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ARTICLE I: Name, Affiliation, and Purposes

Section 1 Name
The name of this Division shall be the Texas Association for Humanistic Education and Development (TAHEAD).

Section 2 Affiliation
This Division is organized in accordance with and will comply with the Texas Counseling Association (hereinafter TCA) Bylaws and is a Division of TCA. The Division will comply with the American Counseling Association’s Code of Ethics.

Section 3 Purpose
The purpose of this Division, in accordance with the purpose of the TCA, the American Counseling Association (ACA), and the Association for Humanistic Counseling (AHC), is to promote humanistic education and development. To this end, the division shall provide for the exchange of information about humanistic oriented counseling practices, promote change in the counseling profession to reflect the growing knowledge about human development and potential, provide professional services which increase counselors' potential to help clients develop, encourage research on the effects of the humanistic approach to counseling, and encourage cooperation with related professional groups interested in development of the individual.

ARTICLE II: Membership

Section 1 Qualifications, Type
1. Qualifications – membership shall be professional counselors, mental health professionals, students in counseling or a counseling related field, and retired professional counselors or mental health professionals.
2. Memberships shall be of one type – individual.
3. Such persons may become members of the Division upon payment of annual dues.
4. No one may be denied membership in this Division based on ethnic group, color, religious affiliation, gender identity, sexual orientation, age, and/or disability.
Section 2  Classes

Membership shall be of six (6) classes. The definitions for each class are as follows:

1. Professional - Open to any person who holds a Master’s or Doctorate and a license or certificate 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 Division, to vote, and to serve as an Officer, to serve on the Division’s Board of Directors or to serve on the TCA Senate.

2. New Professional - 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 Division and to vote, but shall not be eligible to serve as an Officer, to serve on the Division’s Board of Directors or to serve on the TCA Senate.

3. Student - 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 Division, but student members shall not vote or be eligible to serve as Officers or to serve on the Division’s Board of Directors or to serve on the TCA Senate.

4. Retired - 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 Division, to vote, to serve as an Officer, to serve on the Division’s Board of Directors or to serve on the TCA Senate.

5. Emeritus - Granted by the Division’s Board of Directors to honor members 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 the Division, 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 Division and shall be eligible to receive all member
benefits, to attend meetings of the Division, to vote, to service as an Officer, to serve on the Division’s Board of Directors or to serve on the TCA Senate.

6. Affiliate - Open to any person who supports the mission of the Division. 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 Division but shall not vote nor be eligible to serve as an Officer, or on the Division’s Board of Directors or on the TCA Senate.

Section 3 TCA Membership

Division members shall be members of TCA.

Section 4 ACA Membership

Members of this Division are encouraged to apply for membership in the American Counseling Association (ACA) and the ACA’s division, the Association for Humanistic Counseling (AHC).

Section 5 Termination of Membership

1. Membership may be terminated for the non-payment of dues. Members shall make payment within 60 days following the renewal date.

2. Membership may be terminated if any professional license or certification held by the member is revoked by any regulatory body.

3. Membership may be terminated for the nonperformance of duties or any conduct that tends to injure or discredit the Division, or that is contrary to or destructive of the objectives according to the Bylaws and the Code of Ethics of TCA and ACA.

4. It shall be the responsibility of the Board of Directors upon investigation to determine whether or not membership shall be terminated. An opportunity for an open hearing shall be extended in writing by the Board of Directors to any member being recommended for severance under (3) of this section at least 90 days prior to the next scheduled annual business meeting. A written report of any such hearing shall be available for reading by the membership prior to the statement of recommendation for severance by the Board of Directors at the annual business meeting.

Section 6 Meetings of the Membership

1. Place and Presiding Officer - All meetings of Members for the election of Officers and the Senator 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 Division’s President may determine that any meeting may be
held solely by remote communication in accordance with Texas law. The President of the Division shall preside at any Members meetings and the President-Elect shall preside in the absence of the President.

2. Annual Meeting - An annual meeting of Members (“Annual Meeting”) will be held at a time determined by the Division’s President or the President’s designee. At that meeting, Members will elect Officers and the Senator, receive information regarding financial condition, corporate operations, and other relevant information, and transact any other business properly brought before the board.

3. Additional Meetings
   a. Board Meeting – Board meetings will be held twice a year at a time determined by the Division’s President or the President’s designee. At meetings, Board Members will receive information regarding corporate operations, financial condition, professional development agenda, and other relevant information.
   b. Special Meeting – Special meetings of Members (unless otherwise prescribed by law, the certificate of formation, or these Bylaws) may be called by the Division’s President or the Division’s Board of Directors or will be called by the Division’s President or Division’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.

4. 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 will be compiled. Members entitled to notice of the meeting, the address of each Member entitled to vote, and the number of votes 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 Division’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.

5. 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 Division’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 Division’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.

6. Quorum – With respect to any matter at a members’ meeting, the members present shall constitute a quorum for the transaction of business. For the purpose of conducting business of the Board of Directors of the Division, a quorum shall be three members of the Board including the President or President-Elect of the Division. For the purpose of conducting business at the annual business meeting of the Division, a quorum shall be a majority of the members or two-thirds of the members present and voting.

7. Voting – When a quorum is present at any meeting of the Division’s members, the vote of a simple 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.

8. Method of Voting – Each Division 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 Division’s Bylaws. At any meeting of the members, every member having the right to vote will be entitled to vote in person. Voting for Division’s Officers and the Senator 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.

9. 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 grounds that the meeting had not been lawfully called or convened. If voting takes place at such a meeting the Division 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 Division**

**Section 1 Officers and Terms of Office**

The Officers of this Division shall be the President, the President-Elect, the Immediate Past President, the Secretary, the TCA Board of Directors Representative, the Senator, the Treasurer, the Board Member-at-Large, the Technology Master, and the Emerging Leader.

1. Elected Officer & Terms
   a. 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.
   b. Members will elect, at large, a Secretary in accordance with these Bylaws. The Secretary shall serve a one-year term. Total consecutive service as Secretary may not exceed two years.
   c. Members will elect, at large, a TCA Board of Directors Representative in accordance with these Bylaws. The TCA Board of Directors Representative shall serve a three-year term and may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.
   d. Members will elect, at large, a Senator in accordance with these Bylaws. The Senator shall serve a three-year term and may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.
   e. Members will elect, at large, a Treasurer in accordance with these Bylaws. The Treasurer shall serve a one-year term. Total consecutive service as Treasurer may not exceed two years.
   f. Members will elect a Board Member-at-Large in accordance with these Bylaws. The Board Member-at-Large shall serve a one-year term. Total consecutive service as Board Member-at-Large may not exceed two years.
g. Members will elect, at large, a Technology Master in accordance with these Bylaws. The Technology Master shall serve a one-year term. Total consecutive service as Technology Master may not exceed two years.

h. Members will elect, at large, an Emerging Leader in accordance with these Bylaws. The Emerging Leader shall serve a one-year term.

2. Term Start and End Dates
   a. The term of office of any elected or appointed Officer of the Division shall begin on July 1 and shall be for a period of one year unless the Division Bylaws specify otherwise or until a successor takes office.

Section 2  Duties of Officers

1. The President shall be the chief elected officer of the Division, shall preside at all regularly scheduled meetings, shall preside at meetings of the Board of Directors, complete the Annual Report, file any necessary reports with TCA, perform budget planning with Treasurer, notify TCA of newly elected officers, and perform the duties customary to that office and such additional duties as directed by the Board of Directors. The President shall be an ex officio member of all committees without vote except the Nominations and Election Committee. The President shall certify the Senator to the Association’s President at least 30 days prior to any Senate meeting.

2. The President‐Elect shall automatically become President of the Division one year after the commencement of the term as President‐Elect, or upon the death or resignation of the President. In the case of the latter, the President‐Elect shall serve for the unexpired term of the President replaced and the term for which elected and shall also perform the duties of the President in the absence or incapacity of the President.

3. The Immediate Past President shall chair the Nominations and Election committee and perform such other duties as delegated by the Board of Directors.

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

5. The Treasurer shall be responsible for budget planning with the President, conduct or oversee an annual audit of funds, and make an annual financial report to the members. The Treasurer will review periodic financial audit statements from TCA, with specific reference to the finances of the Division, keep an accurate record of the Division’s financial condition, receive funds,
deposit funds, write checks on the Division’s account for the payment of duly authorized debts, and perform other duties as deemed appropriate for the office by the Board of Directors.

6. The Senator shall serve as liaison to and from the Division and TCA; advocate for the counseling profession; attend all TCA Senate meetings or arrange with Division President to have an alternate attend; and review all meeting materials prior to Senate meetings. The Senator shall report the actions of the Senate meetings to the Division President within 30 days by report that will then be sent out to members and Board of Directors.

7. The TCA Board of Directors Representative shall collaborate with Division President to submit reports to the TCA Board and Senate and to present these reports at the Board and Senate meetings; serve as a liaison between the Division and the TCA Board and Senate; attend all Board and Senate meetings; submit articles on Division activities to the TCA newsletter; insure that the Division Bylaws are reviewed once every three years, on the same cycle as the TCA Strategic Plan, to ensure compliance with TCA Bylaws and that a report on the status of the review is included in the Division Director’s report to the TCA Board of Directors and Senators.

8. The Board Member-at-Large shall participate in all activities of the Board of Directors and shall accept such responsibilities as are consistent with his/her office in transacting the business of the Division.

9. The Technology Master shall be responsible for designing the Newsletter, sending out emails to the Division’s members, and creating and/or maintaining social media carefully following TCA’s policies and procedures and securing permission from TCA and Board of Directors.

Section 3 Qualification; Nominations; Election of Officers

1. To qualify for an elected office, candidates shall be members of the Division and TCA. Division Officers may be members of the national Division, the AHC, at the time they assume office.

2. The Nominations and Election Committee shall conduct the nominations and election of Officers in accordance with these Bylaws, by secret ballot of the voting membership.

3. All Members in good standing, except Student Members and Affiliate Members, as of the Record Date may vote for the Division’s Officers.

4. When a quorum is present at any meeting of the Division’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 Division shall receive any compensation for their services as such to the Division.

Section 5  Uncompleted Terms of Officers

1. In the event the President-Elect, Secretary, Treasurer, Senator, Director, Board Member-at-Large, or Technology Master position is vacated due to death, incapacitation, resignation or any other reason, the Division President or President’s designee shall appoint a person to fill that office for the remainder of the uncompleted term upon board approval or other system of check and balance.

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

3. In the event the President, President-Elect, and Past President offices all are vacated due to death, incapacitation, resignation or any other reason, the most recent past Division President shall assume the duties of the President for the remainder of the uncompleted term.

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

Section 6  Removal or Resignation of an Officer

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

2. Any Officer of the Division may resign at any time by giving written notice, including by electronic transmission, to the President of the Division. 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.

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

ARTICLE IV: Board of Directors of the Division

Section 1 Composition; Terms of Office

1. The Board of Directors shall be composed as follows:

President, President-Elect, Secretary, Treasurer, Technology Master, Senator, TAHEAD Director to TCA Board, Board Member-at-Large, and the Immediate Past-President.

2. The term of office for each member of the Board of Directors shall be for one year or as stated within the Bylaws and begin on July 1 of the election year.

Section 2 Duties of the Board of Directors

1. To formulate operational policies regarding objectives and purposes of the Division and recommend such action as seems necessary to present these policies to the voting members for adoption.

2. To identify issues and recommend priorities for professional direction relating to problems pertinent to the Division.

3. To make all necessary policy decisions on behalf of the Division during the interim between Division meetings.

Section 3 Qualification; Nominations; Election of the Board of Directors

1. To qualify for the Board of Directors, candidates shall be members of the Division and TCA. Division officers must be members of the national Division.

2. The Nominations and Election Committee shall conduct the nominations and election of Directors in accordance with these Bylaws, by secret ballot of the voting membership.

3. All Members in good standing, except Student Members and Affiliate Members, as of the Record Date may vote for the Division’s Directors.

4. When a quorum is present at any meeting of the Division’s members to elect 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

1. Meeting Frequency – The annual business meeting of the Division shall be scheduled and announced as a part of the annual convention of the TCA. Conventions, conferences, and other meetings shall be held at such time and place as shall be determined by the Board of Directors.

2. Minimum Meeting Number – Meetings of the Board of Directors will be held at least twice a year at a time determined by the Division’s President or the President’s designee.

3. Telephone/Electronic Meetings – The Board of 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 Division 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.

4. Meeting 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 the Board of Directors, the means of any remote communications by which the Board of Directors 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 Division’s President, Secretary, or any other person calling the meeting to each Member of the Board of Directors. If mailed, the notice will be deemed given when deposited in the United States mail, addressed to Member of the Board of Directors at Member’s address, 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 of the Board of Directors, or to which Member of the Board of Directors has consented, for the purpose of notice.

5. Meeting Minutes – The Secretary shall keep records of the meeting minutes and provide those records to the Board of Directors after each meeting.

6. Voting – When a quorum is present at any meeting of the Board of Directors, the vote of a simple 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.

7. Quorum – For the purpose of conducting business of the Board of Directors of the Division, a quorum shall be three members of the Board including the President or President-Elect of the Division. For the purpose of conducting business at the annual business meeting of the Division a quorum shall be a majority of members present and voting.

8. Voting Methods – Each Member of the Board of Directors will be entitled to one vote on each matter submitted to a vote at a meeting of the Board of Directors. Voting on any question or in any election may be by voice vote or show of hands unless any member of the Board of Directors demands that voting be by written ballot.

Section 5  Compensation of Board Members

None of the Board members of the Division shall receive any compensation for their services as such to the Division.

Section 6  Removal or Resignation of Board Members

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

2. 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 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.
ARTICLE V: TCA Board of Directors Representative

Section 1 TCA Board of Directors Representative; Term of Office

1. Each chartered Division with a minimum of 50 members on July 1 shall elect a Board of Directors Representative to serve as a voting member on the TCA Board of Directors. The elected Director must be a member of TCA and the Division.

2. In the event a Director is unable to complete the term due to death, resignation, incapacity, or any other event, the Division President shall appoint a Director who meets the qualifications set forth in the TCA Bylaws and in accordance with the procedure set forth in the Division Bylaws to fill the office for the remainder of the uncompleted term.

3. The term of office for each TCA Board of Directors Representative shall be for three (3) years and shall begin on July 1 of the election year.

4. A TCA Board of Directors Representative may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.

Section 2 Qualification; Nominations; Election of TCA Board of Directors Representative

Each Division shall conduct the nominations and election of its TCA Board of Directors Representative in compliance with the TCA Bylaws and the procedures set forth in the Division Bylaws.

Section 3 Compensation

TCA Board of Directors Representative shall not receive compensation for their services to the Division.

ARTICLE VI: TCA Senator

Section 1 Senators; Term of Office

1. Each Division with a minimum of 50 members on July 1 shall elect a Senator to serve in TCA’s Senate.

2. 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 TCA Bylaws and in accordance with the procedure set forth in the Division Bylaws.

3. The term of office for each Senator shall be for three (3) years and shall begin on July 1 of the election year.

4. A Division Senator may serve two consecutive terms of three (3) years each but shall not serve a third consecutive term.
Section 2 Qualification; Nominations; Election of Senators

1. To qualify as a candidate for nomination as Senator, candidates shall be a member of TCA and a member of the Division.
2. No Director, except Division’s Officers, may serve as Senator.
3. No Senator shall concurrently represent more than one Division, nor shall they simultaneously represent a Division and Chapter.
4. Each Division shall conduct the nominations and election of Division Senators in accordance with TCA Bylaws and the Bylaws of that Division.
5. The Division President shall certify to TCA’s President the identity and qualifications of their Senator at least 30 days prior to any Senate meeting.

Section 3 Compensation

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

ARTICLE VII: Committees

Section 1 Standing Committees

1. Formation - The Division’s Standing Committees shall be those committees recommended by the Board of Directors.
2. Duties - Standing Committees address matters of a continuing and recurring nature related to the accomplishment of the general purposes of the Division.
3. Qualifications - All members, including the chairperson, of a Standing Committee shall be current Division members.
4. Appointments - The Division’s President may appoint, subject to confirmation by the Board of Directors, the chairperson and members of standing committees, except the Nominations and Election Committee.
5. Term – Committee chairs, co-chairs and members serve during the President-Elect’s term of office as President.
6. Types - Standing Committees may include but are not limited to: Nominations and Election, Executive, Finance, and Membership.

Section 2 Nominations and Election Committee

The Nominations and Elections Committee shall be responsible for carrying out nominations and election procedures in accordance with these Bylaws. The Immediate Past President shall chair this committee.
Section 3  Executive Committee

The Executive Committee shall be responsible for the day to day operations of the Division, and is empowered to address matters of an immediate and non-immediate recurring nature according to written directives of the Board of Directors and in accordance with the Bylaws of the Division. The Executive Committee shall act for the Board between regular Board meetings. Meetings of the Executive Committee shall be called by the President, who also serve as Chair of the Executive Committee. The Executive Committee shall consist of the President, President-Elect, immediate Past President, Secretary, and Director of the Division.

Section 4  Finance Committee

The Finance Committee shall be responsible for planning budget and overseeing finances of the Division in accordance with these Bylaws. The Finance Committee shall consist of the Treasurer, President, President-Elect, Secretary, and Director of the Division. The Treasurer shall chair this committee.

Section 5  Membership Committee

The Membership Committee shall be responsible for maintaining communication with the Division’s members, keeping records of membership status, and promoting membership growth in the Division.

Section 6  Special Committees

1. Formation - The Division’s Special Committees shall be those committees established by the President. Special Committees may include but are not limited to: Bylaws Committee, Newsletter Committee, TCA Conference Committee, and Empty Plate Committee.

2. Duties – The Division’s Special Committees are established to address matters of an immediate or non-recurring nature related to specific purposes of the Division.

3. Qualifications – All members, including the chairperson, of a Special Committee shall be current Division members.

4. Appointments – The Division’s President may appoint, subject to confirmation by the Board of Directors, the chairperson and members of special committees.

5. Term – Committee chairs, co-chairs and members serve during the President’s term of office.

ARTICLE VIII: Nominations and Elections

Section 1  Guidelines: Nominations and Elections Procedure

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. 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 Nominations 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.

1. Timeline -
   a. Nominations should begin and end in September
   b. Elections should begin and end in October
   c. Voting should be completed before Thursday of the TCA Professional Growth Conference

2. Resources –
   b. Nominations_and_Elections_Timeline.docx

ARTICLE IX: Business Affairs

Section 1 Membership Dues and Financing
Annual Division dues for members shall be established by the Board of Directors subject to approval by a majority of the voting members.

Section 2 Budget
The President and Treasurer shall prepare and present an annual operating budget plan for approval by the Division Board of Directors in accordance with the deadlines set by TCA. TCA shall manage the Division’s finances in accordance with the budget submitted by the Division and approved by the TCA Board and Senate.

Section 3 Audit
Division financial management is handled by the TCA office. Monthly financial reports shall be emailed to the Division Treasurer, President and Director for review.

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

Section 5 Control and Management
All property of the Division 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 Division must be approved by the Board of Directors with notice to the Senate.

Section 6 Disposal and Dissolution
In addition to the procedures set forth in the Division Bylaws, the following shall apply:
1. When the Division leadership, or the TCA Executive Committee determines that the Division is no longer viable and should be dissolved, a letter stating the reason shall be sent to the TCA President signed by at least two of the following: the Division President, Senator or Director (or if none exist, the TCA Executive Committee).

2. The TCA President shall send a notice of possible dissolution to all Division members, including the reason and providing 30 days to agree or disagree.

3. If at the end of the 30 days, less than 50 percent of the Division members have responded or a majority of those responding agree with dissolution, the TCA President shall notify the Division Director. Upon dissolution, the funds are absorbed by TCA.

4. Upon receipt, the TCA President shall submit a recommendation of dissolution to the TCA Board and Senate, along with the financial statement. Division status may be withdrawn by a 2/3 vote of the Senate. Notice of dissolution is sent to ACA and the national Division.

5. Upon dissolution of the Division, 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 Division, provided that such other organization(s) shall be exempt under Section 501(c) (3) of the Internal Revenue Laws.

Section 7  Appropriation of Division Funds
No appropriation of Division funds shall be made except pursuant to the authority of the Division’s Board of Directors and to that authority alone.

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

Section 9  Committee Expense
The Division shall appropriate funds to cover committee expenses. All expenses incurred by a committee of the Division 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  Annual Reports; Reports
1. The Division shall make an annual written report of its activities, minutes, financial statements, a roster of current members, and any changes in the Division’s Bylaws to the TCA President on or
before a date set by the Division’s President each fiscal year and shall provide a written report at any other time requested by the TCA President.

Section 12  Indemnification of Directors, Officers, and Employees

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.

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.

Section 13  Conflict of Interest Clause

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

Section 14  Policies and Procedures

Supplementary policies and implementation guidelines for these Bylaws are found in the Division’s Governance Manual.

Article X: Contracts, Checks, Deposits, and Funds

Section 1  Contracts

The Division’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 the Division, and such authority may be general or confined to specific instances.
Section 2 Checks, Drafts or Orders for Payment
All expense vouchers, checks, drafts, order for payment of money, notes, or other evidence of indebtedness shall be signed by the Treasurer or President to indicate approval to pay from the Division account.

Section 3 Deposits
The majority of transactions are generated online with credit card payments going directly to TCA’s bank. In the event a check is sent directly to the Division, copies will be retained and the original check(s) will be sent to the TCA office.

ARTICLE XI: Publications

Section 1 Executive Editors
The Division’s Board of Directors appoint Executive Editors of the Division newsletter and journal.

Section 2 Copyrights
1. The Division shall own the copyright for the original and any renewal term for any work that is published by the Division.
2. 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.
3. 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 XII: Amendments

Section 1 Amendments
1. Amendments may be proposed by the Board of Directors or by a petition signed by at least 10 members in good standing. All such proposed amendments shall be presented in writing, accompanied by rationale, to the Bylaws Committee at least 60 days prior to any meeting of the Board of Directors.
2. Proposed amendments, together with such rationale, comments or written recommendations as may have been formulated, shall be distributed by the Secretary in writing or via a Division official publication, to the voting members of the Division at least 30 days prior to the next annual meeting, at which time such proposals shall be discussed and voted upon.
3. Proposed amendments shall be considered to have been adopted if approved by a majority of votes cast at the next Division business meeting.

4. Any changes to the Division Bylaws shall be reported in writing to the TCA President in the Division’s annual report.

ARTICLE XIII: 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 Division not otherwise specified in the Bylaws.

Section 2 Extraordinary Circumstances

1. In the event there are circumstances that are extraordinary, unanticipated, and not addressed herein in these Bylaws, the Division’s Board of Directors have the power, by motion and vote, to authorize the Division’s President to take appropriate and necessary action to address the circumstances and ensure the Division’s business and affairs are conducted in an efficient and orderly manner.

2. The undersigned, being the duly elected and qualified Secretary of Texas Association for Humanistic Education and Development, hereby certify that the foregoing Bylaws were adopted by the Division effective this 22nd day of October in the year 2018.

Diane Herrero
Secretary (PRINT)

Diane Herrero
Secretary (SIGNATURE)