

**BY-LAWS OF THE TEXAS ASSOCIATION FOR ADULT  
DEVELOPMENT AND AGING**

A division of the Texas Counseling Association

Chartered October 1991

Revised November 14, 2002; November 6, 2008; September 27, 2016,  
November 15, 2018

**ARTICLE I---NAME, AFFILIATION, AND PURPOSE**

- 1.1 **NAME.** The name of this division shall be the Texas Association for Adult Development and Aging hereinafter referred to as TAADA.
- 1.2 **AFFILIATION.** TAADA is a state division of the Association for Adult Development and Aging, hereinafter referred to as AADA, and shall be subject to the provisions of its Bylaws which apply to divisions, division affiliates, and individual members. TAADA is also a division of the Texas Counseling Association, hereinafter referred to as TCA. TAADA is organized in accordance with and will comply with TCA's By-Laws which apply to divisions, division affiliates, and individual members. The division will also comply with the American Counseling Association's Code of Ethics.
- 1.3 **PURPOSE.** The purpose of TAADA is to provide leadership, advice, and counsel to counselors, other persons and service providers in the helping professions, family members, legislators, and other community agencies and persons on matters related to the development of adults across the life span. In this context, TAADA shall:
  - 1.3.1 Serve as the focal point within TCA for information sharing, research, dissemination, service to divisions, and professional development of members in the area of adult development and aging.
  - 1.3.2 Provide a forum for discussion of ethical, social, and technical issues related to the provision of counseling services to adults across the life span.
  - 1.3.3 Improve the standards of professional service to adults across the life span by:
    - 1.3.3.1 improving the professional competence of TAADA members in knowledge and skills related to adult development and aging;
    - 1.3.3.2 expanding professional work opportunities in the area of adult development and aging for current and future TAADA members;

- 1.3.3.3 improving services and benefits of TAADA affiliation to members and prospective members interested in adult development and aging;
- 1.3.3.4 promoting the lifelong development and well-being of adults; and
- 1.3.3.5 promoting the development of guidelines for professional preparation, training, and service delivery for counselors working with or on behalf of adults across the lifespan.

## **ARTICLE II---MEMBERSHIP**

- 2.1 **QUALIFICATIONS FOR MEMBERSHP.** Membership in TCA shall be a condition of membership in TAADA. No one may be denied membership in this Division based on ethnic group, color, religious affiliation, gender identity, sexual orientation, age, and/or disability. Members of this division are encouraged to apply for membership in the American Counseling Association and the AADA Division.
- 2.2 **CLASSES OF MEMBERSHIP.** There are five classes of memberships. Persons may become regular members of TAADA in any of the following ways:
  - 2.2.1 **Professional:** A Master's degree or equivalent (in education and experience) in counseling or a closely related field from an accredited college or university. Evidence of an interest in counseling adults with at least one year of professional work experience with this population.
  - 2.2.2 **Special Memberships:** Persons in the field of counseling who make outstanding contributions or render significant service to adults may be accepted as regular members in TAADA by a majority vote of TAADA Executive Committee, without meeting the formal requirements for membership indicated in 2.1.1.1 or 2.1.1.2.

- 2.2.3 **Retired Members:** TAADA members who reach the age of 65 or who are aged 60 and above and retired and who have been members of TAADA for 10 or more years may become retired members. They shall pay one-half of the regular dues and shall retain all the rights and privileges of dues-paying regular members.
- 2.2.4 **Student Members:** Students who are enrolled in a planned program in counseling, guidance, and/or a related field and who are not employed more than half-time as a professional counselor may be admitted as student members, upon application and endorsement by their respective faculty advisors. Student members shall be entitled to vote and to hold office in TAADA. They shall pay one-half of the regular dues.
- 2.2.5 **Associate Members:** Persons supporting TAADA's objectives and having an interest in affiliation without meeting requirements for regular membership may be admitted as associate members. They shall not have the right to vote or hold office. They shall pay one-half of the regular dues.
- 2.3 **ANNUAL DUES.** Annual dues of TAADA shall be established by TAADA Executive Committee, subject to the approval of a majority of the voting members in attendance at the regular TAADA business meeting or by a majority of the voting members who have responded to a specially mailed ballot distributed by the executive committee.
- 2.3.1 **Non-PAYMENT OF DUES.** Members shall become inactive by non-payment of dues if not paid within 60 days following renewal date in accordance with the Bylaws of TAADA.
- 2.3.2 **TERMINATION OF MEMBERSHIP.** TAADA shall follow the protocol set forth by the Texas Counseling Association for involuntary removal of a member.

### **ARTICLE III - OFFICERS**

- 3.1 **TAADA OFFICERS:** shall consist of the President, President-Elect, Past-President, Secretary/Treasurer, TCA Senate Representative, and TCA Board of Directors Representative. These officers shall constitute the Board of Directors of TAADA.
- 3.2 Any Board member may be removed from office by a two-thirds vote of the Board if they willfully violate any provision of the TAADA Bylaws or governance

documents, fail to perform the duties assigned to the office they hold, willfully misrepresent policies or positions adopted by TAADA or have their membership terminated for cause as set forth in the Bylaws.

- 3.3 **COMPENSATION OF OFFICERS:** None of the officers of the division shall receive any compensation for their services to the Division.

#### **ARTICLE IV---THE EXECUTIVE COMMITTEE**

- 4.1 **COMPOSITION OF THE EXECUTIVE COMMITTEE.** The Executive Committee of TAADA shall consist of the President, President-elect, Past President, Secretary/Treasurer, TCA Board of Directors Representative and TCA Senate Representative. All Executive Committee members must be voting members of TAADA.

- 4.2 **FUNCTIONS OF THE TAADA EXECUTIVE COMMITTEE.** The TAADA Executive Committee shall serve the following functions:

4.2.1 Make all necessary policy decisions on behalf of TAADA during the interim between business TAADA meetings.

4.2.2 Formulate general policies concerning the objectives and purposes of TAADA and recommend such action as seems necessary to present these policies to the voting members of TAADA for adoption.

4.2.3 Have the final responsibility for all meetings of TAADA at the state level.

4.2.4 Coordinate the relationships of TAADA with other state chapters and divisions of TCA and other regional organizations.

4.2.5 Consider all proposed amendments of these Bylaws as submitted by voting members of TAADA.

4.2.6 Have the final responsibility for dissolving the division should it be determined that TAADA is no longer a viable association. Specific guidelines as outlined in TCA policy will be followed.

- 4.3 **MEETINGS OF THE TAADA EXECUTIVE COMMITTEE**

4.3.1 The TAADA Executive Committee shall meet at least once each year. A meeting of the Executive Committee shall be held at the time and place of the Professional Growth Conference of TCA.

- 4.3.2 At least a majority of the members of the TAADA Executive Committee shall constitute a quorum throughout any meeting of the TAADA Executive Committee at which official business is transacted.

#### **4.4 TERMS OF OFFICE**

- 4.4.1 The President-Elect shall serve a three-year term: one year as President-Elect, one year as President, and one year as Past President.
- 4.4.2 The Secretary/Treasurer shall be elected to serve a two-year term.
- 4.4.3 The TCA Board of Directors Representative shall serve a three-year-term and may serve two consecutive three-year-terms.
- 4.4.4 The Senator shall serve a three-year-term and may serve two consecutive three-year-terms but shall not serve a third consecutive term.
- 4.4.5 The terms of office of elected officers of TAADA shall coincide with that of TCA's elected officers.
- 4.4.6 Officers may be re-elected, except for any person who has been elected to the office of President-Elect. Persons elected to the office of President- Elect may not again be a candidate for that office within five (5) years of his or her previous candidacy.
- 4.4.5 Removal. TAADA shall follow the protocol set forth by the Texas Counseling Association for involuntary removal of an officer.

#### **4.5 QUALIFICATIONS OF OFFICERS**

- 4.5.1 All nominees to appointive and elected officers must be members of TAADA and TCA. Members of the Executive Committee must also be members of AADA and ACA.
- 4.5.2 Candidates for all elected offices must have been a member of the Association for at least one year.

#### **4.6 VACANCIES**

- 4.6.1 In the event that the office of President-Elect, Secretary, TCA Board Representative, or TCA Senate Representative is vacated due to death, resignation, or any other reason, the TAADA President, with approval from the executive committee, shall appoint a person to fill

the office for the remainder of the uncompleted term.

4.6.2 In the event that the office of President is vacated due to death, resignation, or any other reason, the President-Elect shall complete the unexpired term and shall then serve a full term in his or her own right.

4.6.3 In the event that the office of Past-President is vacated due to death, resignation, or any other reason, TAADA President shall appoint, with the approval of the Executive Committee, a TAADA former president to fill the office for the remainder of the uncompleted term.

4.6.4 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 By-Laws, with the approval of the TCA Board of Directors, the TCA Nominations and Election Committee will conduct an election to choose Division officers.

4.7 **PRESIDENT.** The duties of the President shall be:

4.7.1 To exert leadership in achieving the purposes of TAADA.

4.7.2 To preside at business meetings of TAADA and the Executive Committee.

4.7.3 To appoint chairpersons of special committees of TAADA, which are established under the office of President, except as otherwise specified in these Bylaws.

4.7.4 To serve as ex officio on all committees of TAADA.

4.7.5 To submit all reports and other information as may be requested or required by TCA and AADA.

4.7.6 To notify TAADA candidates as to election results if the Nominations/Elections committee is not active.

4.7.7 To perform such other duties as directed by the Executive Committee.

4.8 **PRESIDENT-ELECT.** The duties of the President-Elect shall be:

4.8.1 To perform the duties of the President in the event of resignation, incapacity, absence, or death of the President.

- 4.8.2 To serve as a member of TAADA Executive Committee.
- 4.8.3 To be responsible for the coordination of Growth Conference programs.
- 4.8.4 To appoint, with the approval of TAADA Executive Committee, a member of TAADA as Emerging Leader, as specified in TCA governance documents. The Emerging Leader shall serve a term to coincide with the President-Elect's term as TAADA President.
- 4.8.5 To perform such other duties as directed by the Executive Committee.

4.9 **PAST PRESIDENT.** The duties of the Past President shall be:

- 4.9.1 To serve as a member of TAADA Executive Committee.
- 4.9.2 To serve as Chairperson of TAADA Committee on Nominations and Elections.
  - 4.9.2.1 To notify TAADA candidates and TAADA Executive Committee members as to election results.
  - 4.9.2.2 At the direction of the President, to transmit within 30 days to the TCA Newsletter Editor, the names of TAADA officers following their election or appointment, so that TAADA membership may be informed.
- 4.9.3 To perform the duties of the President-Elect in the event of the resignation, incapacity, absence, or death of the President-Elect.
- 4.9.4 To perform such other duties as directed by the Executive Committee.

4.10 **SECRETARY/TREASURER.** The duties of the Secretary/Treasurer shall be:

- 4.10.1 To serve as a member of TAADA Executive Committee.
- 4.10.2 To keep records of the proceedings of the meetings of TAADA and the Executive Committee.
- 4.10.3 To conduct the official correspondence of TAADA, including the issuance of notices of meetings when requested by the President.
- 4.10.4 To notify AADA of amendments to the Bylaws when adopted by the membership.

- 4.10.5 To solicit reports of standing and special committees for the Executive Committee and TAADA business meeting.
- 4.10.6 To review and approve requests for disbursement which have been authorized by TAADA Executive Committee.
- 4.10.7 To review periodic financial audit statements from TCA, with specific references to the finances of TAADA and to provide any information needed by TCA for IRS reporting.
- 4.10.8 To present reports of the financial status of TAADA to TAADA Executive Committee and TAADA membership at the meeting of these bodies.
- 4.10.9 To perform such other duties as directed by the Executive Committee including audit fiscal matters when necessary.
- 4.11 **REPRESENTATIVE to the TCA Board of Directors.** The duties of the representative to the TCA Board of Directors shall be:
  - 4.11.1 To serve as a member of TAADA Executive Committee.
  - 4.11.2 To represent TAADA on the TCA Board of Directors.
  - 4.11.3 To report to TAADA Executive Committee actions of the TCA Board of Directors.
  - 4.11.4 To perform such other duties as directed by TAADA Executive Committee.
- 4.12 **REPRESENTATIVE to the TCA Senate.** The duties of the representative to the TCA Senate shall be:
  - 4.12.1 To serve as a member of TAADA Executive Committee.
  - 4.12.2 To represent TAADA on the TCA Senate.
  - 4.12.3 To report to TAADA Executive Committee actions of the TCA Senate.
  - 4.12.4 To perform such other duties as directed by TAADA Executive Committee.
- 4.13 **NEWSLETTER Editor.** The duties of the Newsletter Editor shall be:
  - 4.13.1 A TAADA Newsletter Editor may be appointed by the President.



4.13.2 The Editor shall publish a newsletter according to the schedule established by the Executive Committee.

4.13.3 The Editor shall perform such other duties as directed by the Executive Committee.

#### **4.14 INDEMNIFICATION of Directors, Officers, and Employees**

4.14.1 To the extent permitted by law, each director, officer, and employee of the Division whether or not then in office, shall be indemnified by the Division 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 Division , such expenses to include the cost of reasonable settlements (other than amounts paid to the Division 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.

4.14.2 The Division shall be authorized to purchase Division liability insurance, without obtaining reimbursement of all or any part of the premium, to ensure the Division's obligations by law and under these Bylaws 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 Division , whether or not the director, officer, or employee has or would have a right of indemnification from the Division by law and under these Bylaws.

#### **4.15 CONFLICT OF INTEREST CLAUSE**

4.15.1 All elected positions and employees of this Division will sign a Conflict of Interest Statement.

### **ARTICLE V---FISCAL YEAR**

5.1 **FISCAL YEAR.** The fiscal year of TAADA shall coincide with the fiscal year of TCA.

## **ARTICLE VI---REPRESENTATION**

### **6.1 REPRESENTATION WITHIN TCA**

6.1.1 TAADA shall provide a delegate to the TCA Board of Directors and Senate in accordance with the provisions of the TCA Bylaws and these Bylaws.

### **6.2 REPRESENTATION OUTSIDE TCA**

6.2.1 TAADA shall actively seek to cooperate with other groups having similar purposes, within the provisions of the Bylaws. Such representatives shall be appointed by the President of TAADA.

## **ARTICLE VII---COMMITTEES**

### **7.1 COMMITTEES OF TAADA**

7.1.1 There shall be Standing Committees and Special Committees to further the work of TAADA.

### **7.2 STANDING COMMITTEES**

7.2.1 Executive. There shall be an Executive Committee of TAADA composed of the President, President-Elect, Secretary/Treasurer, Representative to the TCA Board of Directors, and Representative to the TCA Senate.

7.2.2 Nominations and Elections. There shall be a standing committee on Nominations and Elections, which shall consist of the three most recent Past Presidents available to serve, or other members appointed by the President.

7.2.3 Other Standing Committees. There shall be such other Standing Committees as may from time to time be established by TAADA Executive Committee to deal with matters of a continuing and recurring nature related to the accomplishment of the general purposes of TAADA.

7.2.4 Number of Members. Unless specified in these Bylaws, each standing committee shall be composed of at least three voting members of TAADA, including the chairperson.

- 7.2.5 Tenure. Members of standing committees, except the Executive Committee and Nominations and Elections Committee, will serve two year terms on a rotating basis, and then they may be reappointed. Members of the Executive Committee will serve for their respective terms of office.

### **7.3 SPECIAL COMMITTEES**

- 7.3.1 The TAADA Executive Committee or the President may establish special committees to deal with matters of an immediate or non-recurring nature related to the specific purposes of TAADA.
- 7.3.2 Number of Members. The number of members of each Special Committee shall be determined at the time the committee is established by the Executive Committee or President establishing the committee.
- 7.3.3 Tenure. The term of service of each special committee shall expire with the term of the President, but may be renewed.

### **7.4 DESIGNATION OF COMMITTEES**

- 7.4.1 Except as otherwise provided in these Bylaws, all other committees shall designated as Standing Committees or Special Committees at the time they are established, such designation to be established by TAADA Executive Committee on the basis of criteria set forth in sections 7.2 and 7.3.

### **7.5 METHOD OF APPOINTMENT**

- 7.5.1 Except as otherwise provided in these By-laws, the chairperson of each committee shall be designated by the President, unless a specific chairperson designation is made by TAADA Executive Committee. The appointment of other committee members shall be made by the President or by the Committee chairperson with the approval of the President from among the voting members of TAADA.

### **7.6 MEETINGS**

- 7.6.1 Meetings of the committees shall be called by the chairperson. Meetings may be called by electronic meeting.
- 7.6.2 The chairperson of each committee shall submit a written report of the committee's activities and recommendations to TAADA

Executive Committee and to TAADA membership at the time of the business meeting.

## **ARTICLE VIII---NOMINATIONS AND ELECTIONS**

### **8.1 PROCEDURES**

8.1.1 The procedures set forth shall be used by the Committee on Nominations and Elections in filling the elective offices of TAADA as specified in Articles III and IV. In the event the Nominations and Elections committee is not active, TAADA elections may be conducted by TAADA President or his/her designee.

### **8.2 NOMINATIONS SLATE**

8.2.1 The Committee shall canvass by mail and/or electronic mail, the voting members of TAADA for nominations for elective offices of TAADA and stipulated representatives to the TCA Board of Directors and Senate. Such canvass should be conducted during the summer of each year.

8.2.2 Except as here specified, all Regular, Student, and Retired Members shall be eligible for nomination to any office in TAADA.

8.2.3 Guided by the nominations, the Committee shall prepare a slate of officers containing at least one name for each TAADA office to be filled. Should the immediate past president not conduct an election in a timely manner, it shall be the responsibility of the president to organize and conduct the election.

8.2.4 The Committee shall select the nominations to appear on the slate on the basis of numbers of nominating votes received from TAADA membership and the consent of the nominee.

### **8.3 VOTING**

8.3.1 An election shall be held during the fall to select officers for the next Association year. Election results will be finalized at the Professional Growth Conference. The candidate receiving the largest number of votes for each office shall be declared elected. The names of the newly elected officers shall be submitted to the TCA Board of Directors as a part of the End Of The Year Report.

8.3.2 In the event of a tie for first place, a runoff election will be conducted

## **ARTICLE IX---MEETINGS**

### **9.1 PROGRAM MEETINGS**

9.1.1 The major program meetings of TAADA shall be held in conjunction with the TCA Professional Growth Conference.

### **9.2 BUSINESS MEETINGS**

9.2.1 A business meeting of TAADA shall be held at the time and place of the TCA Professional Growth Conference.

9.2.2 Other business meetings may be held via telephone or electronically with a 30 day-notice to the TAADA membership.

9.2.3 The voting members present at a scheduled business meeting shall constitute a quorum for the purpose of conducting business of TAADA.

9.2.4 Voting by the membership shall be held in person or via electronic methods.

9.2.5 Membership business meeting minutes shall be available upon requests by TAADA members

## **ARTICLE X---PUBLICATIONS**

**10.1 Executive Editors:** TAADA's Board of Directors appoints Executive Editors of the TAADA Newsletter.

### **10.2 Copyrights**

10.2.1 The Division shall own the copyright for the original and any renewal term for any work that is published by the Division. 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 Division when the work was first published.

10.2.2 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 Division.

## **ARTICLE XI---AMENDMENTS**

11.1 **AMENDMENTS WITH PREVIOUS NOTICE.** Procedures for the amendment of these Bylaws with previous notice shall be as follows:

11.1.1 Amendments may be proposed by TAADA Executive Committee, or by a petition signed by 25 voting members of TAADA and sent to the Secretary/Treasurer of TAADA at least 120 days, or such shorter period as TAADA Executive Committee shall decide, in advance of a TAADA business meeting. Copies of all proposed amendments other than those initiated by the Executive Committee shall be submitted by the Secretary/Treasurer to the Executive Committee for study and recommendation.

11.1.2 Proposed amendments, together with such comments or written recommendations as may have been formulated by TAADA Executive Committee or the petitioners, if any, shall be distributed by the Secretary/Treasurer in writing, or via an official TAADA publication, to the voting members of TAADA at least 30 days prior to the next business meeting, at which time such proposals shall be discussed and voted upon.

11.1.3 Proposed amendments shall be considered to have been adopted if approved by a majority of votes cast at the next TAADA business meeting following their distribution to the voting members of TAADA.

11.1.4 The TAADA Executive Committee may approve proposed amendments for mail vote by the membership. A vote by mail may not take place until at least thirty (30) days after the proposed amendments have been distributed to the membership. When a vote by mail is taken, proposed amendments shall be considered to have been adopted if approved by a majority of the votes returned by the members of the association.

11.2 **AMENDMENTS WITHOUT PREVIOUS NOTICE.** These Bylaws may be amended without previous notice by two-thirds of the member votes cast at a TAADA business meeting.

## **ARTICLE XII---PARLIAMENTARY AUTHORITY**

12.1 **ROBERT'S RULES OF ORDER.** Robert's Rules of Order, most recent edition, shall govern the proceedings of TAADA.

- 12.1.1 Disposal and Dissolution—Dissolution of the association shall follow the procedures given in the Texas Counseling Association governance documents. 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 division or organizations as the Executive Committee shall determine to have purposes and activities most nearly consonant with those of the Association.

### **ARTICLE XIII---NONDISCRIMINATION**

- 13.1 This association shall not discriminate against any individual on the basis of ethnic group, color, creed, sex, age, affectional or sexual orientation, or handicapping condition.