shall be required for a Special meeting of the Board.

A quorum for an **Annual meeting** shall consist of the President, or Vice-President and four (4) voting members of the Board and ten (10) members-at-large who are present. The same quorum shall be required for a Special meeting of the Membership.

A quorum for a **Committee meeting** shall be its Chair and two (2) committee members present.

Section 3

Robert's Rules of Order shall govern the conduct of all meetings.

Article VIII Amendments

Section 1

Amendments to these bylaws require two-thirds (2/3) majority vote of members in good standing present at any annual meeting.

Section 2

All proposed amendments must have been approved at a previous board meeting and published in full and mailed to all members in good standing at least seven (7) days prior to the annual meeting.

Article IX Financial Stipulations

Section 1 Large single expenditures

Any business expenditure of two thousand dollars (\$2,000.00) or more from the TT treasury shall require a majority-vote of 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 last amended: 27 June 2020