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# TEXAS MENTAL HEALTH COUNSELORS ASSOCIATION BY-LAWS

**As Amended 08 March 2009**

## **Article I Name, Affiliation, and Purpose**

**Section 1. Name** – The name of this association shall be the Texas Mental Health Counselors Association. (TMHCA)

**Section 2. Affiliation** – This association is a division of the Texas Counseling Association (TCA), a 501(c)(3) Texas Corporation. TMHCA is also the Texas chapter of American Mental Health Counselors Association (AMHCA). TMHCA shall conduct its affairs in accordance with the By-laws of TCA. The Texas Mental Health Counselors Association (TMHCA) may affiliate with other groups whose purposes are consistent with the By-laws of both the Texas Counseling Association and the American Mental Health Counselors Association.

**Section 3. Purposes** – The purposes of TMHCA are similar to those of the American Mental Health Counselors Association:

- (a). Advance the profession of mental health counseling
- (b). Promote the exchange of professional information between mental health counselors by means of a newsletter, journal, and/or other scientific, educational and professional materials.
- (c). Provide continuing education opportunities through conferences, workshops, and other means that assist mental health counselors in updating and enhancing competencies.
- (d). Promote standards for the training of mental health counselors.
- (e). Promote research studies on the effectiveness of mental health counseling interventions and related professional interventions.
- (f). Promote positive relations with other professional organizations for effective advocacy of mental health issues.
- (g). Promote a program of effective public forum to enhance awareness of mental health counseling and the competencies and services of its practitioners
- (h). Promote high standards for credentialing of mental health counselors by advocating for licensure in every state, and for national certification.

## **Article II Membership**

**Section 1. Types of membership** – Membership shall be of one type, individual.

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**Section 2. Class of membership** – Membership shall be of one class: regular

**Section 3. Regular Membership**

(a). **Eligibility** – Any person shall be eligible for membership whose primary responsibilities or interests are in the areas of mental health counseling or human development. No one may be denied membership in the association on the basis of race, color, creed, gender, age, or sexual orientation.

(b). **Privileges** – Any person who has met the qualification for regular membership and has paid the prescribed dues to TCA shall be eligible to attend meetings of the association, to vote, and to hold office.

**Section 4. AMHCA Membership** – Members of this association shall be encouraged to apply for membership in the American Mental Health Counselors Association.

**Section 5. Dues** – Dues for members of the association shall be set by the Board of Directors.

**Section 6. Severance of Membership**

(a). A member will be dropped from membership for the non-payment of dues.

(b). A member may be dropped from membership for any conduct that tends to injure or discredit the Association, or that is contrary to or destructive of the Association's objectives according to the By-laws and the Code of Ethics of the Association, or those of the Texas Counseling Association.

(c) It shall be the responsibility of the Board of Directors, upon investigation by and recommendation of the TCA Ethics Committee, to determine whether or not a member should be dropped from membership for a reason under paragraph (b) of this Section 6.

**Article III  
Officers and Board of Directors**

**Section 1. Officers and Terms of Office**

(a). The Executive Officers of the association shall be the President, President-Elect, Immediate Past President, Secretary, Treasurer, TMHCA Senator, and TMHCA Director.

(b). All officers of the Association, except the Treasurer, TMHCA Director, and TMHCA Senator, shall be elected at large from among the individual members of the Association and shall serve for two-year terms or until their successors take office. Per TCA bylaws, terms for the TMHCA Senator and TMHCA Director are three years.

(c). The Treasurer shall be appointed by the President, upon recommendation of the Board of Directors.

(d). The term of office for any of the elected officers of the Association, Senator, TMHCA Director, and Regional Directors shall begin on July 1.

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## **Section 2. Duties of Officers**

(a). The President shall preside at all meetings of the Association and shall be Chairperson of, and preside at, meetings of the Board of Directors. The President, subject to confirmation by the Board of Directors, shall appoint the members of all committees, except where otherwise specified in these By-laws, and shall be Ex-Officio member without vote on all committees except the Nomination and Elections Committee. The President shall appoint a parliamentarian subject to confirmation by the TMHCA Board of Directors.

(b). The President-Elect shall perform the duties of the President in the absence or incapacity of the President as determined by the Board of Directors. The President-Elect, or her or his designee, shall assume the Presidency of the Association upon the death or resignation of the President and serve as the Annual Meeting Coordinator of the Association.

(c). The Immediate Past-President, or her or his designee, shall serve as chairperson of the Nominations and Election Committee and perform such other duties as delegated to him/her by the Board of the Directors.

(d). The Secretary shall keep record of the meetings of the Board of Directors. The Secretary shall be responsible for seeing that a copy of all minutes is prepared at the end of the fiscal year for TMHCA's annual report to the TCA Board of Directors.

(e). The Treasurer shall be responsible for seeing that a financial report is prepared for presentation to the Board of Directors at the Annual Meeting of the Association. The Treasurer shall be in attendance at the meetings of the Board and shall perform such additional duties as may be directed by the Board of Directors.

(f). Board members are required to attend at least half of all scheduled Board meetings. If, by virtue of TMHCA position, a Board member is also required to attend TCA meetings, such Board member shall also attend at least half of TCA meetings required by their TMHCA position.

## **Section 3. Board of Directors**

(a). **Composition** – The Board of Directors shall consist of up to twelve directors and shall be composed as follows:

- (1). Officers of the Association
- (2). Up to five Regional Directors
- (3). Senator
- (4). TMHCA Director

(b). **Terms of Office for each member of the Board of Directors are:**

- (1). President – Two years
- (2). Regional Directors – Three years. Regional Directors shall be elected on a rotational basis with one or two new Regional Directors being elected each year. All newly elected Board members shall begin their term on July 1.

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(c). All members of the Board of Directors shall be members of TCA and TMHCA. All members of the Board of Directors are encouraged to be a member of AMHCA and ACA. The TMHCA Director and Senator shall be members of TCA, TMHCA, and ACA.

#### **Section 4. Powers and Functions of the Board of Directors**

(a). To execute policies formulated by the Board

(b). To propose Association policies

(c). To formulate operational policies appropriate for executive action and direct the execution thereof.

(d). The Board shall be responsible for identifying issues and recommending priorities for professional counselor issues.

#### **Section 5. Meetings of the Board of Directors**

(a). The Board of Directors shall convene during the TCA Annual Conference. Additional meetings of the Board may be called by a majority vote or petition of the members of the Board and/or upon the call of the President. The Board shall meet at least four times per year, one of which shall be during the TCA Annual Conference. This shall be the Annual Meeting of the Association.

(b). The President of the Association shall preside at meetings of the Board of Directors and the President-Elect shall preside in the absence of the President.

(c). A quorum consists of one more than one-half (½) of the currently seated Board members who have a vote.

(d). The authorized version of “Robert’s Rules of Order,” as most recently revised, shall govern meeting procedures not specifically addressed in these bylaws.

**Section 6. Executive Committee** – The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Secretary, and Past-President. The Executive Committee shall act for the Board of Directors within the limits of the policies set by the Board of Directors.

#### **Section 7. Nomination and Election of Officers and Board Members**

(a). **Nomination and Election Committee** – There shall be established a Nominations and Election Committee consisting of the Immediate Past-President of the Association as the Chairperson, and such other members of the committee as the chairperson shall nominate subject the Board’s approval. No member of the Nominations and Election Committee may serve for two consecutive years, nor may any member be a candidate for office while a member of the Nominations and Election Committee.

(b). All members in good standing may vote.

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(c). The Nominations and Election Committee shall conduct the nominations and election of officers, regional directors, and such other persons as are called for by these By-laws, by secret ballot sent to the voting membership.

(d). The TMHCA Director and TMHCA Senator must be members of ACA, by virtue of TCA's By-laws.

(e). The Nominations and Election Committee shall use the following guidelines in the nominations and election procedures:

(1). The nomination ballot for all Board positions called for by these By-laws should be sent to the voting membership no later than January 15.

(2). The nomination ballot shall include a statement indicating that the returned ballot should be date-stamped or postmarked within 30 days of its original distribution to be valid for counting, and shall specify the requirements necessary to hold each office or position listed on the nomination ballot.

(3). The election ballot should be sent to the voting membership of the Association no later than April 1 of each year. The election ballot shall include a statement indicating that the return ballot must be date-stamped or postmarked prior to May 1 and received no later than May 5 to be counted.

(4). The results of the election shall be verified to the President, President-Elect, TMHCA Director, and the Editor of the TMHCA newsletter no later than June 1.

(5). All ballots, envelopes, and tally sheets shall be sealed and sent to the TCA office after counting is complete. Such materials are to be held secure until July 1 of the following year.

(f). The Nominations and Election Committee shall submit a detailed plan regarding nominations and elections procedures to the Board. The plan shall include procedures for:

(1). Certification of date of sending of nominations forms and election ballots.

(2). Method of determining authenticity of the voter.

(3). Criteria for the nomination vitae sheet so as not to be preferential to any candidate.

(4). Procedure for counting and verifying correctness of election results.

(5). Procedure for handling a tie vote for nominations and elections.

**Section 4. Compensation of Officers** – None of the elected officers of the Association shall receive any compensation for their services as such to the Association.

**Section 5. Uncompleted Terms of Persons Elected to Statewide or Regional Positions**

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(a). In the event that any Board of Director's position is vacated due to death, resignation, or any other reason, the TMHCA President shall appoint a person to fill such office until the next regular election, at which time a person will be elected to serve the remainder of the uncompleted term.

(b). In the event the Immediate Past-President's position is vacated due to death, resignation, or any other reason, the TMHCA President should appoint a former Past-President of TMHCA to fill the office for the remainder of the uncompleted term.

**Section 6. Removal of an Officer from Office** – Members of TMHCA affirm that the TMHCA has the right and obligation to prescribe and enforce its standards for those who hold office, and that TMHCA has the right to investigate the performance of an officer. Officers may be sanctioned or removed from office for cause, including inadequate attendance as specified in Article III, Section 2, paragraph (f), or a cause under Article II, Section 6, paragraph (b) of these By-laws. (Refer to the TCA Governance Manual for specific procedures.

#### **Article IV Committees**

**Section 1. Standing Committees** – The standing committees of the Association may be the Awards Committee, By-laws Committee, Nominations and Election Committee, Ethics Committee, Publications Committee, Legislative Awareness Committee, Public Relations Committee, Membership/Member-Service Committee, or other committee deemed appropriate by the Board.

**Section 2. Appointment of Standing Committees** – The President, subject to confirmation by the Board of Directors, may appoint the members and Chairpersons of each standing committee, except the Nominations and Election Committee, for a term of one year. Members are eligible for reappointment for no more than three consecutive terms. The Chairperson shall be appointed for one year and is eligible for reappointment as Chairperson

#### **Article V Business Affairs**

**Section 1. Dues** – Annual dues for the Association shall be established by action of the Board of Directors.

**Section 2. Budget** – The Treasurer shall prepare and present a budget to the Board for adoption at each Annual Meeting of the Association at the TCA Conference.

**Section 3. Audit** – An auditor's report shall be presented at the request of the Board of Directors. A financial statement shall be published in the TMHCA newsletter yearly.

**Section 4. Severable or Transferable Interest** – No member shall have any severable or transferable interest in the Association.

**Section 5. Control and Management** – All property of the Association shall be subject to the control and management of the Board of Directors. Any accumulating or disposal of real property exempt upon dissolution of the Association must be approved in advance by the Board of Directors.

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**Section 6. Disposal and Dissolution** – Upon dissolution of the Association, none of its property shall distribute to any of the members, and all such property shall be transferred to such other organizations as the Board of Directors shall determine to have purposes and activities most nearly consonant with those of the Association, provided that such other organization(s) shall be exempt under Section 501(c)(3) of the Internal Revenue Code.

**Section 7. Appropriations of Association Funds** – No appropriation of Association funds shall be made except pursuant to the authority of the Board of Directors.

**Section 8. Committee Expenses** – All expenses incurred by a committee of the Association in excess of the funds appropriated shall be the personal liability of the person or persons incurring such excessive expenses.

**Section 9. Fiscal Year** – The fiscal year shall be July 1 to June 30 of the following year.

**Section 10. Indemnification of members of the Board of Directors** – To the extent permitted by law, each member of the Board of Directors, whether or not then in office, shall be indemnified by the Association against all cost and expenses reasonably incurred by or imposed on him/her in connection with or arising out of any action, suit, or proceeding in which he/she may be involved by reason of his/her being or having been a member of the Board, such expenses to include the cost of reasonable settlements (other than the amounts paid to the Association itself) with a view to curtailment of cost of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any member of the Board of Directors may be entitled.

THE ASSOCIATION SHALL BE AUTHORIZED TO PURCHASE ASSOCIATION LIABILITY INSURANCE, WITHOUT OBTAINING REIMBURSEMENT OF ALL OR ANY PART OF THE PREMIUM, TO INSURE THE ASSOCIATION'S OBLIGATIONS UNDER THE BY-LAWS AND TO INDEMNIFY MEMBERS OF THE BOARD OF DIRECTORS AGAINST LIABILITY, LOSS, AND EXPENSE INCURRED BY THEM OR ANY OF THEM BY REASON OF HAVING BEEN A MEMBER OF THE BOARD OF DIRECTORS, WHETHER OR NOT THEY HAVE OR WOULD HAVE A RIGHT OR INDEMNIFICATION FROM THE ASSOCIATION UNDER THE BY-LAWS.

## **Article VI Publications**

**Section 1. Policy** – The Board of Directors shall determine and direct the basic publications policy and programs of the Association. The Board of Directors shall have the authority to appoint editorial officers and fix their authority and respective terms of office.

### **Section 2. Copyrights**

(a). The Association shall own the copyright for the original and any renewal term for any writing that is published by the Association.

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(b). The author of any such writing shall have the right to make non-profit or non-commercial uses of the work, provided that there is affixed to each copy the copyright notice used by the Association when the writing was first published.

(c). The author shall have the right to make or authorize for profit or commercial use of any writing only after first obtaining the written consent of the Association

## **Article VII Amendments**

### **Section 1. Amendments**

(a). Amendments may originate with the By-laws Committee, the Board of Directors, or by an individual member of TMHCA. In the case of a proposed amendment from a member, the proposed amendment must be presented to the By-laws Committee over signatures of at least fifty (50) members in good standing.

(b). The By-laws Committee shall submit the proposed amendments and rationale to Board Members at least thirty days prior to a Board of Directors meeting.

(c). The Board shall discuss and vote to submit to membership the proposed amendments.

(d). Amendments may originate during a meeting of the Board. If approved for ballot, such amendments shall be sent, in less than ninety (90) days following the date of presentation, to members for a vote. However, any such proposal shall be referred forthwith to be published in the next TMHCA newsletter and/or on its website.

(e). Ballots shall be sent within ninety (90) days of published amendments. Included with the ballot shall be a copy of the proposed amendments and rationale.

(f). A date shall be set by the By-laws Committee for the ballots to be returned to be counted.

(g). The members of the By-laws Committee shall count the ballots and verify membership of the voters and present the results to the President and the Board

(h). Membership shall be notified of the outcome of the vote through the TMHCA newsletter and/or website.