**CONSTITUTION AND BY-LAWS**

**TENNESSEEE ALLIANCE FOR CHILDREN AND FAMILIES**

**Amended September 2021**

**CONSTITUTION**

The Charter of Incorporation issued by the Secretary of State of Tennessee shall serve as the constitution of the corporation.

**BY-LAWS**

**ARTICLE I NAME**

The name of this organization shall be the TENNESSEE ALLIANCE FOR CHILDREN AND FAMILIES (TACF).

**ARTICLE II MISSION/VISION/BELIEFS**

SECTION 1 Mission Statement

“To serve as a voice for our membership in enhancing the well-being of children, families and communities in Tennessee.”

SECTION 2 Vision Statement

TACF is actively committed to strengthening families, children, and communities through strategic advocacy with the Department of Children’s Services and the Tennessee Legislature, education and the promotion of quality, culturally competent services in the state of Tennessee.

SECTION 3 Belief Statements

TACF believes in the importance of family and champions the right of Tennessee’s children to a safe, healthy, and abuse-free existence. By advocating for excellence in service delivery and promoting the development of professional competency, TACF pursues this philosophy.

Working with and through its member organizations, TACF is committed to activities which support the following values and goals:

* We value, respect, and protect children and families by facilitating their physical, emotional, and spiritual development.
* We ensure the provision of safe, caring, and permanent homes for at-risk children through promoting development of meaningful public policy.
* We enhance quality service delivery by developing standards of best practice and advocating for necessary resources to meet those standards.
* We are energized and empowered through interdependence among public/private agencies, organizations, communities, and families and by an open exchange of data, resources, and ideas.
* Children deserve professional and competent care derived from training, leadership conferences, and public education.
* We are responsive to the needs of our membership. We encourage and maintain a dynamic presence by means of regular communication, strategic reflection, leadership development, technical assistance, and consultation, as well as expecting integrity and accountability and recognizing excellence.

**ARTICLE III STANDARD OF PRACTICE**

TACF and its membership shall provide services without regard to age, race, sex, religious belief, national or ethnic and handicapping condition, and in accord with all applicable legal and regulatory requirements.

**ARTICLE IV MEMBERSHIP**

1. Voting Member

Any child welfare organization in Tennessee that supports the mission, vision, and belief statements of the Tennessee Alliance for Children and Families and pays a minimum of $1,300 in dues shall be eligible to become a voting member.

A voting member has the opportunity to nominate its CEO/Executive Director or a senior level designee to serve on the Board of Directors. Each voting member may have one vote in the transaction of TACF business.

1. Affiliate Member

Any child welfare organization in Tennessee that supports the mission, vision, and belief statements of the Tennessee Alliance for Children and Families and whose annual children’s revenue is less than $250,000 shall be eligible to become an affiliate member.

This is a non-voting membership with access to all TACF benefits.

1. Individual Member

An individual who supports the mission, vision, and belief statements of the Tennessee Alliance for Children and Families and who is not currently employed by an organization that is eligible for General or Affiliate Membership shall be eligible to be an individual member.

This is a non-voting membership with access to all TACF benefits.

1. Corporate Member

A corporation who has an interest in having access or doing business with TACF members shall be eligible to become a corporate member.

This is a non-voting membership.

Membership will commence upon the applicant’s payment of dues.

Membership dues are set annually by the Board of Directors and renewed July 1st of each year.

The Board of Directors may establish other membership categories and dues by a simple majority vote at any Board of Directors’ meeting where a quorum is met.

**ARTICLE V BOARD OF DIRECTORS**

SECTION 1 General Powers

1. The business and affairs of TACF, pursuant to Article II, shall be legislated by its Board of Directors and executed by its executive staff.
2. The Board shall have powers to assess TACF need for paid personnel, to determine job descriptions and salary for paid personnel, and to execute employment-contracts.
3. The Board shall have the powers to purchase services and to enter other contracts as necessary to manage the business and affairs of the TACF; and
4. The Board of Directors shall have the powers to act under emergency circumstances in order to maintain the functions of TACF.

SECTION 2 Eligibility Requirements

To be eligible to serve as a voting member on the TACF Board of Directors, the individual must be actively employed by a current TACF voting member organization.

SECTION 3 Number and Tenure

Voting Member organizations in good standing will have the opportunity to have one member on the state board. No member organization will have more than two state board members. No member organization will have more than one vote. Board members and regional board presidents/officers shall serve two consecutive years.

SECTION 4 Election of Officers and Term Limits

Officers of the TACF Board of Directors shall be elected from the Board as herein defined:

1. The PRESIDENT of the Board shall be nominated by the Membership Committee and elected by the membership and shall serve a two-year term.
2. The membership shall also have the right to nominate a candidate for President from the floor during said election pursuant to board membership requirements.
3. The PRESIDENT shall nominate the VICE-PRESIDENT, SECRETARY, and TREASURER and appoint CHAIRS OF STANDING COMMITTEES from the Board of Directors to serve a one-year term of office. The Officers will be elected by a majority vote of the Board of Directors when a quorum is present.

No director shall hold the same office for more than 2 consecutive years.

Member organizations shall be limited to one representative on the Executive Committee at any time.

SECTION 5 Announcement of Installation of Officers

The officers of the Board, including the chairs of standing committees, shall be announced, and installed at the Annual Board of Directors Retreat.

SECTION 6 Regular Meetings

The Board of Directors shall meet at least quarterly and include an annual strategic planning and goal-setting session. The time and the place of meetings shall be designated by the President, unless otherwise provided by resolution of the Board of Directors. Robert’s Rules of Order shall prevail at said meetings.

SECTION 7 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or any three directors.

SECTION 8 Notice

A three-day notice of any special meeting shall be given.

SECTION 9 Quorums and Voting

One-third plus one of the number of directors fixed by Article V, Section 3 shall constitute a quorum for the transaction of all business at any meeting of the Board of Directors, except for when TACF takes a position or action as defined in Section 10.

SECTION 10 Taking Actions or Positions

1. Taking a position is defined as writing an informational white paper, support or oppose legislation, or publish an education piece in a public forum.

When taking a position, TACF must have two-thirds of the Board voting with fifty percent (50%) plus one voting in favor of a position.

1. Taking an action is defined as involving a third party, testifying before the legislature, writing an objection to a State Department’s policy or action, or writing a position paper that is controversial and/or confrontational.

When acting, TACF must have three-fourths of the Board voting with seventy-five percent (75%) voting in favor of the action to be taken.

SECTION 11 Removal of Board Members

Any member of the Board of Directors may be removed by the Board when said member becomes inactive or no longer meets Board Member eligibility requirements.

SECTION 12 Vacancies

When a vacancy occurs in the Board of Directors, the Membership Committee may recommend a replacement to be elected by a majority vote of the remaining directors when a quorum is present. A Director to fill such vacancy shall be elected for the unexpired term of the vacant position.

**ARTICLE VI OFFICERS**

SECTION 1 Eligibility Requirements

Officers, including chairs of standing committees must be actively employed by a TACF member organization.

SECTION 2 Duties of Officers

1. The President is charged with the executive leadership of the Board of Directors. The President shall serve as chair of the Executive Committee and shall be ex-officio, voting member of all committees. In general, the president shall perform all duties as may be prescribed by the Board of Directors.
2. The Vice-President shall
3. In the absence of the President, perform the duties of the President.
4. In the event of the vacancy of the office of President, assume and perform the duties of the President for the remainder of the term of office.
5. Serve as chair of one of the standing committees as appointed by the President; and
6. Perform other such duties as may be prescribed by the President or by the Board of Directors.
7. The Secretary shall
8. Attend all meetings of the Board of Directors, Executive Committee, and membership.
9. Keep or cause to be kept a true and complete record of the proceedings of such meetings.
10. Attend to the giving and serving of all notices of TACF meetings pursuant to these by-laws.
11. Serve as chair of one of the standing committees as appointed by the President; and
12. Perform such other duties as may be prescribed by the President or by the Board of Directors.
13. The Treasurer shall
14. Assure that sound accounting practices are used to accurately establish and maintain all fiscal records of TACF in conjunction with the Executive Director [Article VIII (1)].
15. Review monthly reports of receipts and disbursements.
16. Make available the most recent audited financial statement at the annual meeting.
17. Serve as chair of the Finance Committee; and
18. Perform such other duties as may be prescribed by the President or by the Board of Directors.

SECTION 3 Removal

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of TACF will be served thereby.

SECTION 4 Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term, pending confirmation by the next regular vote. (Article V, Section 4).

**ARTICLE VII COMMITTEES**

SECTION 1 Standing Committees

All standing committees shall be drawn from the leadership of current TACF member organizations. The Executive Director shall serve as ex-officio, non-voting member of all the committees. The Board President shall serve as ex-officio voting member of all committees. The standing committees of the TACF Board and their respective areas of responsibility include:

The Executive Committee shall be comprised of the immediate past president, the chair of standing and specially appointed ad hoc committees, and two at large members nominated and elected by a majority of the Board of Directors at the last board meeting of the fiscal year and when a quorum is reached. The Committee shall:

1. Carry out special projects as assigned by the Board of Directors to enhance the overall functioning of TACF.
2. Engage in ongoing long-range and strategic planning; and
3. Conduct an annual performance review of the TACF Executive Director.

The Government Relations Committee shall identify issues, policies, and strategies to strengthen the public/private partnership and to improve service delivery to children and families. The Committee is responsible for ongoing review and monitoring of state child welfare policies and licensing practices while representing TACF to strengthen collaborative relationships.

The Legislative Committee shall review legislation and recommend a public policy agenda that guides the advocacy activities of the staff, regional boards, and policy consultants.

The Membership Relations Committee shall be responsible for establishing strategies to recruit and retain members as well as recommend membership benefits and opportunities.

The Finance and Operations Committee shall be responsible for assisting the board in ensuring the organization is in good financial health and ensuring the organization carries out necessary management of its business operations.

SECTION 2 Committee Chairs

Chairs of the standing committees shall be appointed by the President and approved by the Board of Directors.

SECTION 3 Committee Members

Members of the various standing committees are to be selected by the chairs of those committees with Board President approval and may be selected from TACF membership.

SECTION 4 Dissolution of Committees

All standing committees shall automatically be dissolved at the installation of the new President.

SECTION 5 Special Ad Hoc Committees

The President may appoint special ad hoc committees as authorized by the Board of Directors to carry out the work of TACF. Ad hoc committees may be dissolved, replaced or continued at the discretion of the President. Chairs of ad hoc committees are appointed by the President and may be selected from current members of the Board of Directors or from the membership of TACF.

**ARTICLE VIII PERSONNEL**

SECTION 1 Executive Director

The Executive Director is recommended by the Executive Committee and approved by the Board. The Executive Director has day-to-day responsibility for TACF goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of TACF, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

SECTION 2 Other Personnel

The Board of Directors may employ and direct other personnel to carry out the mission (Article II) of TACF.

**ARTICLE IX FISCAL YEAR**

The fiscal year of TACF shall be from July 1 through June 30.

**ARTICLE X TACF MEETINGS**

TACF shall hold at least one annual membership business meeting to accomplish the mission of TACF as set forth in Article II. The meeting shall be open to the entire membership.

**ARTICLE XI AMENDMENTS**

These by-laws may be altered, amended, or repealed and new By-Laws may be adopted at any membership business meeting by a majority vote of current members present, provided that prior notice of the proposed amendments is given to all active members at least thirty (30) days in advance.

**ARTICLE XII DISSOLUTION**

In the event TACF shall be dissolved, assets belonging to TACF shall be assigned to a non-profit organization with mission and goals consistent with that of TACF.

**ARTICLE XIII REGIONAL BOARDS**

The Board of Directors shall designate regional boards to accomplish the mission of TACF.

SECTION 1 Membership

Regional boards will be composed of current members in each region and operate under the TACF by-laws and regional policies and procedures developed by each board. Policies and procedures and amendments to such will be approved by the TACF Executive Director.

SECTION 2 Officers

Each board will be led by a President and other officers designated by the regional policies and procedures and elected by the regional active membership. Officers, including chairs of standing committees must be actively employed by a TACF member organization.

SECTION 3 Contributions

Regional boards shall divide all revenue from trainings and other events 50/50 with TACF. A minimum annual monetary contribution shall be determined by the TACF Board of Directors.