

TEXAS COUNSELING ASSOCIATION BYLAWS

Adopted - 1974 --- Amended - 1977, 1978, 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987, 1988, 1989, 1990, 1991, 1992, 1993, 1994, 1995, 1996, 1998, 1999, 2000, 2002, 2003, 2004, 2005, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014

ARTICLE I Name, Affiliation, and Purposes

Section 1. Name - The name of this Association shall be the Texas Counseling Association.

Section 2. Registered Office; Registered Agent

The registered office of Texas Counseling Association ("Association") is 1204 San Antonio Street, Austin, Travis County, Texas.

The registered agent of the Association is its Executive Director at its registered office.

The Board of Directors shall have the power and authority to change the location of the registered office. The Board of Directors shall have the power and authority to establish offices at other places either within or outside the state of Texas, at any other locations it deems appropriate or as the business of the Association requires. In the event the Association changes its registered office, registered agent or both it must file a statement of change with the secretary of state of the state of Texas.

Section 3. Affiliation - This Association is a branch of the American Counseling Association. The Texas Counseling Association may affiliate with other groups whose purposes are consistent with the Bylaws of the Texas Counseling Association. The Texas Counseling Association adheres to the American Counseling Association's Code of Ethics.

- (a) The Texas Counseling Association will withdraw from affiliation with the American Counseling Association should ACA takes any of the following actions:
1. Take any action of any kind to attempt to take or claim a right to the assets of the Texas Counseling Association.
 2. Take any action requiring the mandatory unification of membership in the Texas Counseling Association, or requiring the mandatory joint collection of dues for membership in both associations.
- (b) Any such action by the American Counseling Association will have the effect of automatically withdrawing the Texas Counseling Association from affiliation with the American Counseling Association without the need for further action by the Texas Counseling Association.

Section 4. Purpose- The purpose of this association is defined by the mission statement, values, and goals of the Texas Counseling Association in the Association's current Strategic Plan, as developed by the Association Board of Directors and approved by the Association Senate.

ARTICLE II Membership

Section 1. Types - Membership shall be of one type - individual. Such persons may become members of the Association upon payment of annual dues. No one may be denied membership in this association on the basis of ethnic group, color, religious affiliation, gender identity, sexual orientation, age, and/or disability.

Section 2. Classes - Membership shall be of six classes – professional, new professional, student, retired, emeritus and affiliate. The definitions for each class are as follows:

- (a) Professional Membership - Open to any person who holds a Master's or Doctorate and a license or certification from a Texas or national regulatory agency as a certified school counselor or a licensed or certified mental health professional. Any person who has met the qualifications for professional membership and has paid the

prescribed dues shall be eligible to receive all member benefits, to attend meetings of the Association, to vote, and to serve as an Officer, to serve on the TCA Board or to serve on the TCA Senate.

(b) New Professional Membership – Open to individuals who have graduated with a Master’s or Doctorate and have applied for full licensure as a certified school counselor, licensed professional counselor within the past 12 months. This membership class may be held until completion of internship or associate supervision requirements not to exceed twenty-four months or two years of membership in this class. Any person who has met the qualifications for new professional membership and has paid the prescribed dues shall be eligible to receive all member benefits, to attend meetings of the Association and to vote, but shall not be eligible to serve as an Officer, to serve on the TCA Board or to serve on the TCA Senate.

(c) Student Membership -- Open to students who are enrolled in a Master’s or Doctoral program in counseling or a counseling related field and who are not employed more than half-time as a professional counselor or mental health professional. Any person who has met the qualifications for student membership and has paid the prescribed dues shall be eligible to receive all member benefits, to attend meetings of the Association, but student members shall not vote nor be eligible to serve as an Officer or to serve on the TCA Board or to serve on the TCA Senate.

(d) Retired Membership – Open to any professional member who is retired and no longer working or employed more than half time as a professional counselor or mental health professional. Any person who has met the qualifications for retired membership and has paid the prescribed dues shall be eligible to receive all member benefits, to attend meetings of the Association, to vote, to serve as an Officer, to serve on the TCA Board or to serve on the TCA Senate.

(e) Emeritus Membership – Granted by the TCA Board of Directors to honor members who have received the Truax Award or who are at least sixty-five (65) years of age and retired from counseling or a related profession with a minimum of ten (10) years of membership in TCA, five of which must be continuous immediately prior to nomination for Emeritus Membership. Any person granted Emeritus Membership shall be exempt from payment of dues to the Association and shall be eligible to receive all member benefits, to attend meetings of the Association, to vote, to serve as an Officer, to serve on the TCA Board or to serve on the TCA Senate.

(f) Affiliate Membership – Open to any person who supports the mission of the Texas Counseling Association, its chapters and divisions. Any person who has met the qualifications for affiliate membership and has paid the prescribed dues shall be eligible to receive all member benefits, to attend meetings of the Association but shall not vote nor be eligible to serve as on Officer, or on the TCA Board or on the TCA Senate.

Section 3. ACA Membership - members of this Association are encouraged to apply for membership in the American Counseling Association and its divisions. TCA Officers shall be members of the American Counseling Association.

Section 4. Division Membership - Members of the Association are encouraged to apply for membership in one or more Association Divisions. All Division members shall be members of the Texas Counseling Association and meet Division membership requirements

Section 5. Chapter Membership – Members of the Association members are eligible for membership in Association Chapters designed to serve local areas by meeting chapter requirements for membership. TCA encourages active participation in the chapters by its members.

Section 6. Termination of Membership

(a) Membership –may be terminated for the non-payment of dues.

(b) Membership –may be terminated if any professional license or certification held by the member is revoked by any regulatory body.

(c) It shall be the responsibility of the Executive Committee to determine whether or not membership shall be terminated.

Section 7

Meetings of the Membership

- (a)** Place and Presiding Officer - All meetings of Members for the election of Officers and Regional Directors will be held at a place, within or outside the state of Texas, fixed by the President or the President's designee. Meetings of Members for any other purpose will be held at a time and place, within or outside the state of Texas, stated in the notice of the meeting or in a duly executed waiver of notice. The Association's President may determine that any meeting may be held solely by remote communication in accordance with Texas law. The President of the Association shall preside at any Members meetings and the President-Elect shall preside in the absence of the President.
- (b)** Annual Meeting -- An annual meeting of Members ("Annual Meeting") will be held at a time determined by the Association's President or the President's designee. At that meeting, Members will elect Officers and Regional Directors receive information regarding financial condition, corporate operations, and other relevant information, and transact any other business properly brought before the board.
- (c)** List of Voting Members – Not later than the second business day after the date notice is given of a meeting, and continuing through the meeting, a complete list, arranged in alphabetical order of Members entitled to notice of the meeting. Members entitled to notice of the meeting, the address of each Member entitled to vote, and the number of votes to each Member is entitled to cast at the meeting will be prepared by the officer or agent in charge of the members' records. The list will be kept on file at the Association's registered office or principal executive office and will be subject to inspection by any member at any time during usual business hours. A copy of the list shall be available at the meeting for inspection by members at any time during the meeting or on adjournment of the meeting.
- (d)** Special Meeting – Special meetings of Members (unless otherwise prescribed by law, the certificate of formation, or these Bylaws) may be called by the Association's President or the Association's Board of Directors, or will be called by the Association's President or Association's Secretary at the written request of Members representing not less than 45 percent of all the votes entitled to be cast at the meeting. The request will state the purposes of the proposed meeting. Business transacted at any special meeting will be confined to the purposes stated in the notice of the meeting unless all Members entitled to vote are present and consent otherwise.
- (e)** Notice – Written or printed notice will be given not less than ten (10) nor more than sixty (60) days before the meeting stating the place, day, and time of any meeting of Members, the means of any remote communications by which Members may be considered present and may vote at the meeting, and, in case of a special meeting, the purposes for which the meeting is called. The notice will be given in person, by electronic transmission, or by mail at the direction of the Association's President, Secretary, or any other person calling the meeting to each Member of record entitled to vote at the meeting. If mailed, the notice will be deemed given when deposited in the United States mail, addressed to Member at Member's address as it appears on Association's membership records, with postage prepaid. If transmitted electronically, the notice will be deemed given when the electronic message is transmitted to an electronic address provided by Member, or to which Member has consented, for the purpose of notice.
- (f)** Quorum – With respect to any matter at a members' meeting the members present shall constitute a quorum for the transaction of business.
- (g)** Record Date – The Association's Board of Directors may fix in advance a Record Date for the purpose of determining Members entitled to notice of or to vote at a meeting of members, "Eligible Members." The Record Date must be not less than ten (10) nor more than sixty (60) days before the meeting. The Association's Board of Directors may close the member records for this purpose for a period of not less than ten (10) nor more than sixty (60) days before the meeting. In the absence of any action by the Association's Board of Directors, the date on which the notice of the meeting is given will be the Record Date.

- (h) Voting – When a quorum is present at any meeting of the Association's members, the vote of a majority of members present and entitled to vote on any question brought before the meeting will be sufficient to decide that question, provided that if the question is one on which by express provision of law, the certificate of formation, or these Bylaws a different vote is required, that express provision governs the decision of the question.
- (i) Method of Voting – Each Association Member will be entitled to one vote on each matter submitted to a vote at a meeting of members except to the extent that the voting rights of members of a class are limited, enlarged, or denied by the Association's certificate of formation or Bylaws. At any meeting of the members, every member having the right to vote will be entitled to vote in person. Voting for Association's Officers and Regional Directors will be in accordance with these Bylaws. Voting on any question or in any election may be by voice vote or show of hands unless the presiding officer orders or any Member demands that voting be by written ballot.
- (j) Telephone or Electronic Communication Meetings – members may participate in and hold a meeting by means of a conference telephone call or other similar means of electronic communication equipment so that all participants in the meeting can communicate with each other. Participation in such a meeting will constitute presence at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting had not been lawfully called or convened. If voting takes place at such a meeting the Association must (a) implement reasonable measures to verify that each person considered present and permitted to vote at the meeting is a Member, and (b) maintain a record of any vote or other action taken at the meeting.

ARTICLE III

Officers of the Association

Section 1. Officers and Terms of Office

- (a) The officers of this Association shall be the President, the President-Elect, the Immediate Past President, the Secretary, and the Treasurer. Officers shall serve as Directors on the Association Board of Directors and as Senators on the Association Senate.
- (b) Members will elect, at large, the President-Elect in accordance with these Bylaws. The President-Elect shall serve a three year term: one year as President-Elect, one year as President, and one year as Past President.
- (c) Members will elect, at large, a Secretary in accordance with these Bylaws. Total consecutive service as Secretary may not exceed three years.
- (d) The Treasurer shall be appointed annually by the Senate upon recommendation of the Board of Directors. Total consecutive service as Treasurer may not exceed three years.
- (e) The term of office of any elected or appointed Officer of the Association, Division or Chapter shall begin on July 1, and shall be for a period of one year unless the Division or Chapter Bylaws specify otherwise or until a successor takes office.

Section 2. Duties of Officers

- (a) The President shall preside at all meetings of the Association; shall be chairperson of and preside at meetings of the Board of Directors and the Senate and shall perform all such other duties as delegated to the President by the Board of Directors, Senate or both. The President shall be an Ex Officio member without vote of all committees except the Nominations and Elections Committee and the Executive Committee. The President shall serve as chair with vote of the Executive Committee.
- (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 shall assume the Presidency of the Association upon the

death, incapacitation or resignation of the President. The President-Elect shall serve as the Association Chapter and Association Division Coordinator, will be responsible for leadership training, will serve on the Bylaws Committee, and will perform such other duties as delegated to the President-elect by the Board of Directors, Senate or both.

(c) The Immediate Past President shall serve as chairperson of the Nominations and Election Committee, and of the Program Review Committee, and perform such other duties as delegated by the Board of Directors, Senate or both.

(d) The Secretary shall keep records of the meetings of the Board of Directors and the Senate. The Secretary shall be empowered to execute official documents of the Association and to perform the duties customary to this office and additional duties as directed by the Board, Senate or both.

(e) The Treasurer shall serve as chairperson of the Finance Committee and collaborate with the co-chair, if one is appointed, to represent the Association in assuring the receipt and expenditures of funds in accordance with the directives established by the Board of Directors and shall be under such bond as may be determined by the Board of Directors. The Treasurer shall be responsible for seeing that a financial report is prepared for presentation at each meeting of the Board of Directors and the Senate and upon the request of the President. The Treasurer shall be in attendance at the meetings of the Senate and shall perform such additional duties as may be directed by the Board of Directors, or both.

Section 3 Qualification; Nomination; Election of Officers

(a) To qualify for an elected office, candidates shall be members of the Association and at least one of the Association's Chapter or Division. At the time they assume office, they shall also be members of ACA.

(b) Individuals nominated for TCA President-elect must have served for at least three (3) years within the past seven (7) years in one or more of the following roles: on the TCA Board or on the TCA Senate or on the Executive Committee or Board of an Association Division or Chapter

(c) Candidates shall not run for TCA President-Elect at the same time they are candidates for any of the following positions in a TCA Division or Chapter: President-elect, Director or Senator.

(d) The Nominations and Elections Committee shall conduct the nominations and election of Officers in accordance with these Bylaws, by secret ballot of the voting membership.

(e) All Members in good standing, except Student Members and Affiliate Members, as of the Record Date may vote for the Association's Officers.

(f) When a quorum is present at any meeting of the Association's members for the purpose of electing officers, the receipt of the vote of a majority of members entitled to vote who choose to vote will be sufficient to decide the election.

Section 4. Compensation of Officers - None of the Officers of the Association shall receive any compensation for their services as such to the Association.

Section 5. Uncompleted Terms of Officers

(a) In the event that the President-Elect, Secretary, or a Regional Director's position is vacated due to death, incapacitation, resignation, or any other reason, the TCA President shall appoint a person to fill the office for the remainder of the uncompleted term.

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

(c) In the event the President-elect, President, and past Presidential offices are vacated due to death, incapacitation, resignation, or any other reason, the most recent available former TCA President shall assume the duties of the President. Such appointment will be by the TCA Board of Directors in a meeting to be called by the Executive Director. Should the Executive Director be unable to call the Board of Directors into session, the TCA Secretary will assume that responsibility. Should the TCA Secretary be unable to call the Board of Directors into session, the most senior level member of the TCA staff will assume that responsibility.

Section 6. Removal or Resignation of an Officer

(a) Any officer of TCA may be removed from office by a two-thirds vote of the TCA Board if they willfully violate any provision of the TCA Bylaws or governance documents, fail to perform the duties assigned to the office they hold, willfully misrepresent policies or positions adopted by the Association, or have their TCA membership terminated for cause as set forth in the TCA Bylaws

(b) Any Officer of the Association may resign at any time by giving written notice, including by electronic transmission, to the President of TCA. The resignation will take effect as of the date of receipt of such notice, unless the notice prescribes a later effective date or states the resignation will take effect on the occurrence of a future event. If the resignation is to take effect on a later date or on the occurrence of a future event, the resignation will take effect on that later date or the occurrence of that event. The resignation is irrevocable when it takes effect. The resignation is revocable before it takes effect, unless the notice of resignation states that it is irrevocable. Unless specified in the notice of resignation, the acceptance of the resignation will not be necessary to make it effective.

(c) An Officer must resign from office prior to applying for a position as TCA staff.

ARTICLE IV
Board of Directors

Section 1. Composition; Terms of Office

(a) The Board of Directors shall be composed as follows:

- (1) The Officers of the Association.
- (2) One Director elected by each organized Division having a minimum of 50 members as of July 1.
- (3) Regional Directors elected by the membership grouped geographically according to chapters. The boundaries for each Region shall be determined by the Senate and reviewed annually.

(a) The term of office for each member of the Board of Directors other than Officers of the Association shall be for three (3) years and shall begin on July 1 of the election year.

(b) A Division Director or a Region Director may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.

Section 2. Duties of the Board of Directors

(a) To propose Association policies and budgets for consideration by the Senate.

(b) To formulate operational policies congruent with direction from the Senate.

(c) To identify issues and recommend priorities for professional advocacy relating to issues pertinent to the Association.

Section 3. Qualification; Nomination; Election of the Board of Directors

(a) To qualify as a candidate for nomination as Division Director or Regional Director, candidates shall be members of the Association and the Division or a Chapter in the Region that they will represent.

- (b) No Division Director or Regional Director may concurrently represent more than one Division or simultaneously represent a Division, a Chapter or a Region.
- (c) A Regional Director shall not serve as a Chapter officer or represent a Chapter in the Senate.
- (d) All members of the Board of Directors shall be members of TCA.
- (e) The Nominations and Election Committee shall conduct the nominations and election of Regional Directors in accordance with these Bylaws.
- (f) All Members in good standing, except Student Members and Affiliate Members, as of the record date may vote for the Association's Regional Director.
- (g) Each Division shall conduct the nominations and election of Division Directors in accordance with these Bylaws and the Bylaws of that Division.
- (h) When a quorum is present at any meeting of the Association's members for the purpose of electing directors, the receipt of the vote of a majority of members entitled to vote who choose to vote will be sufficient to decide the election.

Section 4. Meetings of the Board of Directors

- (a) Place and Presiding Officer -- Regular or special meetings of the Association's Board of Directors may be held at any place within or outside the state of Texas as fixed by the President. 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.
- (b) Regular Meetings -- The Association's Board of Directors shall convene annually during the Association's Professional Growth Conference in November, in February and in June. Regular meetings of the Board of Directors may be held with at least thirty (30) days notice at any time and place determined by the President. Except as may be otherwise expressly provided by law, the certificate of formation or these Bylaws, neither the business to be transacted nor the purpose of any regular meeting need be specified in a notice or waiver of notice.
- (c) Special Meetings -- Special meetings of the Association's Board of Directors may be called by a majority vote or petition of the members of the Board of Directors and/or upon the call of the President on oral or written notice to each Officer and Director given either personally, by telephone, by mail, or by electronic transmission. Special meetings will be called by the President, the Secretary or any other person authorized in like manner and on like notice. The time and place of such meetings shall be fixed by the President at least thirty (30) days prior to any such meeting. Except as may be otherwise expressly provided by law, the certificate of formation, or these Bylaws neither the business to be transacted nor the purpose of any special meeting need be specified in a notice or waiver of notice.
- (d) Emergency Meetings---Should there be need for an emergency meeting of the Board of Directors, the President or Executive Committee can call an Emergency Meeting of the Board of Directors without notice. The thirty (30) day requirement is waived.
- (e) Quorum and Action by Directors -- At all meetings of the Association's Board of Directors the presence in person of a majority of the Directors eligible to vote then in office will be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of at least a majority of the Directors present at any meeting at which there is a quorum at the time of the act will be the act of the Board of Directors, except as may be otherwise specifically provided by law, the certificate of formation, or these Bylaws. If a quorum is not present at any meeting of the Board of Directors, the Directors present may adjourn the meeting without notice other than announcement at the meeting until a quorum is present.
- (f) Method of Voting -- Each Director will be entitled to one vote on each matter submitted to a vote at a meeting of Directors. The Association's Executive Director and the Treasurer, ex officio members, shall not be eligible

to vote on any matter. Voting on any question may be by voice vote or show of hands unless the presiding officer so orders or any Director demands that voting be by written ballot.

(g) Action by Consent – Any action required or permitted to be taken at any meeting of the Association’s Board of Directors may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Board of Directors. An electronic transmission by a Director consenting to an action to be taken and transmitted by a Director to the President is considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which the Association can determine that the transmission was transmitted by the Director and the date on which the Director transmitted the transmission. Consent will have the same force and effect as a unanimous vote at a duly called and held meeting of the Association’s Board of Directors.

(h) Telephone or Electronic Communication Meetings -- Directors may participate in and hold a meeting by means of a conference telephone call or other electronic means of remote communication so that all participants in the meeting can communicate with each other. Participation in such a meeting will constitute presence at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting had not been lawfully called or convened. If voting takes place at such a meeting the Association must a) implement reasonable measures to verify that each person considered present and permitted to vote at the meeting is a Director, and (b) maintain a record of any vote or other action taken at the meeting.

Section 5. Compensation of Board - None of the Board members of the Association shall receive any compensation for their services as such to the Association.

Section 6. Uncompleted Terms of Regional Directors and Division Directors

(a) In the event that a Regional Director's position is vacated due to death, incapacitation, resignation, or any other reason, the TCA President shall appoint a person who meets the qualifications of Regional Director in accordance with Association Bylaws to fill the office for the remainder of the uncompleted term.

(b) In the event that a Division Director’s position is vacated due to death, incapacitation, resignation, or any other reason, the Division President shall coordinate the selection of a person who meets the qualifications of Division Director in accordance with the Association and the Division Bylaws to fill the office for the remainder of the incomplete term.

(c) Individuals who are appointed to the uncompleted term of an elected Division Director or Regional Director will serve the remainder of the term for that position. Service as an interim appointee shall only be considered a full term if the time holding the office of Division Director or Regional Director extends beyond 12 months.

Section 7. Removal or Resignation of Board Members

(a) Any Board member may be removed from office by a two-thirds vote of the Board if they willfully violate any provision of the TCA Bylaws or governance documents, fail to perform the duties assigned to the office they hold, willfully misrepresent policies or positions adopted by the governing bodies of TCA or have their TCA membership terminated for cause as set forth in the TCA Bylaws.

(b) Any Board member may resign at any time by giving written notice, including by electronic transmission, to the Board of Directors or the President. The resignation will take effect as of the date of receipt of such notice, unless the notice prescribes a later effective date or states the resignation will take effect on a the occurrence of a future event. If the resignation is to take effect on a later date or on the occurrence of a future event, the resignation will take effect on that later date or the occurrence of that event. The resignation is irrevocable when it takes effect. The resignation is revocable before it takes effect, unless the notice of resignation states that it is irrevocable. Unless specified in the notice of resignation, the acceptance of the resignation will not be necessary to make it effective.

(c) Any Board member must resign that position prior to applying for a staff position within Association.

ARTICLE V
The Senate

Section 1 Senators; Term of Office

- (a) The Senate shall be composed as follows:
 - (1) The Association's elected Officers.
 - (2) One Senator elected from each Division having a minimum of 50 members as of July 1.
 - (3) One Senator elected by each Chapter.

- (b) The term of office for each Senator other than Officers of the Association shall be for three (3) years and shall begin on July 1 of each year.

- (c) A Division Senator or a Chapter Senator may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.

Section 2 Duties of the Senate

- (a) The business and affairs of the Association will be managed by or under the direction of the Board of Directors, Senate or both who may exercise all such powers of the Association and do all such lawful acts not directed or required to be exercised by the Members by law, the certificate of formation, or these Bylaws.

- (b) To establish policies to govern the Association's affairs.

- (c) Receive reports at each Senate meeting from the Association's Executive Director regarding the Association's state of affairs, activities, and its responsibilities

- (d) Receive reports at each Senate meeting from the President regarding each Division's, Chapter's, standing or special committee's state of affairs, activities, and responsibilities.

- (e) To act on reports of the Association's Board of Directors, Divisions, Chapters, standing committees, and such special committees as are responsible to the Senate.

- (f) To act on recommendations from the Association's Board of Directors.

- (g) To grant licenses to Chapters and charters to Divisions.

- (h) To adopt and to amend Association's Bylaws.

- (i) To exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with the Bylaws.

Section 3 Qualification; Nomination; Election

- (a) To qualify as a candidate for nomination for as Senator, candidates shall be a member of the Association and a member of the Association Division or Association Chapter they represent.

- (b) No Director, except Association's Officers, may serve as Senator.

- (c) No Senator shall concurrently represent more than one Division or one Chapter nor shall they simultaneously represent a Division and Chapter.

- (d) Each Division shall conduct the nominations and election of Division Senators in accordance with the Association Bylaws and the Bylaws of that Division.

(e) Each Chapter shall conduct the nominations and election of Chapter Senators in accordance with the Association Bylaws and the Bylaws of that Chapter.

Section 4 Meetings of the Senate

(a) Place and Presiding Officer -- Regular or special meetings of the Association's Senate may be held at any place within or outside the state of Texas as fixed by the President. The President of the Association shall preside at meetings of the Senate and the President-Elect shall preside in the absence of the President.

(b) Regular Meetings -- The Association's Senate shall convene annually in June and at the Association's Professional Growth Conference in November. Regular meetings of the Senate may be held with at least thirty (30) days notice at any time and place determined by the President. Except as may be otherwise expressly provided by law the certificate of formation or these Bylaws, neither the business to be transacted nor the purpose of any regular meeting need be specified in a notice or waiver of notice.

(c) Special Meetings -- Special meetings of the Association's Senate may be called by a majority vote or petition of the members of the Senate and/or upon the call of the President on oral or written notice to each Senator given either personally, by telephone, by mail, or by electronic transmission. Special meetings will be called by the President, the Secretary or any other person authorized in like manner and on like notice. The time and place of such meetings shall be fixed by the President and notice shall be given to all members of the Senate at least thirty (30) days prior to any such meeting. Except as may be otherwise expressly provided by law, the certificate of formation, or these Bylaws neither the business to be transacted nor the purpose of any special meeting need be specified in a notice or waiver of notice.

(d) Emergency Meetings---Should there be need for an emergency meeting of the Senate, the President or Executive Committee can call an Emergency Meeting of the Senate without notice. The thirty (30) day requirement is waived.

(e) Certification of Senators -- At least thirty (30) days prior to each Senate meeting date, each Division and Chapter President shall certify to the Association's President the identity and qualifications of their Senator. The Senate may vote at each meeting to seat a Chapter or Division Senator whose certification was not received by the Association at least thirty days in advance of the meeting.

(f) Quorum and Action by Senate -- At all meetings of the Association's Senate the presence of a majority of the certified Senators eligible to vote will be necessary and sufficient to constitute a quorum for the transaction of business. The affirmative vote of at least a majority of the Senators present at any meeting at which there is a quorum at the time of the act will be the act of the Senate, except as may be otherwise specifically provided by law, the certificate of formation, or these Bylaws. If a quorum is not present at any meeting of the Senate, the Senators present may adjourn the meeting without notice other than announcement that the meeting will be postponed until a quorum is present.

(g) Method of Voting -- Each Senator will be entitled to one vote on each matter submitted to a vote at a Senate meeting. Voting on any question may be by voice vote or show of hands unless the presiding officer orders or any Senator demands that voting be by written ballot.

(h) Action By Consent -- Any action required or permitted to be taken at any meeting of the Association's Senate may be taken without a meeting if consent in writing, setting forth the action taken, is signed by all the members of the Senate. An electronic transmission by a Senator consenting to an action to be taken and transmitted by a Senator is considered written, signed, and dated for the purposes of this section if the transmission sets forth or is delivered with information from which the Association can determine that the transmission was transmitted by the Senator and the date on which the Senator transmitted the transmission. Consent will have the same force and effect as a unanimous vote at a duly called and held meeting of the Association's Senate or the committee, as the case may be.

(i) Telephone or Electronic Communication Meetings -- Senators may participate in and hold a meeting by means of a conference telephone call or other similar means of electronic communication so that all participants in the meeting can communicate with each other. Participation in such a meeting will constitute presence at the meeting except when a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting had not been lawfully called or convened. If voting takes place at such a meeting the Association must (a) implement reasonable measures to verify that each person considered present and permitted to vote at the meeting is a Senator, and (b) maintain a record of any vote or other action taken at the meeting.

Section 5 Compensation

Association Senators shall not receive compensation for their services to the Association.

Section 6 Uncompleted Terms of Senators

(a) In the event that a Chapter Senator's position is vacated due to death, incapacitation, resignation, or any other reason, the Chapter President shall appoint a person who meets the qualifications of Chapter Senator in accordance with the Association and the Chapter Bylaws to fill the office for the remainder of the uncompleted term.

(b) In the event that a Division Senator's position is vacated due to death, incapacitation, resignation, or any other reason, the Division President shall coordinate the selection of a person who meets the qualifications of Division Senator in accordance with Division Bylaws to fill the office for the remainder of the uncompleted term.

(c) Individuals who are appointed to the uncompleted term of an elected Division Senator or Chapter Senator will serve the remainder of the term for that position. Service as an interim appointee shall only be considered a full term if the time holding the office of Division Senator or Chapter Senator extends beyond 12 months.

Section 7 Removal or Resignation of Senators

(a) Any member of the TCA Senate may be removed from office by a two-thirds vote of the Senate if they willfully violate any provision of the TCA Bylaws or governance documents, fail to perform the duties assigned to the office they hold, willfully misrepresent policies or positions adopted by the governing bodies of TCA or have their TCA membership terminated for cause as set forth in the TCA Bylaws.

(b) Any member of the TCA Senate may resign at any time by giving written notice, including by electronic transmission, to the Senate or the President. The resignation will take effect as of the date of receipt of such notice, unless the notice prescribes a later effective date or states the resignation will take effect on a the occurrence of a future event. If the resignation is to take effect on a later date or on the occurrence of a future event, the resignation will take effect on that later date or the occurrence of that event. The resignation is irrevocable when it takes effect. The resignation is revocable before it takes effect, unless the notice of resignation states that it is irrevocable. Unless specified in the notice of resignation, the acceptance of the resignation will not be necessary to make it effective.

(c) Any member of the Senate must resign that position prior to applying for a staff position within Association.

**ARTICLE VI
COMMITTEES**

Section 1 Standing Committees

The Association's standing committees shall be those committees recommended by the Board of Directors and approved by the Senate to be Standing Committees. All members, including the chairperson, of a standing committee shall be current Association members.

Section 2 Appointment of Standing Committees; Terms

The Association's President-Elect may appoint, subject to confirmation by the Board of Directors, the chairperson and members of standing committees, except the Nomination and Election Committee and the Program Review Committee. Committee chairs, co-chairs and members serve during the President-Elect's term of office as President.

Section 3 Appointment of Special Committees and Chairpersons

The Association's President shall name such special committees, subject to confirmation by the Board of Directors, as may be needed to conduct the Association's affairs.

Section 4 Nominations and Election Committee

There shall be established a Nominations and Election Committee consisting of the Association's Immediate Past President as the chairperson and such other members of the committee as the chairperson shall nominate subject to Senate approval. No member of the Nominations and Election Committee may be a candidate as a TCA Officer, TCA Board member or TCA Senator while a member of the Nominations and Election Committee. The Nominations and Election Committee shall submit a detailed plan regarding nominations and election procedures to the Executive Committee of the Board prior to January 1.

Section 5 Executive Committee

The Association's Executive Committee shall consist of the President as the chairperson, President-Elect, Immediate Past President, and Secretary; three of whom shall constitute a quorum. The Secretary shall serve as the committee secretary. The Executive Director shall be an ex officio member of the committee, and is not eligible to vote on any matter before the committee. The Executive Committee shall act for the Board of Directors, the Senate or both within the limits of the written policies established by the Board of Directors, the Senate or both.

Section 6 Finance Committee

The Association's Finance Committee shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Finance Committee Co-Chair if one is appointed, one representative elected by the Board and one representative elected by the Senate; a majority of whom shall constitute a quorum. The Secretary shall serve as the committee secretary. The Finance Committee shall act for the Board of Directors, the Senate or both within the limits of the written policies established by the Board of Directors, the Senate or both.

**ARTICLE VII
NOMINATIONS and ELECTIONS**

Section 1 Guidelines: Nominations and Elections Procedure

- (a) The Nominations and Election Committee shall submit a detailed plan regarding nominations and election procedures to the Executive Committee of the Board prior to January 1. The plan shall include procedures for: certification of placing on the Internet the nominations and election ballots; method to authenticate votes of Eligible Members; design of nomination vita sheet to be neutral and not preferential to any candidate; procedure for counting and verifying correctness of election results; procedure for handling a situation where a person does not receive enough votes to be nominated or win the election.
- (b) Each Division shall establish a detailed plan regarding nominations and election procedures and submit it to the TCA Board of Directors prior to January 1.
- (c) Each Chapter shall establish a detailed plan regarding nomination and election procedures and submit it to the TCA Board of Directors prior to January 1.

ARTICLE VIII
Association Divisions

Section 1. Division Chartering; Name; Conduct of Affairs; Membership

- (a) An Interest Group of at least fifty (50) Association members may petition the Association for issuance of a Division Charter provided the Interest Group has been recognized by the Association for at least two consecutive years immediately prior to petition.
- (b) Upon the completion of requirements set forth in the TCA Bylaws and Governance Manual and the recommendation of the Board, the Senate may approve a Division Charter, provided that the Association has been granted a charter from the corresponding national division.
- (c) Each Association Division shall include in its name, "*A Division of the Texas Counseling Association*"
- (d) Each Association Division shall be autonomous in the conduct of its affairs, consistent with the Association's Bylaws, ACA and its respective national division.
- (e) Membership shall be open to any person eligible for membership in TCA. Division members shall be members of TCA.

Section 2. Review of Division Status; Termination

- (a) The Board of Directors shall review each Division's Charter annually.
- (b) The Association's Senate, upon consideration of the recommendation of the Association's Board of Directors, may terminate a Division Charter.
- (c) If the affiliation between the Association and a Division terminates for any reason whatsoever, the Division charter shall remain the sole and exclusive property of the Association and cannot be used by the departing entity or any non-Texas Counseling Association entity.

Section 3. Qualifications of Officers - All officers of TCA divisions must be members of TCA.

Section 4. Division Senators

- (a) Each Association Division with a minimum of 50 members on July 1 shall elect a Senator to serve in the Association's Senate. To be eligible to take office, a Senator-elect must be a member of TCA and the Association Division.
- (b) The Division President shall certify the Senator to the Association's President at least 30 days prior to any Senate meeting.
- (c) In the event a Senator is unable to complete the term due to death, resignation, incapacity, or any other event, the Division President shall appoint a Senator who meets the qualifications set forth in the Association Bylaws and in accordance with the procedure set forth in the Division Bylaws. (was Section 5)

Section 5. Division Directors

- (a) Each chartered Association Division with a minimum of 50 members on July 1 shall elect a Director to serve as a voting member on the Association Board of Directors. The elected Director must be a member of TCA.
- (b) In the event the Director is unable to serve due to death, resignation, incapacitation or any other event, the President of the Division shall appoint a Director who meets the qualifications set forth in the Association Bylaws and

in accordance with the procedure set forth in the Division Bylaws to serve on the Association Board for the remainder of the uncompleted term.

Section 6. Membership Dues and Financing - Each division shall determine its own membership dues and be responsible for financing its operations. TCA shall manage each Divisions' finances in accordance with the budget submitted by the Division.

Section 7. Reports - Each Division shall make an annual written report of its activities, minutes, and any changes in the division's Bylaws to the TCA President on or before a date set by the Association's President each fiscal year and shall provide a written report at any other time requested by the TCA President.

Section 8. Division Nominations and Elections

(a) Each division shall conduct the nomination and election of its Senator and Director in compliance with the Association Bylaws and the procedures set forth in the Division Bylaws.

(b) In the event that all Division offices are vacated due to death, resignation or any other reason, leaving no Division officers to conduct Division elections, and no provisions for conducting an election without current leadership are in the Division Bylaws, with the approval of the TCA Board of Directors, the TCA Nominations and Elections Committee will conduct an election to choose Division officers.

ARTICLE IX ASSOCIATION INTEREST GROUPS

Section 1. Interest Group Recognition; Name; Conduct of Affairs; Membership

(a) A group of ten (10) or more Association members may petition the Board of Directors for recognition as an Interest Group. The petition shall include the name of the Interest Group, a copy of its Bylaws, a list of its officers and a list of members.

(b) The Association may recognize Interest Groups that have applied for recognition according to the policies of the Association. Interest groups shall adhere to the Bylaws and Governance Manual of the Association.

(c) Each Association Interest Group shall include in its name, "*An Interest Group of the Texas Counseling Association.*"

(d) Membership shall be open to any person eligible for membership in TCA. Interest Group members shall be members of TCA.

Section 2. Review of Interest Group Status; Termination

(a) The Board of Directors shall review annually recognition of each Interest Group.

(b) An Interest Group may petition the Association for issuance of a Division Charter provided the Interest Group has completed the requirements set forth in the Division Bylaws and Governance Manual and has been recognized by the Association for at least two consecutive years immediately prior to petition.

(c) Recognition of an Interest Group may be revoked by the Board if the Interest Group has not met the requirements for Division status within three years of initial recognition, or at any time if the Interest Group fails to meet the requirements set forth in the Association Bylaws and Governance Manual.

ARTICLE X
ASSOCIATION CHAPTERS

Section 1 Licensing; Name; Conduct of Affairs; Membership

- (a) A group of fifty (50) or more Association Members, from a relatively contiguous geographical area, who are interested in establishing a regional organization may petition the Association for issuance of a Chapter License.
- (b) The Chapter petition shall include the proposed name, a copy of proposed Bylaws, and a list of officers and intended members, including Association members.
- (c) Upon the completion of requirements set forth in the TCA Bylaws and Governance Manual and the recommendation of the Board, the Senate may approve a Chapter License.
- (d) Each Association Chapter shall include in its name, *“A Chapter of the Texas Counseling Association.”*
- (e) Each Association Chapter shall be autonomous in the conduct of its affairs, consistent with the Association’s Bylaws.
- (f) Membership shall be open to any person eligible for membership in TCA.
- (g) Chapters are organized into Regions based on geographic boundaries set by the Senate upon the recommendation of the Board and are represented on the Board by Regional Directors.

Section 2 Review of Status; Termination

- (a) The Board of Directors shall review annually each Chapter’s License.
- (b) The Association’s Senate, upon consideration of the recommendation of the Association’s Board of Directors, may terminate a Chapter’s License.
- (c) If the affiliation between the Association and a Chapter terminates, for any reason whatsoever, the Chapter’s License shall remain the sole and exclusive property of the Association and cannot be used by the departing entity or any non-Texas Counseling Association entity.

Section 3 Qualifications of Chapter Officers

All Chapter officers and the Chapter Senator shall be members of the Association and of the Chapter they represent.

Section 4 Senator

- (a) Each Association Chapter shall elect a Senator to serve in the Association’s Senate. To be eligible to take office, a Senator-elect must be a member of TCA and ~~ACA~~ the Association Chapter.
- (b) The Chapter President shall certify the Senator to the Association’s President at least 30 days prior to any Senate meeting.
- (c) In the event a Senator is unable to complete the term due to death, resignation, incapacitation or any other event, the Chapter’s President shall appoint a Senator for the remainder of the uncompleted term who meets the qualifications set forth in the Association Bylaws and in accordance with the procedure set forth in the Chapter Bylaws.

Section 5 Membership Dues and Financing

Association Chapters shall determine Chapter membership dues. Association Chapters are responsible for their own financing.

Section 6 Annual Reports; Reports

Each Association Chapter shall make an annual written report of its activities, minutes, financial statements, a roster of current members, and any changes in the Chapter's Bylaws to the Association's President on or before a date set by the Association's President each fiscal year, and shall report at any other time requested by the TCA President. A copy of each Chapter report shall be sent to the Regional Director elected by members of the Chapter.

Section 7. Association Chapter Nominations and Elections

- (a) Each chapter shall conduct its nomination and election of its Senator in compliance with the Association Bylaws and the procedures set forth in the Chapter Bylaws.
- (b) In the event that all Chapter offices are vacated due to death, resignation, incapacitation or any other reason, leaving no Chapter officers to conduct Chapter elections, and no provisions for conducting an election without current leadership is in the Chapter Bylaws, with the approval of the TCA Board of Directors, the TCA Nominations and Elections Committee will conduct an election to choose Chapter officers.

**ARTICLE XI
STAFF**

- (a) The Executive Committee, in consultation with the Board, serves as the hiring authority for the Association's Executive Director, who serves as the hiring director for the Association's staff.
- (b) The Executive Director shall be bonded and perform such duties as are delineated in the job description and as may be determined by the Board of Directors.
- (c) The Executive Director shall attend the meetings of the Association Board and Senate and provide such written reports as may be directed by the Association President.

**ARTICLE XII
Business Affairs**

Section 1. Dues

- (a) Annual Association dues for members shall be established by action of the Senate.
- (b) Division and chapter dues shall be established by the division or chapter.

Section 2. Budget - The Board of Directors shall prepare and present a budget to the Senate for adoption at the June meeting of the Association.

Section 3. Audit - An auditor's report shall be presented to the Board of Directors and the Senate as soon as it is available following the end of the fiscal year. A statement of financial position shall be made available electronically and at the annual meeting of the membership.

Section 4. Severable or Transferable Interest - No Association 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 accumulation or disposal of real property except upon dissolution of the Association must be approved by the Board with notice to the Senate.

Section 6. Disposal and Dissolution - Upon dissolution of the Association, none of its property shall be distributed to any of the members, and all such property shall be transferred to such other organization or 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 Laws.

Section 7. Appropriation of Association Funds - No appropriation of Association funds shall be made except pursuant to the authority of the Senate.

Section 8. Division and Chapter Disbursements - All expenses of a Division shall be paid for by the Association with Division funds approved in advance by the President or Treasurer of the Division. All expenses of a Chapter shall be paid for by funds possessed by the Chapter.

Section 9. Committee Expense – The Association shall appropriate funds to cover Committee expenses. All expenses incurred by a committee of the Association in excess of the funds approved by the Finance Committee shall be the personal liability of the person or persons authorizing such excessive expenses.

Section 10. Fiscal Year - The fiscal year shall be July 1 to June 30 of the following year.

Section 11. Indemnification of Directors, Officers, and Employees - To the extent permitted by law, each director, officer, and employee of the Association whether or not then in office, shall be indemnified by the Association against all costs and expenses reasonably incurred by or imposed upon 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 director, officer, or employee of the Association, such expenses to include the cost of reasonable settlements (other than amounts paid to the Association itself) made with a view to curtailment of costs of litigation. The foregoing right of indemnification shall not be exclusive of other rights to which any director, officer or employee may be entitled as a matter of law.

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 By-Law and to indemnify directors, officers, and employees against liability, loss and expense incurred by them or any of them by reason of having been a director, officer, or employee of the Association, whether or not the director, officer, or employee has or would have a right of indemnification from the Association by law and under these Bylaws.

Section 12. Policies and Procedures – supplementary policies and implementation guidelines for these Bylaws are found in the Association's Governance Manual.

Article XIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 Contracts

The Association's Board of Directors with a majority affirmative vote may authorize any of its officer(s) or agent(s), in addition to any Officers authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of Association, and such authority may be general or confined to specific instances.

Section 2 Checks, Drafts or Orders for Payment

All checks, drafts or order for payment of money, notes or other evidence of indebtedness shall be signed by at least one of the following: the President, Past President, Treasurer, or Executive Director.

Section 3 Investments

The Association's Finance Committee shall develop and recommend a policy on investment strategy to the Association's Board of Directors. Annually the Committee shall review such policy and make its recommendation to the Board of Directors. On the unanimous recommendation of the Committee, the Board of Directors may authorize the deposit of Association's funds, from

time to time, in such entities as banks, trust companies, depositories, or other resources for investment purpose. Such account(s), portfolio(s), or both shall be in the name of and to the credit of the Association.

Section 4 Deposits

All Association funds shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Association's Board of Directors may select or may be selected in accordance with procedures established by the Board.

ARTICLE XIV
Publications

Section 1. Executive Editors - The Association's Board of Directors appoint Executive Editors of the Association newsletter and journal.

Section 2. Copyrights

- (a) The Association shall own the copyright for the original and any renewal term for any work that is published by the Association.
- (b) The author of any such work shall have the right to make a non-profit or non-commercial use of the work provided that there is affixed to each copy the copyright notice used by the Association when the work was first published.
- (c) The author shall have right to make or authorize for profit or commercial use any such work only after first obtaining the written consent of the Association.

ARTICLE XV
Amendments

Section 1. Amendments

- (a) Amendments may be proposed by the Board of Directors, the executive body of any of the organized divisions, chapters, and committees of the Association, or by an individual member, provided that in case of an individual member, the proposed amendment shall be presented over the signatures of at least fifty (50) members in good standing. All such proposed amendments must be submitted in writing to the Bylaws Committee at least sixty (60) days prior to any meeting of the Senate. The Bylaws Committee shall transmit to the Senate for its consideration all such proposed amendments with or without a recommendation regarding each, at least thirty (30) days prior to the Senate meeting.
- (b) Proposed amendments that originate from the Bylaws Committee, the Finance Committee, or the Executive Committee shall be presented to the Senate in writing, accompanied by rationale, at least thirty (30) days prior to the Senate meeting.
- (c) Amendments may originate at a meeting of the Senate. Any such proposal shall be referred to the Bylaws Committee, whose written recommendation shall be sent to the Executive Director within thirty (30) days. Such amendments shall be sent to the Senate in less than sixty (60) days following the date of presentation for a vote.
- (d) TCA shall include in its annual report to ACA and in its IRS tax filings any amendments to the Bylaws.

ARTICLE XVI
Rules of Order; Ordinary and Extraordinary Circumstances

Section 1 Ordinary Circumstances - The most recent edition of Robert's Rules of Order Revised (by Henry Martin Robert) shall govern the proceedings of the Association not otherwise specified in the Bylaws.

Section 2 Extraordinary Circumstances - In the event there are circumstances that are extraordinary, unanticipated, and not addressed herein in these Bylaws, the Association's Board of Directors, Senate, or both, have the power, by motion and vote, to authorize the Association's President to take appropriate and necessary action to address the circumstances and ensure the Association's business and affairs are conducted in an efficient and orderly manner.

The undersigned, being the duly elected and qualified Secretary of Texas Counseling Association, hereby certify that the foregoing Bylaws were adopted by the Association's Senate effective this 12th day of November in the year 2014.

Cyndi Doyle

Secretary (PRINT)

Secretary (SIGNATURE)